

**BY-LAWS of the  
REDWOOD EMPIRE SWING DANCE CLUB  
(A Corporation of the County of Sonoma, State of California)**

**ARTICLE I - NAME and LOCATION**

The name of this corporation is the Redwood Empire Swing Dance Club, hereinafter referred to as the RESDC. The principal location of the RESDC is in the State of California, County of Sonoma, at such a place as designated by the RESDC Board of Directors, hereinafter referred to as the Board.

**ARTICLE II – DEFINITION**

**SECTION 1 – DEFINITION:** The RESDC is a public benefit, charitable, non-profit (501c3) corporation. No portion of the net earnings of the RESDC shall inure to the benefit of any individual member or group of members. In the event of dissolution of the RESDC, all funds shall be donated to a charitable organization (or organizations) as designated at the time of dissolution by a majority vote of the Board then in office.

**SECTION 2 – MISSION:** The Mission of the RESDC is to be a club where people want to go to dance and have fun, be a member, and serve on the Board.

**SECTION 3 - PURPOSE:** The purpose of the RESDC is to encourage and promote a love of West Coast Swing dancing, and to cultivate and promote fellowship and loyalty among its members.

**SECTION 4 - GOAL:** The Goal of the RESDC is to accomplish our Mission and Purpose by hosting at least eleven dances per year with an average attendance of at least 80 dancers at our monthly dances. In addition to dances, the RESDC may sponsor other social functions such as dance workshops, entertainment, or special activities.

**ARTICLE III – RESDC MEMBERSHIP**

**SECTION 1 – REQUIREMENTS:** A person becomes a member of the RESDC upon payment of their annual dues. Membership in the RESDC is open to any person regardless of race, age, color, religion, gender, handicap, familial status, sexual preference, or national origin.

**SECTION 2 – LIABILITY:** With exception as stated in Article IV Section 5, no person who is now, or later becomes, a member of the RESDC shall be held personally responsible for any indebtedness or liability of the RESDC.

**SECTION 3 – ENTITLEMENTS:** Each RESDC member is entitled to (a) receive an RESDC membership identification card, (b) upon request, receive a copy of the RESDC's By-Laws, Position Descriptions, and Policies and Procedures (P&Ps), (c) cast one vote on each matter submitted by the Board to the membership for a vote, and (d) receive a Member Rate for admission to RESDC dances and other RESDC sponsored events. Member rates may be extended to, and by, associated clubs upon presentation of a current membership card.

**SECTION 4 – TERMINATION:** Membership in the RESDC is terminated (a) when any member fails to pay their designated dues by their anniversary date, or (b) upon determination by the Board of an infraction or violation of the RESDC By-Laws or P&Ps, or conduct which the Board finds detrimental to the best interest of the RESDC.

**SECTION 5 - VOTING.** Consent of the membership shall consist of a majority affirmative vote by one-third of all RESDC members. No member shall have more than one vote or shall cast a vote by proxy. When voting, if an insufficient number of votes are obtained, continued voting may be conducted at subsequent events. In addition, the use of absentee ballots, and votes by email or phone, is permitted.

## **ARTICLE IV – RESDC BOARD of DIRECTORS**

**SECTION 1 – DIRECTORS:** A Director is a member of the RESDC who has been elected by the membership, from a slate of candidates approved by the Board, to govern the RESDC. The slate of elected Directors comprises the RESDC Board of Directors. The number of Directors shall be established by the Board. Election of Directors shall take place in or about February of each year.

**SECTION 2 – TERM:** Directors shall serve a term of one year. Newly elected Directors shall take office at the first Board meeting following their election. Newly elected Directors shall have no voting rights until that date.

**SECTION 3 - DUTIES:** Directors shall serve either as an RESDC officer or as a committee chair. Position Descriptions describe specific duties and responsibilities of each Director. Position Descriptions shall be (a) reviewed, updated and approved by the Board at least every five years, (b) maintained by the Secretary, (c) posted on the RESDC website, (d) made available to new Directors upon assuming office and (e) upon request, made available to any member. Position Descriptions are supplemented by Board-approved Policies & Procedures (P&Ps).

**SECTION 4 - POLICIES and PROCEDURES (P&Ps):** The P&Ps of the RESDC consist of methods and practice adopted by the Board for the smooth and efficient governing of the RESDC. P&Ps shall be reviewed and approved by the Board at least every five years.

**SECTION 5 - LIABILITY:** Any Board member, or group of Board members, making a decision or taking an action in regard to RESDC business, policy or procedure without the consent of the Board, shall incur any expense or liability associated with that decision or action.

**SECTION 6 – VOTING:** Each Director shall have equal voting rights on all Board matters with the exception of the President who may vote on Board matters only in the event of a tie. A quorum of the Board shall consist of a majority of all Directors. No vote shall be taken by the Board without a quorum present. When a quorum is present, consent of the Board shall consist of a majority affirmative vote. At no time will any one member of the Board have more than one vote or be counted for more than one position.

**SECTION 7 - REMOVAL:** A Director may terminate or be removed from the Board (a) by resignation, either verbally, by letter, or by email, (b) for unexcused absence from either two consecutive Board meetings or three consecutive dances, (c) by the Board upon determination of an infraction or violation of the RESDC By-Laws or P&Ps, or conduct which the Board finds detrimental to the best interest of the RESDC, or (d) by the Board for failure to fulfill agreed-upon duties as described in the By-Laws, Position Descriptions or P&Ps.

For removal by the Board, a two-thirds vote by secret ballot is required. The Director in question will have no vote in the matter. Inclusion in the Minutes of the Board meeting is required as confirmation.

**SECTION 8 – VACANCIES:** The Executive Committee, with the consent of the Board, shall appoint Directors to fill vacant or newly adopted Board positions. Appointees to the Board shall have a minimum of six months current membership in the RESDC prior to the date of appointment. If there are an insufficient number of Directors to fill all board positions, the Executive Committee may appoint Directors (including officers) to temporarily chair more than one committee.

## **ARTICLE V – RESDC OFFICERS**

**SECTION 1 - OFFICERS:** The officers of the RESDC are those Directors who have been elected by the Board to one of the following positions: President, Vice President, Secretary, Treasurer and Sergeant-at-Arms. Together these five officers comprise the Executive Committee. Each officer shall have duties and responsibilities as prescribed in the By-Laws, Position Descriptions, and P&Ps.

**SECTION 2 – PRESIDENT:** The President shall be elected by a two-thirds majority of the Board. Duties shall include: (a) preside at all meetings of the Board and the Executive Committee, (b) with the approval of the Executive Committee and the Board, appoint Directors to their respective committees, (c) approve absences by Directors from meetings and dances provided the duties and responsibilities of that Director are fulfilled by another Director or committee member, and (d) present an annual report to the membership on the state of the RESDC which shall then be posted on the RESDC website. The President shall vote on issues only in the event of a tie.

**SECTION 3 – VICE PRESIDENT:** The Vice President shall be elected by a majority of the Board. Duties shall include (a) assist the President, (b) perform the duties of the President in the President's inability to serve, (c) approve absences by Directors from meetings and dances provided the duties and responsibilities of that Director are fulfilled by another Director or committee member, and (d) chair the Nominating Committee, and (d) serve on all committees.

**SECTION 4 – SECRETARY:** The Secretary shall be elected by a majority of the Board. Duties shall include: (a) keep minutes of all meetings of the RESDC, (b) post approved meeting minutes on the RESDC website for a period of at least three months, (c) maintain meeting minutes for a period of at least ten years, (d) provide at least 30 days prior notice for voting to the RESDC membership, (e) maintain and make available to newly elected Board members, and to members upon request, copies of the By-Laws, Position Descriptions and P&Ps, and (f) supervise voting by the membership.

**SECTION 5 – TREASURER:** The Treasurer shall be elected by a majority of the Board. Duties shall include (a) be the custodian of all RESDC funds, (b) receive all monies, (c) disburse all funds as approved by the Board, (d) maintain current the RESDC tax status with the State of California, (e) maintain current RESDC insurance coverage, (f) maintain membership in the National FastDance Association, and (g) provide to the Board an annual financial status report. Authorized signatures on the RESDC checking account shall be the President, Treasurer and at least one other Executive Board member. Two signatures are required on all checks and withdrawals.

**SECTION 5A – FISCAL YEAR:** The fiscal year of the RESDC shall be from the first day of September to the last day of August in each calendar year.

**SECTION 5B – ANNUAL DUES:** The Board shall determine the amount of RESDC membership dues. Dues shall be due and payable upon the individual's anniversary date.

**SECTION 5C – FEES:** The Board shall designate fees for dance admission and for other RESDC-sponsored activities.

**SECTION 5D - EXPENDITURES:** Board members may make expenditures of up to an amount specified by the Board without prior Board approval. Receipts shall be submitted for reimbursement.

**SECTION 6 – SERGEANT-AT-ARMS:** The Sergeant-at-Arms shall be elected by a majority of the Board. Duties shall include maintaining order at all RESDC meetings and events.

## **ARTICLE VI – COMMITTEES**

**SECTION 1 - GENERAL:** The RESDC Board shall establish three types of committees: Executive, Standing and Ad Hoc. Each Committee shall be chaired by a Director and should have at least two members with duties and responsibilities as prescribed by the By-Laws, Position Descriptions, and P&Ps.

The Director of each committee may appoint or remove committee members without Board consent. There is no RESDC membership time requirement for committee members; however, committee members who are not Directors shall have no vote on matters that come before the Board. Committee meetings may be conducted by email provided that all Committee members who are Directors are included on copy of all discussions and in all voting.

**SECTION 2 – EXECUTIVE:** The Executive Committee shall consist of the officers of the RESDC and shall be presided over by the President. Duties shall include (a) with the approval of the Board, to establish Standing Committees, (b) appoint Directors to preside over these committees, and (c) approve the slate of candidates submitted by the Nominating Committee for election to the Board.

**SECTION 3 - STANDING:** Standing Committees shall be presided over by a Director approved by the Board. Directors shall provide an update on the status of their committee at each Board meeting. Standing Committees may include, for example, Marketing, Entertainment, Activities, Dance, Membership, Nominating, Junior and Hospitality.

**SECTION 3A - NOMINATING:** The Nominating Committee shall be established by the Executive Committee at a time specified by the Board. It shall be chaired by the Vice President and consist of at least three Board members. Its purpose is to identify a slate of RESDC members as potential candidates for election to the Board. This slate will be submitted to the Executive Committee for approval. Following approval by the Executive Committee, the slate is then to be presented to the membership for approval.

Nominees shall have a minimum of six months current RESDC membership prior to the date of the election. All candidates shall personally accept their nomination. Additional requirements for candidacy or for the election of candidates may be determined by the Nominating Committee with the consent of the Board.

**SECTION 4 - AD HOC:** Ad Hoc Committees will be established by the Executive Committee for a specific purpose and for a limited time, and will be presided over by a Director. Board approval is not required. Ad Hoc Committees may include, for example, Picnic and Finance.

## **ARTICLE VII – MEETINGS**

**SECTION 1 – ANNUAL MEETING:** A general meeting, open to all RESDC members, will be held within three months of the end of each calendar year. At this meeting the President shall present a report to the members on the state of the RESDC. This report shall be posted on the RESDC website.

**SECTION 2 – MONTHLY MEETINGS:** The Board shall meet monthly at a time and place designated by the President. Prior notice of Board meetings shall be posted on the website or at dances. No vote shall be taken unless a quorum is present. Board meetings are open to all who wish to attend.

**SECTION 3 – SPECIAL MEETINGS:** Special meetings of the Board may be called by the President or at the request of three Board members. No vote shall be taken unless a quorum is present. Special meetings may be conducted by email provided that all Board members are included on copy of all discussions and in all voting.

**SECTION 4 – MEETING MINUTES:** Minutes shall be recorded at each RESDC meeting to provide an official written record of all proceedings. Minutes from all Board meetings, including Special Meetings, shall be presented to the Board at the next regular monthly meeting for review and approval. Approved minutes shall be (a) posted on the RESDC website for a period of at least three months, and (b) retained by the Secretary for a period of at least ten years.

## **ARTICLE VIII – OTHER**

**SECTION 1 – BY-LAW REVISIONS:** Revisions to these By-Laws shall require a two-thirds affirmative vote of the Board. The membership shall be notified when revisions have occurred. Notice may be in the form of an announcement at a dance, by email, or by posting on the RESDC website. The manner of notice shall be documented in the meeting minutes of the subsequent Board meeting.

**SECTION 2 – RULES of ORDER:** The latest edition of “Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century” shall govern the proceedings of the RESDC in cases not specifically covered by these By-Laws.