

Approved by the RESDC Board
December 13, 2021

BY-LAWS
REDWOOD EMPIRE SWING DANCE CLUB (RESDC)
A 501.c.3 Corporation of the County of Sonoma, State of California

ARTICLE I -- GENERAL:

SECTION 1 -- NAME and LOCATION: The name of this corporation is Redwood Empire Swing Dance Club, hereinafter referred to as RESDC. The principal location of 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.

SECTION 2 -- DEFINITION: RESDC is a public benefit, charitable, non-profit (501.c.3) corporation. No portion of the net earnings of RESDC shall inure to the benefit of any individual member or group of members. In the event of dissolution of 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 3 -- MISSION: ... to be a club where people want to go to dance and have fun, to be a member, and to serve on the Board.

SECTION 4 -- PURPOSE: ... to encourage and promote a love of West Coast Swing dancing, to provide an opportunity to dance, and to cultivate and promote fellowship and loyalty among its members.

SECTION 5 -- GOAL: ... to accomplish our Mission and Purpose by hosting approximately eleven dances (or other social events) each year with an average attendance of about 80 dancers at our monthly dances.

ARTICLE II -- RESDC MEMBERSHIP:

SECTION 1 -- RESDC MEMBERSHIP REQUIREMENTS: Membership in RESDC is open to any person regardless of race, age, color, religion, gender, handicap, familial status, sexual preference, political affiliation, or national origin.

An individual becomes a member of RESDC upon payment of their annual membership dues. Membership dues are determined by the Board and are due and payable upon the individual's anniversary date.

SECTION 2 -- RESDC MEMBERSHIP ENTITLEMENTS: Each RESDC member is entitled to:

- (a) receive an RESDC membership identification card,
- (b) receive a member rate for admission to RESDC dances and other RESDC sponsored events,
- (c) cast one vote on each matter submitted by the Board to the membership for a vote, and
- (d) obtain information posted on the RESDC Facebook page or website (RESDC.org).

Member rates at RESDC functions shall be extended to members of associated clubs upon presentation of a current membership card.

SECTION 3 -- TERMINATION: Membership in RESDC is terminated:

- (a) automatically when any member fails to pay their designated dues by their anniversary date,
- (b) by the Board for conduct which the Board finds detrimental to the best interest of RESDC, or
- (c) by the Board for an infraction or violation of the RESDC By-Laws or Policies and Procedures,

SECTION 4 -- VOTING by RESDC MEMBERSHIP: Consent of the RESDC membership shall consist of an affirmative vote by one-third of all current RESDC members. No member shall have more than one vote or shall cast a vote by proxy. When voting, if a sufficient number of votes are not obtained, continued voting may be conducted either:

- (a) at subsequent events,
- (b) by the use of absentee ballots, or
- (c) by email or phone by a designated Director of RESDC.

ARTICLE III -- GOVERNANCE of RESDC:

SECTION 1 -- RESDC DIRECTORS: RESDC is governed by the Board of Directors. Directors are members of RESDC who have been elected by the membership from a slate of candidates which has been previously approved by the Board. Directors shall serve either as an RESDC officer or as a committee chair. A Director may serve in more than one position. Duties and responsibilities of Directors are described in Board-approved RESDC By-Laws, Position Descriptions, and Policies and Procedures. The number of Directors shall be established by the Board.

SECTION 2 -- TERM: Election of Directors shall take place in or about February of each year. Directors shall serve a term of one year. Newly elected Directors shall take office at the first Board meeting following their election and shall not cast votes prior to that time.

SECTION 3 -- RESDC BY-LAWS: By-Laws govern the proceedings of RESDC. They shall be:

- (a) reviewed, updated and approved by the Board every five years; revisions require a two-thirds affirmative vote by the Board,
- (b) maintained by the Secretary,
- (c) posted on the RESDC website, and
- (d) supplemented by RESDC Position Descriptions and Policies and Procedures.

In cases not specifically covered by these By-Laws, the latest edition of "Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century" shall govern the proceedings of RESDC.

SECTION 4 -- RESDC POSITION DESCRIPTIONS: Position Descriptions describe specific duties and responsibilities of each Director. Position Descriptions shall be:

- (a) reviewed, updated and approved by the Board every five years; revisions require a two-thirds affirmative vote by the Board,
- (b) maintained by the Secretary,
- (c) posted on the RESDC website, and

(d) supplemented by the RESDC Policies and Procedures.

SECTION 5 -- RESDC POLICIES and PROCEDURES: RESDC Policies and Procedures describe the methods and practices adopted by the Board for the smooth and efficient governing of RESDC. The Policies and Procedures shall be:

- (a) reviewed, updated and approved by the Board every five years; revisions require a two-thirds affirmative vote by the Board,
- (b) maintained by the Secretary, and
- (c) posted on the RESDC website.

SECTION 6 -- LIABILITY: No person who is now, or later becomes, a member of RESDC shall be held personally responsible for any indebtedness or liability of RESDC. However, 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 7 -- QUORUM: A quorum shall consist of a majority of all Directors. For example, if there are either 8 or 9 Directors, then 5 Directors constitute a quorum.

SECTION 8 -- BOARD MEETINGS: The RESDC Board shall:

- (a) meet monthly (except December) at a time and place designated by the President with the concurrence Board,
- (b) be open to all RESDC members as well as to the general public,
- (c) have prior notice as recorded in the minutes from previous Board meetings which shall be posted on the RESDC website,
- (d) have a prepared agenda,
- (e) consist of a quorum to be official, and
- (f) be conducted either in person or by teleconference.

Special meetings of the Board shall be called by the President when requested by two Board members. No vote shall be taken unless a quorum is present. Special meetings may be conducted by teleconference or by email provided all Board members have been informed.

SECTION 9 -- MOTIONS: Any Director may present a motion, either in person at a Board meeting or by email. All motions shall be seconded by a Director.

SECTION 10 -- VOTING on MOTIONS: Once a motion has been seconded, a period of discussion shall follow during which all Directors present in the meeting shall have equal opportunity to voice their opinion. During the period of discussion, a motion may be made and seconded to either amend, substitute or withdraw the original motion.

Following a period of discussion, a vote shall be called by the President. All motions to amend, substitute or withdraw the original motion must be resolved by voting prior to voting on original motion. Each Director shall have equal voting rights on all motions. No Director shall have more than one vote or be

counted for more than one position. For a motion to be approved, a quorum of all Directors must vote in the affirmative.

SECTION 11 -- MOTIONS MADE by EMAIL: When a Director has made a motion by email, and after it has been seconded, all Board members shall be promptly notified of the motion by the President, either by email, text or phone call following which a period of 3 days (or fewer, excluding Saturday and Sunday) shall be allowed for discussion. During this time all Directors shall be copied on all related emails to assure that all points both for and against the motion are considered. After the allocated time period the President shall call for a vote.

After the President has called for a vote, there shall be an additional 24-hour period during which all Directors shall cast their votes, either by email, by text or by personal conversation with the President. Any Director not voting within this time period shall be recorded as an abstention. An email motion shall pass when a majority of all Directors have voted in the affirmative. Results of email voting shall be communicated promptly by email to all Board members and shall specify how each Director voted.

SECTION 12 -- MEETING MINUTES:

- (a) shall be recorded by the Secretary for each RESDC Board meeting and each special meeting,
- (b) shall provide an official written record of all proceedings,
- (c) shall be sent to the Board members by email prior to the next regular meeting for review and approval,
- (d) when approved, shall be posted on the RESDC website for a period of three months, and
- (e) shall be retained by the Secretary for a period of ten years.

SECTION 13 -- REMOVAL from the BOARD: A Director may terminate or be removed from the Board:

- (a) by resignation, either verbally 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 RESDC By-Laws or Policy and Procedures, or for conduct which the Board finds detrimental to the best interest of RESDC, or
- (d) by the Board for failure to fulfill agreed-upon duties as described in the By-Laws, Position Descriptions or Policies and Procedures.

Removal from the Board requires a two-thirds vote by secret ballot. The Director in question will have no vote in the matter. The result of the vote shall be included in the Minutes of the Board meeting.

SECTION 14 -- RESDC BOARD and COMMITTEE VACANCIES: The Executive Committee shall appoint Directors to fill vacant or newly adopted Board or Committee positions. Appointees to the Board shall have a minimum of six months current membership in RESDC prior to the date of appointment. If an insufficient number of Directors are available to fill Board or Committee positions, the Executive Committee may appoint a Director to temporarily chair more than one position.

ARTICLE IV -- RESDC OFFICERS:

SECTION 1 -- RESDC OFFICERS: The officers of RESDC are the Directors who hold one of the following positions: President, Vice President, Secretary, Treasurer or Sergeant-at-Arms. Together these five officers comprise the Executive Committee. Each officer shall have duties and responsibilities as described in these By-Laws and as supplemented in RESDC-approved Position Descriptions and Policies and Procedures. When necessary for the completion of various documents and forms, these officers may be assigned similar titles as stated in specific Position Descriptions.

SECTION 2 -- PRESIDENT: The President shall be elected by a two-thirds majority vote of the Board. Duties and responsibilities shall include:

- (a) designate a time and place for monthly meetings,
- (b) to preside at all meetings of the Board and the Executive Committee,
- (c) with the approval of the Executive Committee, to appoint Directors to their respective committees,
- (d) to approve absences by Directors from meetings and dances, providing the duties and responsibilities of that Director are fulfilled by another Director or committee member,
- (e) to call for a vote on all motions, and
- (f) to serve as the spokesperson for the RESDC.

SECTION 3 -- VICE PRESIDENT: The Vice President shall be elected by a majority of the Board. Duties and responsibilities shall include:

- (a) to assist the President upon request,
- (b) to perform the duties of the President when the President is unable to serve,
- (c) to chair the Nominating Committee, and
- (d) to serve on other committees when needed.

SECTION 4 -- SECRETARY: The Secretary shall be elected by a majority of the Board. Duties and responsibilities shall include:

- (a) to record minutes of all meetings of the RESDC Board,
- (b) to provide approved meeting minutes for posting on the RESDC website for a period of at least three months,
- (c) to maintain meeting minutes for a period of at least ten years,
- (d) to provide at least 30 days notice to the RESDC membership prior to voting on a slate of Directors,
- (e) to provide up-to-date copies of the RESDC By-Laws, Position Descriptions and Policies and Procedures for posting on the RESDC website, and
- (f) to supervise voting by the membership.

SECTION 5 -- TREASURER: The Treasurer shall be elected by a majority of the Board. Duties and responsibilities shall include:

- (a) to be the custodian of all RESDC funds,
- (b) to receive all monies and to deposit them in the RESDC banking account,
- (c) to disburse all funds as approved by the Board,
- (d) to maintain current RESDC tax status with the State of California and the IRS,

- (e) to maintain current liability insurance coverage,
- (f) to maintain membership in the National FastDance Association, and
- (g) to prepare and provide to the Board an annual financial status report.

SECTION 6 --SERGEANT-AT-ARMS: The Sergeant-at-Arms shall be elected by a majority of the Board. Duties and responsibilities shall include:

- (a) to maintain order during all RESDC meetings and events,
- (b) to enforce the prohibition against the use of alcoholic beverages, smoking, and the use of drugs at RESDC functions,
- (c) to perform the duties of the Vice President when the Vice President is unable to serve, and
- (d) to enforce and to maintain compliance with rules and regulations specified for each venue.

ARTICLE V -- RESDC COMMITTEES:

SECTION 1 -- GENERAL: The RESDC Board shall establish Standing and Ad Hoc Committees. Each Committee shall be chaired by a Director with at least two members (including the Chair) with duties and responsibilities as prescribed in the RESDC By-Laws, Position Descriptions, and Policies and Procedures.

The Chair of each committee:

- (a) shall call for meetings as needed, even if necessary to do so on short notice,
- (b) may appoint or remove committee members without Board consent,
- (c) shall be the spokesperson for the Committee, and
- (d) shall provide an update on the status of their committee at each Board meeting.

There is no RESDC membership or time requirement for committee members; however, committee members who are not Directors shall have no vote on matters which come before the Board. Committee meetings may be conducted by email provided that all Committee members who are Directors are copied on all discussions and all voting.

SECTION 2 -- RESDC EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the five officers of RESDC. The President shall preside. Duties and responsibilities shall include:

- (a) to approve Directors to chair Standing and Ad Hoc committees,
- (b) to approve the slate of RESDC members who are candidates for election to the Board,
- (c) with the consent of the Board, to appoint Directors to fill vacant or newly adopted Board positions,
- (d) to appoint a Director when necessary to temporarily chair more than one committee, and
- (e) to make short-term decisions to govern RESDC activities until such time as the full Board can be consulted; Consensus of the Executive Committee requires four favorable votes.

SECTION 3 -- STANDING COMMITTEES: A Director, approved by the Executive Committee, shall preside over each Standing Committee. Directors shall provide an update on the status of their committee at each Board meeting. Standing Committees may include positions described in the RESDC Position Descriptions and Policies and Procedures.

SECTION 4 -- AD HOC COMMITTEES: Ad Hoc Committees:

- (a) shall be established by the Executive Committee for a specific purpose and for a limited time,
- (b) may include, for example, Picnic, Finance and Nominating, and
- (b) shall be presided over by a Director.

SECTION 5 -- NOMINATING COMMITTEE: The Nominating Committee is an Ad Hoc committee which shall:

- (a) be established by the Executive Committee at a time specified by the Board,
- (b) be chaired by the Vice President and consist of at least three Board members,
- (c) identify a slate of RESDC members as candidates for election to the Board who shall (i) have a minimum of six months current RESDC membership prior to the date of the election and (ii) personally accept their nomination,
- (d) submit this slate to the Executive Committee for approval,
- (e) following approval by the Executive Committee, assist the Secretary in presenting the slate to the membership for approval, and
- (f) with the consent of the Board, determine additional requirements for candidacy or for the election of candidates.

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