

BYLAWS



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**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
BYLAWS**

**ARTICLE I
PURPOSE**

Section 1. The name of the Corporation shall be "San Diego Square Dance Association, Inc."

Section 2. The Association is hereby declared to be organized as an IRS non-profit 501 (c) (4) corporation to serve as a social welfare organization benefiting the San Diego community, and to educate and further square dancing as a social recreation in the San Diego community. Among other social welfare purposes, this corporation may hold an annual Fiesta de la Cuadrilla, cosponsored by the City of San Diego Park and Recreation Department. The Association is an affiliate member of the United Square Dancers of America Incorporated and the California Square Dance Council, Inc.

**ARTICLE II
MEMBERSHIP**

Section 1. In order to apply for membership in the Association any club or group must:

- A. Be composed of not less than sixteen (16) dancers.
- B. Be an organized club with regularly scheduled dances, have a regular dance place or hall, and have officers and bylaws.
- C. Be a non-profit organization.
- D. Furnish to the Association, an up-to-date set of bylaws and current roster of all club members. (See Section 3 D below)

Section 2. To maintain membership in the Association, groups who use school facilities and Park and Recreation facilities, will abide by those rules as established by the San Diego Park and Recreation Department and as contained in their "Special Use Permit" or contract.

Section 3. To maintain membership in the Association, all groups shall support the Association in its efforts to promote square, round, contra dancing and clogging. Member groups shall:

- A. Abide by the majority vote on all issues before the Association.
- B. Eliminate all special events and third Saturday night dances/activities, which conflict with the Association Round-Up and annual Fiesta de la Cuadrilla.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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ARTICLE II

MEMBERSHIP (continued)

- C. Furnish the Association with an accurate list of its officers and four (4) Representatives as they are elected or appointed.
- D. Provide annually to the Association a current roster of all club members. This roster shall be completed in accordance with the guidelines promulgated by the Executive Board and/or the Standing Rules.
- E. Must conform to the Association Bylaws and Standing Rules.

Section 4. The General Membership of the Association shall consist of four (4) Representatives from each member club.

- A. No Representative may represent more than one club at any given Association meeting.
- B. Any Representative installed to an Office in the Association or appointed to an Association Chairmanship will immediately resign the position as Representative. The club will replace the Representative.
- C. Each Representative will be responsible to see that all information from the Association reaches their member clubs as soon as possible.

Section 5. Entrance in the Association will be approved by a majority vote of the General Membership. The Ambassador/Membership Chairman will first investigate the club and recommend approval or rejection of the application.

Section 6. If, in the opinion of the General Membership, a member club is a discredit to the Association or fails, for a period of 30 days, to abide by the Bylaws and Standing Rules it shall be considered for expulsion from the Association and loss of membership and the privileges associated with membership. Any member club may be dropped from Association membership by a two-thirds vote of the General Membership at a regularly scheduled Association meeting.

Section 7. Any member club who is not represented for two (2) successive Association meetings and who fails to answer roll call at the third (3) meeting will automatically lose their Association membership. The last known President or Senior Representative shall be notified of this provision after the second (2) missed meeting.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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**ARTICLE II
MEMBERSHIP (continued)**

Section 8. Affiliate Membership

- A. Is available to caller associations, round dance instructor organizations and/or other associations or groups of like status as approved by a majority vote of the General Membership.
- B. Affiliate members shall not have a vote or be responsible for duties, and shall conform to the Association Bylaws and Standing Rules. (see Article II Section 2 above)
- C. This membership status entitles these groups to all benefits available through the Association.

Section 9. Individual Membership

- A. Any individual dancer who is a member of an Association club, *et al.*, shall be considered a member of the Association.
- B. Any individual dancer who registers for the Association's annual Fiesta de la Cuadrilla shall be considered a member of the Association for the duration of the Fiesta.

**ARTICLE III
OFFICERS AND THEIR DUTIES**

Section 1. The Association Executive Board shall consist of the President, Vice-President, Secretary, and Treasurer, (as elected by the General Membership in accordance with Article IV) and the Standing Committee Chairmen.

- A. The President shall appoint the Standing Committee Chairmen listed in the Standing Rules.
- B. Each member of the Executive Board shall have a vote at Executive Board meetings only. President to have one vote only, to break a tie.

Section 2. The immediate Past President (defined as the most recent, not currently serving, Past Association President with active membership in a member club of the Association), shall serve as the Executive Board Advisor and shall report to and have a vote on the Executive Board. If for any reason the designated Executive Board Advisor is unwilling or unable to serve or complete his, her, or their term, the next most recent Past Association President shall be appointed to the position.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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ARTICLE III

OFFICERS AND THEIR DUTIES (continued)

Section 3. The term of office of the Executive Board shall be for one year commencing with installation at the third Saturday Round-Up in January. All records and supplies of the Association shall be submitted for audit by February 1 of each year.

- A. The President shall not serve more than four consecutive terms. [09/16/18]
- B. The Vice President shall not serve more than five consecutive terms. [09/16/18]

Section 4. Duties of the President. The President will:

- A. Preside at all Association meetings and functions.
- B. Represent the Association at all affairs of Square, Round, Contra Dancing and Clogging both State and Local so far as practical and at California Square Dance Council meetings.
- C. Keep an accurate file of all minutes, financial records, and important correspondence pertaining to the Association.
- D. Appoint all Standing and Special Committee Chairmen during his, her, or their term of office. The President will ensure that all Standing and Special Committee Chairmen are active members of a member club of the Association and that their membership remains active during their Chairmanship.
- E. If a vacancy of an elective Office occurs during his, her, or their term, appoint a qualified member of the Association to the vacant Office for the remainder of the term. This appointment shall be subject to General Membership approval.
- F. Serve as an ex-officio member of all Standing and Special Committees except the Nominating Committee.
- G. Be Chairman of the Finance Committee.

Section 5. Duties of the Vice-president. The Vice-president will:

- A. Assume the duties of the President during the absence of the President.
- B. Be responsible for Association sound equipment, which includes maintaining the sound equipment in good working condition.
- C. Set up sound equipment for third Saturday Round-Up and all other special dances.
- D. Be responsible for setting up the public address system for Association meetings and at special meetings as called by the Association President.
- E. Represent the Association in the coordination of Square Dance Day at the San Diego County Fair.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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ARTICLE III

OFFICERS AND THEIR DUTIES (continued)

- F. Serve as Chairman of the annual audit of Association Treasurer's books. (Refer to ARTICLE VI-FINANCE-Section 7.)

Section 6. Duties of the Secretary. The Secretary will:

- A. Take all minutes of the meetings of the Association and maintain a minimum of two (2) years minutes in active files, with the balance in storage.
- B. Keep an accurate roster of member clubs, their officers, and their Representatives.
- C. See that the Senior Representative(s) and President of member clubs, Association Executive Board members and the City of San Diego Park and Recreation Department receive minutes of the Association meetings. Furnish member clubs with the Association Bylaws and Standing Rules upon notification of officer changes.

Section 7. Duties of the Treasurer. The Treasurer will:

- A. Be responsible for an accurate accounting of all monies of the Association.
- B. Provide a financial statement of the Association to all member clubs at the Association meetings.
- C. If not a subcommittee, Treasurer (e.g. Fiesta) then shall serve as a member of the subcommittee's audit team.
- D. Must be bondable.

Section 8. The duties of the appointed Standing Committee Chairmen shall be as prescribed by the elected Officers and/or General Membership, and shall be governed by the Association Standing Rules.

ARTICLE IV

NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee consisting of three Representatives from member clubs will be appointed by the President at the July Association meeting.

- A. The Nominating Committee will present to the Association at the September association meeting a slate of candidates consisting of President, Vice President, Secretary, and Treasurer. [10/17/2010]

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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**ARTICLE IV
NOMINATIONS AND ELECTIONS (continued)**

- B. The Nominating Committee shall endeavor to provide at least two candidates for each elective office
- 1) The Vice President will be asked to be a candidate for the office of President.
 - 2) The Nominating Committee shall receive permission from each prospective candidate in writing before their name is placed in nomination, and shall ensure the nominee is qualified in accordance with Nominations and Elections, Section 2.
 - 3) After presenting the slate at the September Association meeting, additional nominations may be added from the floor at the September Association meeting. The person nominating must have a written acceptance from the nominee.

Section 2. Eligibility for Association Elective Offices.

- A. To be a candidate for elective office in the Association, a person must be a member in good standing of an Association member club. (i.e. Association shall be defined as the San Diego Square Dance Association, Inc. or its predecessor the Square Dance Association of San Diego County, Inc.)
- B. No professional caller or cuer shall be eligible to be a candidate for elective office in the Association.
- C. Prospective candidates must have held for at least six months within the last three years:
- 1) An elective office in one of the Association members clubs OR
 - 2) Been a Representative from one of the member clubs to the Association OR
 - 3) Been an elected or appointed Association Executive Board Member.
 - 4) The prospective candidate shall submit a resume to the Nominating Committee chairperson.
- (i.e. Association shall be defined as the San Diego Square Dance Association, Inc. or its predecessor the Square Dance Association of San Diego County, Inc.)
- D. The candidate must be present at one of the Association meetings to accept the candidacy for the office to which they are nominated in order that their name(s) be placed on the ballot.

Section 3. The election of Association Officers shall take place at the October meeting of the Association. All elections shall be by secret written ballot. Each club Representative (maximum four) of the General Membership shall have one vote.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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ARTICLE IV

NOMINATIONS AND ELECTIONS (continued)

A. Majority vote:

1) When more than two candidates are running for an office and no one candidate receives a majority vote:

- a) A runoff election shall be held after a five-minute recess to allow members to caucus.
- b) If, at the conclusion of the second ballot there is still no majority, a third ballot will be held between the top two candidates, after another five-minute recess.

2) At no time shall there be a public disclosure of the vote count.

B. The Nominating Committee shall count the ballots at the election meeting and turn the results (identifying the winner – but not the vote count) of same over to the President.

C. The President shall announce the newly elected Officers at the election meeting.

D. The Chairman of the Nominating Committee will keep the ballots until the next Association meeting following installation of the new Officers after which they will be destroyed.

**ARTICLE V
MEETINGS**

Section 1. A General meeting of the Association shall be held on the Sunday following the third Saturday of January, March, May, July, September, October, and November. An exception must be approved by the General Membership. [10/19/08]

Section 2. Special meetings of the General Membership may be called by the President or requested by one-third of the General Membership with at least 72 hours notice.

Section 3. The Association year will commence with the January installation of Officers.

Section 4. All Association meetings will be open meetings and guests are invited.

Section 5. The following rules for voting at Association meetings shall apply:

- A. Each Representative of a member club shall have one vote. (MAXIMUM OF FOUR per club.)

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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**ARTICLE V
MEETINGS (continued)**

- B. All Representatives from other Associations, Groups, or Federations are invited to have a voice in the meetings, but will not be allowed to make or second motions nor vote.
- C. All members of the Executive Board (including Standing Committee Chairmen) shall not make or second motions nor vote. The President, will, in case of a tie, cast a tie-breaking vote.
- D. A quorum shall consist of a majority of the member clubs of the Association.

**ARTICLE VI
FINANCE**

Section 1. The funds of the Association will be carried in the name of the San Diego Square Dance Association, Inc.

Section 2. All operating expenses (food, music, office supplies, etc.) will be paid from the General Fund. A single expense item in excess of \$500 will be approved by a majority vote of the General Membership.

Section 3. All of the net door proceeds from the monthly Round-Up will be put in the General Fund.

Section 4. Two elected Officers must sign all checks drawn on the Association General Fund. Check signers must be serving in different offices, and no Officer may sign a check written to himself or herself, or to his or her partner.

Section 5. The President will be reimbursed for his, her, or their expenses incurred while traveling on Association business in accordance with the provisions contained in the Standing Rules.

Section 6. The Finance Committee shall:

- A. Consist of the President (Chairman), the Treasurer and four Past Presidents who are active members of an Association club.
- B. A quorum of the Finance Committee shall consist of at least five (5) members.
- C. The duties of the Finance Committee shall be to pass on and recommend all requests for money from the Building Fund.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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**ARTICLE VI
FINANCE (continued)**

Section 7. Audit Committee:

- A. The President shall appoint in November a committee consisting of two members and the Vice-President (Chairman) to review and certify the financial books and records of the previous year's operations. Audit to be completed by the March Association meeting. Without limitation of the forgoing, the Audit Committee:
- 1) Shall recommend to the Board of Directors the retention and termination of the independent auditor (if the Corporation has gross receipts for a fiscal year in excess of \$2,000,000);
 - 2) May negotiate the compensation of the auditor on behalf of the Board;
 - 3) Shall confer with the auditor to satisfy the committee members that the financial affairs of the organization are in order;
 - 4) Shall review and determine whether to accept the audit; and
 - 5) Shall approve performance of any non-audit services by the auditing firm.
- B. All Chairmanships handling monies shall submit a report for audit at the request of the President or by the end of their charge.
- C. In the event that in this committee's judgment a complete audit is deemed advisable, they shall be empowered to retain an accounting firm to prepare a financial report of the condition of the San Diego Square Dance Association, Inc.
- D. The Audit Committee may include non-board members. The Audit Committee may not include the President, Secretary, Treasurer, employees of the corporation, or any person who has a material financial interest in any entity doing business with the corporation.

Section 8. Upon the dissolution of the corporation, the directors shall comply with the requirements for dissolution as set forth in the California Corporations Code.

**ARTICLE VII
AMENDMENTS**

Proposed changes in these Bylaws shall be read at three successive Association meetings and voted upon at the third Association meeting. These Bylaws shall be considered amended upon a two-thirds vote of the General Membership.

**SAN DIEGO SQUARE DANCE ASSOCIATION, INC.
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**ARTICLE VIII
PROCEDURE**

Robert's Rules of Order Newly Revised will govern any point not covered in these Bylaws and Standing Rules.