

# BYLAWS OF CHATTAHOOCHEE COUNTRY DANCERS, INC.

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Adopted 20 June 1985

Amended 12 December 2004, 3 October 2010, & 25 September 2012

## ARTICLE I: Name of Organization

The name of the organization shall be Chattahoochee Country Dancers, Incorporated (hereafter referred to in these Bylaws as "CCD").

## ARTICLE II: Purpose of Organization

The purpose of CCD is to operate as an educational center for the promotion, preservation and study of traditional and historic dance, music and song. The activities of CCD shall include, but are not limited to:

- a. Promoting the knowledge of, and encouraging the practice of the traditional and historic music and dances of North America and the United Kingdom.
- b. Encouraging the development and practice of contemporary music and dances which flow from these traditions.
- c. Conducting classes, parties, workshops and music and dance events.
- d. Training teachers, musicians and leaders in these traditions.
- e. Publicizing CCD objectives and activities.
- f. Working with The Country Dance and Song Society, Inc. (CDSS) and other groups whose objectives are compatible with those of CCD.
- g. Seeking and administering gifts and grants to support CCD activities and objectives.

## ARTICLE III: Membership

- a. The authority for defining membership lies with the Steering Committee. Membership shall consist of dancers, callers, band members, and others who are legitimately involved with the Atlanta contra dance community. The Steering Committee or a membership committee it may appoint from time to time shall set classes of membership, dues, and rights of members.
- b. CCD membership is open to all individuals regardless of race, ethnicity, national origin, sexual orientation, political or religious affiliation or other matters unrelated to the purpose of the organization. The Steering Committee reserves the right to reprimand unacceptable behavior at CCD events and to suspend or revoke membership from individuals whose conduct is incompatible with the organization's goals, pursuant to Section 14-3-621 of the Official Code of Georgia Annotated.
- c. All members are eligible and encouraged to attend and participate in all public organizational meetings and events.

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## **ARTICLE IV: Board of Directors (Steering Committee)**

Responsibility for management and administration of the artistic, operational, and financial affairs of CCD, Inc., shall be vested in a Board of Directors, hereinafter referred to as the "Steering Committee." The Steering Committee is responsible for maintaining the organization as a non-profit corporation under the laws of Georgia.

- a. The Steering Committee shall consist of nine members.
- b. The standard term of office of all members shall be three years, beginning as of January 1 following their election to the Steering Committee. No member of the Steering Committee shall be eligible for election for two consecutive terms, but may be re-elected after a lapse of one year.
- c. Three members' terms of office shall expire each year.
- d. A member of the Steering Committee may resign at any time by giving written notification to the President of the Steering Committee. Notice of resignation shall be effective immediately upon receipt, unless such notice specifies a later date.
- e. In the event of a vacancy on the Steering Committee, the remaining members may exercise the power to appoint a member to fill the vacancy until the next scheduled election, at which time a candidate may be nominated for the remaining years of the original three-year term.
- f. The Steering Committee will meet at least ten times each year. Meetings of the Steering Committee are open to the membership. The meeting dates will be announced to the membership via means of group communication approved by the Steering Committee.
- g. A quorum of five Steering Committee members at a regularly scheduled or specially called meeting is needed to make binding decisions.
- h. An absent Steering Committee member may send her/his vote by proxy on a specific issue before the Steering Committee. Such proxy availability shall not be counted when determining quorum.
- i. Meetings of the Steering Committee shall be conducted in a spirit of cooperation. Should questions or disputes as to procedure arise, they shall be settled by reference to the most recent available edition of Robert's Rules of Order.
- j. Time-sensitive business that must be handled between meetings will be conducted by email, in person, and/or telephone conversations with other Steering Committee members and minutes taken by the Secretary and reported at the next monthly meeting. The President may determine what issues are time-sensitive.
- k. Members may not be paid compensation for their service as a Steering Committee member, though reasonable expenses incurred for CCD business may be reimbursed.
- l. The Steering Committee has authority to purchase materials and equipment needed for the operation of CCD-sponsored activities. Said items shall remain the property of CCD.
- m. The Steering Committee holds the authority to bind the Chattahoochee Country Dancers contractually, and the Steering Committee may delegate this power to particular individuals.
- n. The Steering Committee may designate sub-committees to undertake defined tasks and may delegate limited authority for decisions to be made on behalf of the Steering Committee.

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- o. The Steering Committee may from time to time enter “executive session” for sensitive discussions. The authority to conduct executive session shall be exercised with consideration of respect for parties involved, but shall not be used broadly. A majority of Steering Committee members must agree that the executive session is necessary for discussion of the topic. The executive session will comprise all Steering Committee members and invited persons with relevant executive session roles in the discussion; however, a Steering Committee member may, at his/her own discretion OR that of the remaining committee members, exclude her/himself from the session if the topic being discussed involves a personal conflict of interest.

## ARTICLE V: Officers

- a. The offices shall be that of President, Vice President, Secretary, and Treasurer. No person shall hold more than one office concurrently.
- b. The Steering Committee shall elect the officers annually from among its own members at its January meeting. Officers may be re-elected to the same office.
- c. The outgoing president will preside over the January meeting until the election of the new president. At that time the incoming president will assume duties. All outgoing officers remain in place until the election of their successors.
- d. The duties of the officers shall be as follows:

*President:* The executive officer responsible for the operations of the group; presides at meetings; calls regular or special meetings as required; appoints chairpersons to committees to carry out projects or special programs; signs binding contracts on behalf of the organization.

*Vice President:* Shall perform the duties of the President in the event of the President's termination of office for any reason, prior to the naming of a new President by the Steering Committee or during the absence of the President for a period of thirty (30) days or more; or during the President's term at any meeting requiring his or her presence. The Vice-President shall also serve as the procedural guardian for the Steering Committee.

*Secretary:* Shall have charge of such books, documents, and papers as the Steering Committee may determine. The Secretary shall attend and keep the Minutes of the meetings of the Steering Committee and publish these Minutes in a timely fashion to the Steering Committee and the general membership.

*Treasurer:* Responsible for the collection and safeguard of all funds, property, and securities for CCD, subject to regulations imposed by the Steering Committee. The Treasurer oversees the functions of receiving income, paying expenses, maintaining books of account, and providing reports to the Steering Committee as requested. The Treasurer shall validate all receipts, and, together with one other CCD member designated by the Steering Committee (but not related to or sharing household with the Treasurer), shall sign checks and promissory notes issued by CCD. The Treasurer files a yearly financial statement of operations as required by law and CDSS.

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## **ARTICLE VI: Conflict of Interest**

Members should openly declare their affiliations and business relationships that pertain to matters at hand. If a Steering Committee member, or that member's family, household, or business, could reasonably be perceived to benefit financially from a matter before the Steering Committee, that member shall not cast any vote on the matter.

## **ARTICLE VII: Fiscal Year**

The CCD fiscal year is January 1 to December 31.

## **ARTICLE VIII: Nominating Committee and Election of the Steering Committee**

A Nominating Committee, consisting of a minimum of three persons, shall be formed by a call for volunteers from the general membership. The Nominating Committee will:

- a. Solicit candidates to run for the Steering Committee in a quantity equal to or greater than the number of openings to be filled in the Steering Committee;
- b. Publicly solicit self-nominations through all reasonable means available;
- c. Provide all interested parties with a written description of the duties and responsibilities of the Steering Committee;
- d. By the first Friday in October each year, present to the membership through all reasonable means available
  - i. the list of candidates and
  - ii. any personal statements that individual candidates wish to make;
- e. Conduct an election and complete it prior to the annual dance festival in November or, if that the dance Festival is not held in November, prior to November 10th;
  - i. using both paper ballots at two or more regular dances as well as email and/or other electronic voting during a period of at least two weeks; and
  - ii. allowing each member of the organization to cast a number of votes not greater than the number of opening to be filled but allowing each member to cast no more than one vote for any candidate;
- f. Count the votes and determine winners in the presence of at least two members of the Steering Committee;
- g. In the event of a tie vote, determine the winner through the use of a coin toss, in the presence of at least two members of the Steering Committee;
- h. Coordinate the above activities with the nomination and election of any other elected offices to ensure that elections are either separate or combined and if separate, are never overlapping.

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## **ARTICLE IX: Tax Exemption Provisions**

- a.** No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code). The Chattahoochee Country Dancers, Inc. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- b.** Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE X: Amendments to By-Laws**

The Steering Committee of CCD shall have the power to make, alter, amend, and repeal these Bylaws under the following procedure:

- a.** Proposal for change in these Bylaws shall be made at a meeting of the Steering Committee and adopted at a subsequent meeting no sooner than the next month's regularly scheduled meeting after introduction of the changes.
- b.** The entire text of the proposed Amendment(s) shall be circulated to the CCD membership via accepted means of communications by the CCD Secretary at least two weeks prior to the meeting at which said Amendment(s) shall be voted upon.
- c.** Such proposal shall meet with the affirmative vote of no less than two-thirds of the entire Steering Committee. Changes of an editorial or clarifying nature may be made at the time of vote without notification provided that each such change is agreed to unanimously.