

BYLAWS
OF THE PORTLAND AREA COUNCIL
OF THE OREGON FEDERATION OF SQUARE AND ROUND DANCE CLUBS (COUNCIL)
Revised August 21, 2023

ARTICLE I: PURPOSE

The purpose of the Council is to promote square dancing, round dancing, line dancing, clogging and associated activities; foster a spirit of friendship, fun and recreation; provide for and conduct festivals, institutes and other organizational meetings as become necessary; to further the common good and general welfare of the people of its communities and to bring about civic betterment and social improvements in education, promotion and encouragement of square dancing and its related activities, without regard to race, creed, sex, age, national origin, marital status, sexual orientation, or religion. The Council may engage in any lawful activities as may be permitted under the Oregon Revised Statutes applicable to mutual benefit corporations with members.

ARTICLE II: MEMBERS

Section 1: Classes and Voting. There shall be one class of members, composed of the Member Clubs. Each Member Club shall be entitled to one vote on all matters for which a membership vote is permitted by law or the Council's Constitution or Bylaws.

Section 2: Qualifications. Membership in the Portland Area Council will be open to any organized square dance club, round dance club, line dance club, contra club, clogging club, cuer's association or caller's association each being a non-profit organization having duly elected officers, and making the proper application to the Membership Committee as follows:

- A. A club will dance in a venue, other than a private residence, large enough to accommodate members and guests.
- B. Any qualified club may apply for membership at any time.
- C. A roster will be attached to the application showing names of at least sixteen (16) active members.
- D. A club will first present their application, with a copy of their constitution and bylaws, at a regular Council meeting. After screening, and a written recommendation from the Membership Committee, the application will be voted on at the next regular meeting. Application for membership will be approved by majority vote of the Governing Board at a Council meeting.
- E. If a club fails to gain acceptance to the Oregon Federation of Square and Round Dance Clubs, then its application and all monies will be immediately returned, and its membership in the Council shall be denied.
- F. All new clubs coming into the organization shall pay the prescribed fees to the Oregon Federation (OFSRDC).

Section 3: Termination of Membership. The Council may terminate the membership of any Member Club by a two-thirds vote of the Governing Board. The Member Club subject to the termination vote shall be given at least 30 days advance notice of the intent to terminate membership, together with the reasons for the proposed termination. Before the vote on termination, the Member Club shall be given an opportunity at a Council meeting to oppose termination orally or in writing.

ARTICLE III: CLUB DELEGATES

Section 1: Appointment and Powers. Each Member Club shall designate in writing the Club Delegates to represent the Member Club on the Council. Each Member Club is entitled to two Club Delegates, but each Member Club is entitled to only one vote. If a Member Club has two Club Delegates, the two Club Delegates shall cast a single vote on behalf of the Member Club. A Club Delegate who is also an Officer may cast a vote as an Officer but may not cast a vote in his or her capacity as Club Delegate.

Section 2: Substitution. If a Club Delegate is absent from a meeting, the Member Club may send a substitute Club Delegate, who must show credentials of authority sufficient to the President before casting a vote on behalf of the Member Club.

Section 3: Replacement. If a Club Delegate is elected or appointed as an Officer, the Member Club that the Club Delegate represents may designate a replacement. Alternatively, the Club Delegate may continue to serve as both a Club Delegate and an Officer, but shall not be entitled vote in his or her capacity as a Club Delegate. .

ARTICLE IV: COUNCIL MEETINGS

Section 1: Annual Meeting. The annual meeting of the Council shall be held in March at a place to be determined by the Governing Board.

Section 2: Regular and Special Meetings. The Council will hold periodic meetings on dates and at locations to be determined by the Governing Board. Special meetings may be called by the Executive Committee.

Section 3: Quorum; Actions. To conduct business, a quorum is required at all Council meetings. A quorum will consist of more than 50% of the Governing Board. Unless otherwise provided in the Bylaws, an action is adopted if approved by a majority vote of the Governing Board present at the meeting.

ARTICLE V: OFFICERS

Section 1: Titles. The officers of the Council shall be the President, Vice President, Secretary, Treasurer, and OFSRDC Delegate.

Section 2: Qualifications, Election, Terms.

Qualifications: Each nominee for an Officer position must be a member in good standing of at least one Member Club at the time they are nominated and at the time of the election, and, if elected, must continue to be a member of at least one Member Club throughout their term as an Officer.

Election: The President will appoint a Nominating Committee during the month of November. The Nominating Committee will make its report at the February meeting, listing the nominee(s) for each office. The President will call for further nominations from the floor. The election will be by secret ballot during the March member meeting, except voting may be by acclamation for any nominee who is running unopposed. Each Member Club and each Officer will be entitled to cast one vote.

Terms: The new Officers will be installed at the June meeting and shall serve one-year terms. An Officer may be elected without limitation on the number of terms he or she may serve. Any vacancies during an Officer's term will be filled by majority vote of the Member Clubs present at any regular business meeting.

Section 3: President. The President will establish the agenda and preside at all meetings of the Council and the Executive Committee. The President has all duties necessary to the operation of the Council, except those specifically assigned to another Officer by the Constitution or Bylaws. The President will appoint and discharge all committees and perform all other duties pertaining to the office.

Section 4: Vice President. The Vice President will, in the absence of the President, perform the duties of that office, except that the Vice President shall not appoint or discharge committees. The Vice President will assist the President in coordination of all activities of the Council and may accept such duties as the President delegates. The Vice President will be responsible for physical arrangements for Council dances and meetings.

Section 5: Secretary. The Secretary will keep a permanent written record of all proceedings; transmit communications (including meeting notices, agendas, and minutes) to the Club Delegates and the Officers; maintain a current list of Club Delegates; and perform related duties. The Secretary will maintain a book of passed motions.

Section 6: Treasurer. The Treasurer will collect and be custodian of all funds of the Council, which shall be held in checking, and/or savings account(s) with an FDIC insured financial institution that is approved by the Executive Committee. The Treasurer will pay out funds authorized by the Council's budget and other expenditures approved by the Council or Executive Committee. The Treasurer will keep an itemized account of all receipts and expenditures, be prepared to give a financial report at all meetings of the Council, and perform all other duties ordinarily pertaining to the office of Treasurer.

Section 7: OFSRDC Delegate. The OFSRDC Delegate will attend meetings of the OFSRDC; coordinate the activities of the Council with those of the OFSRDC; and act as intermediary between the OFSRDC and the Council. The OFSRDC Delegate will serve as Chair for arrangements for OFSRDC meetings hosted by the Council. The OFSRDC Delegate shall designate an alternate to carry out the duties of this position in the event that the OFSRDC Delegate is temporarily unable to perform the duties.

ARTICLE VI: GOVERNING BOARD

Section 1: Composition. The Governing Board shall be composed of the Officers and Club Delegates.

Section 2: Duties. The Governing Board shall oversee the activities of the Council and manage the Council's affairs.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1: Composition. The Executive Committee shall be composed of the Officers.

Section 2: Duties. The Executive Committee shall coordinate the work of the Governing Board; focus the Council's work; serve as a forum for the Officers to consider issues before presentation to the Governing Board; and address issues that need urgent attention before the next Council meeting. Any decision by the Executive Committee that authorizes an expenditure of Council funds shall be ratified at the next Council meeting.

Section 3: Meetings. The Executive Committee shall meet at such times and in such places as determined by the Executive Committee. Notice of meetings, with a meeting agenda, shall be provided to the Officers but need not be provided to the Club Delegates.

Section 4: Quorum and Action. A quorum at meetings of the Executive Committee shall be a majority of the Officers in office at the time of the meeting. If a quorum is present, action is taken by a majority vote of the Officers present.

Section 5: Meeting by Telephone or Computer. Any Executive Committee meeting may be held by telephone or electronically, as long as all Officers may hear and be heard during the meeting.

Section 6: Action by Consent. Any action required or permitted by law to be taken at a meeting of the Executive Committee may be taken without a meeting by unanimous written consent of all Officers. Consent may be signified electronically.

ARTICLE VII: DUES

The Member Clubs shall establish the amount of annual dues at the annual membership meeting. All dues will be paid on or before July 1 of each year in order for Member Clubs to be included in the OFRSDC directory. Failure to pay annual dues may be considered cause for termination of the Member Club's membership.

ARTICLE VIII: COMMITTEES

The President may appoint Committees as the President deems necessary to advance the purpose of the Council. Committees may take such actions as each Committee deems necessary and appropriate, provided that the actions are within the scope of authority established by the President. Committees shall meet at times and places and follow policies and procedures established by each Committee.

ARTICLE IX: COUNCIL DANCES

The Council will conduct dances that will be open to all Member Clubs and to members of the general public. Council dances will be scheduled each fifth Friday during the year, provided that the Council may change dance dates at a Council meeting. Member Clubs should not hold dances on any night that conflicts with a Council-sponsored function.

ARTICLE X: AMENDMENTS

These Bylaws may be amended by two-thirds vote of the Member Clubs present after written or hand delivered notice has been given to each Club Delegate. Proposed amendments will be placed on the agenda of a membership meeting for presentation, discussion, and voting at least 30 days after the proposed amendment is given to each Club Delegate.

ARTICLE XI: PARLIAMENTARY PROCEDURE

Robert's Rules of Order will be followed where applicable and not inconsistent with this Constitution and Bylaws.

Approved: June 10, 1956

Amended: January 6, 1957; December 3, 1959; July 21, 1963; June 16, 1968; December 15, 1968; February 1, 1977; February 1982; October 1985; November 1985; March 1986; April 1988; February 1991; February 1992; July 1995; August 1996; September 2016; August 21, 2023