

ST. LOUIS IMPERIAL DANCE CLUB BY-LAWS (Revised August 2016)

Updated July 2016, with all legal changes since the formation of this organization.

MISSION STATEMENT

The mission of the St. Louis Imperial Dance Club is to preserve and promote the St. Louis Imperial unique style of dance in a warm, friendly and inviting environment.

ARTICLE I - OFFICES

The Corporation shall maintain, in the State of Missouri, a Registered Agent and may have offices within our outside of the State. The Corporation shall be listed as a not for profit organization.

ARTICLE II - MEMBERSHIP

Section 1. Classes of Members

Membership shall be open to anyone subscribing to the purpose of our organization, and shall be governed according to the articles and by-laws therein. There will be no discrimination based on race, color, creed, national origin or gender.

- A. Active Members – have paid annual dues upon application for membership and have renewed their membership annually.
- B. Honorary Members – are chosen from recommendations made by the Board of Directors and have demonstrated in varying degrees, their continuing support for the organization. Honorary members receive a permanent membership card, a medallion, a certificate awarding the honorary membership, and no longer have to pay annual dues.

Section 2. Voting Rights

Each active and honorary member shall be entitled to one (1) vote on each matter submitted to a vote by the members.

Section 3. Termination of Membership

The Board of Directors, by affirmation vote of two thirds (2/3) of all the members of the board, may suspend a member for cause after an appropriate hearing and then may, by a majority vote of those present at the next regularly scheduled general meeting, or a designated meeting by the Board of Directors, terminate the membership, or suspend, or expel any member who shall be in default of dues, or who violates any provision of the by-laws, agreements, rules or practices, properly adopted by the club. (See "*St. Louis Imperial Dance Club - Standing Rules*").

Section 4. Resignation

Any member may resign, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid. Resigning members shall not be entitled to a return of dues upon discontinuance of membership.

Section 5. Reinstatement of Terminated Members

Upon written request, signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two thirds (2/3) of the Board of Directors vote to reinstate such former member to current membership.

ARTICLE III – MEETINGS OF MEMBERS

Section 1. Quarterly Membership Meetings

The St. Louis Imperial Dance Club will hold meetings at a time stated in accordance with the by-laws, to discuss matters of the organization.

- A. General Meeting
 - a. A general meeting will be held quarterly for the entire membership.
 - b. Notification
 - i. Members must be notified no fewer than ten (10) days prior to a general meeting.
 - ii. Notification must include a description of any matter which must be approved by the membership.
- B. Nominations and Elections
 - a. Nominations for President, Vice President, Secretary, Treasurer, and Six (6) Members at Large (2 of whom will be Midwest Swing Dance Federation Representatives), will be held at a general meeting or dance party in the month of September.
 - b. Elections shall be held at the annual elections dance in November. Results of the election will be announced at the same event that evening.

Section 2. Special Meeting

Special meetings of the members may be called either by the President, the Board of Directors, or not less than one tenth (1/10) of the membership having voting rights.

Section 3. Place of Meeting

The Board of Directors may designate any place as the place of meeting for any special meeting.

Section 4. Notice of Meetings

Verbal or written notice stating the place, date and time of any meeting of members, shall be delivered to each member entitled to vote at such meeting, not less than five (5) or more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of The Corporation, with postage prepaid. Notice of any meeting may be sent via email when applicable.

Section 5. Informal Action By Members

Any action required to be taken at a meeting of the members of The Corporation, may be taken without a formal meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

Members present to any general meeting for which proper notice was given shall constitute a quorum.

ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors and Officers.

Section 2. Numbers and Powers

The Board of Directors shall consist of the Officers and six (6) Members at Large (2 of whom shall be Midwest Swing Dance Federation Representatives). Each member of the Board of Directors shall have a full vote on all matters coming before it. All votes ending in a tie will be decided by the vote of the President, who will only vote in case of a tie.

Section 3 – Board Meetings

Meetings of the Board of Directors shall be held monthly, at a pre-designated time and place for the transaction of business as may come before the meeting.. The Board of Directors may change said meeting dates to adjust to the situations or need.

Section 4 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

Section 5 – Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. A quorum consists of 50%+1. In the absence of a quorum, the Directors present may adjourn the meeting and set another time for the meeting.

Section 6 – Manner of Acting

The act of the majority of the Directors present at a meeting, quorum active, shall be the act of the entire Board of Directors.

Section 7 – Vacancies

If any Officer of the Board of Directors, with the exception of the President, cannot fulfill their term of office, the Board of Directors will appoint a Board Member at Large to fill the position. If any Member at Large cannot fulfill their term of office, the Board of Directors will appoint a replacement. The appointment to the Member at Large seat, in order to keep the seat, must run for election in the next scheduled election. In the event the Presidency is vacated, the Vice President will assume the duties of the President and all of the powers.

ARTICLE V – OFFICERS OF THE CORPORATION

Section 1. Officers

The Officers of the Corporation shall be a President, Vice President, Treasurer, Secretary and six (6) Members at Large, (2 of whom shall be Midwest Swing Dance Federation Representatives).

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Section 2. Election and Term of Office

The President shall serve for the term of one (1) year. All Officers of the club shall be elected for one (1) year. The newly elected Offices will assume the office the first meeting in January of each year. The President, Vice President, Secretary and Treasurer may succeed themselves in office. The Officers shall also serve as members of the Board of Directors. The President does not have to be a previous board member and can succeed him/herself for an unlimited number of terms.

Candidates for President, Vice President, Treasurer and Secretary must be members of the club for a period of one (1) year. Candidates for Member at Large must be members of the organization for a period of six (6) months prior to nomination.

Section 3. Removal

Any Officer may be removed by the recommendation of the Board of Directors, with concurrence of the membership. A simple majority is needed when deemed to be in the best interest of The Corporation.

Section 4. President

The President shall be the principal executive of the corporation, subject to the direction and control of the Board of Directors; he/she shall be in charge of the business and affairs of The Corporation. He/she shall see that the resolutions and directives of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, he/she shall discharge all duties prescribed by the Board of Directors. He/she shall preside at all meetings of the members and the Board of Directors.

Section 5. Vice President

The Vice President shall assist the President in the discharge of his/her duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to the restrictions upon the President. In the event the President is unable to fulfill his/her term of office, the Vice President shall assume the office of President.

Section 6. Treasurer

The Treasurer shall be the principal accounting and financial officer of The Corporation. He/she shall:

- A. Have charge and be responsible for the maintenance of accurate books of accounts for The Corporation.
- B. Have charge and custody of all funds and securities of The Corporation and be responsible therefore for the receipt and disbursement of funds.
- C. Perform all duties assigned to the Treasurer and such other duties as may be assigned to him/her by the President or the Board of Directors. The Treasurer shall give a bond for the faithful discharge of these duties. All checks shall be signed by the Treasurer. The Treasurer will produce bank statements for the inspection by the Board Members at the Board meetings. The Treasurer's books will be audited bi-annually or as deemed

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necessary by the Board of Directors. The Treasurer will submit monthly spreadsheets showing income and expenses.

Section 7. Secretary

The Secretary shall record the minutes of the meetings of the members and the Board of Directors in a book provided for that purpose. The Secretary will be the custodian of the corporate records and of the seal of The Corporation. The Secretary shall maintain records of all of the addresses, phone numbers, and emails of all the members. The Secretary may be assigned other duties by the President or the Board of Directors.

Section 8. Midwest Swing Dance Federation Representatives

The duties of the Midwest Swing Dance Federation Representatives shall be to keep in contact with the Swing Dance Clubs throughout the local area, to see that these clubs receive our information and we receive theirs. They shall attend the monthly Midwest Swing Dance Federation Meetings and report pertinent information back to our club. They will be responsible for getting our flyers to other clubs and to bring the other clubs' flyers to our club.

ARTICLE VI - COMMITTEES

Section 1. Committee Designation

The Board of Directors may designate permanent and temporary committees. Each committee shall consist of a Chairman, who may or may not be on the Board of Directors. The Chairman of each committee shall be appointed by the President or the Board. The Chairman shall exercise the management of the committee and choose its members.

Section 2. Permanent Committees

There shall be three (3) permanent committees, set up as follows:

1. The Newsletter (*Swingin' Times*) Committee consisting of the Editor, appointed by the Board of Directors. The Newsletter Committee will gather information, publish it and email the newsletter to dues paying members, honorary members, and other clubs for their information. The contents of the newsletter are to be approved by the Board of Directors.
2. The Dance Committee consisting of members appointed by the Board, shall plan and execute dances held by the club.
3. The Membership Committee shall be composed of the Board of Directors and will be charged with recruiting new members and retaining current members.

Section 3. Term of Office

Each member of a committee shall continue serving until his/her successor is appointed or the committee is eliminated; e.g. a temporary committee.

Section 4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

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Section 5. Quorum

The majority of the whole committee shall be considered a quorum, 50%+1.

Section 6. Rules

Each committee may adopt rules for its own governance, consistent with the by-laws of this organization.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any Officer, Agent or Agents, of The Corporation, in addition to the Officers so authorized by these by-laws, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of The Corporation.

Section 2. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness and issued in the name of The Corporation, shall be signed by such Officer or Officers, Agent or Agents of The Corporation and in such manner shall be determined by the Board of Directors. Such instruments shall be signed by the Treasurer and countersigned by the President or the Vice-President of the Corporation.

Section 3. Deposits

All funds of The Corporation shall be deposited to the credit of The Corporation, in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest or device for the general purpose of use by the Corporation.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall be from January 1st through December 31st.

ARTICLE IX – ANNUAL DUES

Section 1. Annual Dues

The Board of Directors may determine the amount of annual dues paid by the membership. Renewal of dues are remittable on the anniversary of the initial membership payment.

Section 2. Default and Termination of Membership

When any member shall be in default in the payment of dues for a grace period of one (1) month from the beginning of the period for which such dues become payable, he/she relinquishes all club privileges until membership is renewed.

ARTICLE X – CORPORATE SEAL

The Corporate Seal shall have inscribed thereon the name of the corporation and the words “Corporate Seal Missouri”.

ARTICLE XI – AMENDMENTS

The power to alter or amend the by-laws, or to adopt new by-laws shall be vested on the Board of Directors and ratified by the general membership. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

STANDING RULES – ST. LOUIS IMPERIAL DANCE CLUB

1. Each new member will be given a membership card and will be required to show it when requested.
2. Prospective and new members will be entitled to one free entry to a general dance, excluding special events.
3. A yearly audit of the St. Louis Imperial treasury books should take place in the first quarter of the year.
4. St. Louis Imperial Dance Club should not be promoting any club when it is a profit making, privately owned enterprise.
5. Behavior – violent or criminal behavior, e.g. (assault, theft, and drugs) will not be tolerated and membership will be immediately revoked.