

## BY-LAWS OF ORBIT DANCE COMPANY

### ARTICLE I - NAME

This organization shall be known as the ORBIT DANCE COMPANY, hereinafter referred to as "ODC."

### ARTICLE II - OBJECTIVE

Section 1: The objective of the ODC shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they will be well-adjusted, stronger and happier children and will grow to be healthy and trustworthy citizens.

Section 2: To achieve this objective, ODC will provide supervised programs under the Rules and Regulations of ODC. All directors, managers, and coaches shall bear in mind that the attainment of exceptional athletic skills or the winning of competitions is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-C-(3) of the Federal Internal Revenue Code, ODC shall operate exclusively as a non-profit educational organization providing a supervised program of acrobatics and dance. No part of the net earnings shall benefit any private shareholder or individual aside from paid hourly work; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

### ARTICLE III – SERVICES PROVIDED

Section 1: It is the intention of ODC to provide a service to the community in order to meet our objective. ODC will have the expectation that all individuals that participate in or observe ODC functioned events will act in a respectful manner at all time.

Section 2: Providing service will be at the sole discretion of the board of directors, if an individual or groups actions do not allow ODC to meet the objective outlined in Article II

### ARTICLE IV - MEETING

Section 1: Regular Meeting: A regular meeting of the Board of Directors shall be held no less than once per quarter. All regular meetings shall be open to the public.

Section 2: Notice of regular meetings: Notice of each regular meeting of the Board of Directors shall be made by the Secretary or Executive Director to each Board Member no fewer than two days prior to the scheduled meeting. ODC will post all regular meeting details on the ODC website no fewer than 2 days prior to the meeting.

Section 3: Annual Meeting: The annual meeting of Board of Directors shall be held during the month of January on the third Sunday of each year, or as designated by the executive director , for the purpose of electing the Board of Directors. A quorum at the annual meeting shall consist of those Board Members present.

Section 4: Notice of annual meeting: Notice of the annual meeting will be done by the administrative assistant or executive director no fewer than 5 days prior to the meeting taking place, notification will be done on the ODC website.

Section 5: Special meetings: Special meetings of the Board of Directors may be called by the Board of Directors, or at the executive director's discretion. Notice of such meetings shall be given to each board member. It will be at the discretion of the executive director as to how these meetings will be conducted, under certain circumstances the executive director can conduct a meeting electronically through email or group text message with board members. During electronic meetings board members will be give 5 minutes at the designated start time to declare they are present to vote on any actions needing to be addressed. The secretary will still need to document the actions that took place electronically and file this with other meeting minutes.

Section 6: Rules of order: Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the constitution or by-laws of ODC .

Section 7: Agenda: Each regular meeting shall follow an established agenda format to include the various officials, committees, and old and new business reports.

## ARTICLE V – BOARD OF DIRECTORS

Section 1: Board and number: The administration and management of ODC , its property and affairs shall be vested in the Board of Directors. The number of directors shall be three or more and of an odd number. The directors shall continue in office until their successors have been duly qualified and elected. Each outgoing director on the board shall cheerfully pass along all information and ODC records to their successor. It is recommended that each outgoing director and incoming director shall attend the January regular meeting.

Section 2: Membership of the Board of Directors: The Board of Directors membership shall include the positions of executive director, secretary treasurer and directors.

Section 3: Voting: All matters concerning the policy of ODC shall be decided by a vote of the Board of Directors, and no motion shall be carried without a favorable vote from the majority of those present at a duly constituted meeting.

Section 4: Vacancies: If any vacancy occurs in the Board of Directors by death, resignation or otherwise, it may be filled by appointment by the executive director with affirmation of a majority

of the remaining members of the Board of Directors at any regular meeting or special meeting called for that purpose.

## ARTICLE VI – OFFICERS DUTIES AND POWERS

Section 1: A nominating committee of at least three members shall nominate the officers (directors) of ODC . Any regular member may nominate additional nominees from the floor at a duly constituted meeting. The nominating committee shall have the permission of the persons named for the office before that individual's name is placed on the ballot; the same provision holds true when a person is nominated from the floor.

Section 2: Executive Director: The ED shall be responsible for conducting the affairs of ODC and for executing the policies established by the Board of Directors. The executive director shall present a report of the condition of ODC at the annual meeting and at such other times as he/she or the Board of Directors shall deem appropriate. The executive director shall communicate to the Board of Directors such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare of ODC . The executive director shall be responsible for the conduct of ODC in strict conformity to the policies, rules and regulations. The executive director shall investigate all complaints, irregularities, and conditions detrimental to ODC and report thereon to the Board of Directors as circumstances warrant. The executive director shall preside at all meetings of the members and the Board of Directors. The executive director , or such other officer as he/she may designate in writing, shall have the power to make and execute for and in the name of ODC such contracts and leases as may have received the prior approval of the Board of Directors.

Section 4: Secretary: The Secretary shall perform such duties as are herein specifically set forth, in addition to such other duties are customarily incident to the office of the Secretary or as may be assigned by the Board of Directors. The Secretary shall: (a) record all the activities of ODC and maintain the appropriate permanent mailing lists and necessary records; (b) keep the minutes of all meetings of the members and the Board of Directors and cause them to be recorded in a book kept for that purpose; (c) conduct all correspondence not otherwise specifically delegated; (d) maintain mailing and e-mail lists of members and officers; (e) notify officers and committee members of their election or appointment; (f) Make notification of ODC annual meeting and election of Board of Directors to all officers, committee members, and coaches.

Section 5: Treasurer: The Treasurer shall perform such duties as are herein specifically set forth, in addition to such other duties are customarily incident to the office of the Treasurer or as may be assigned by the Board of Directors The Treasurer shall: (a) monitor the receipt all monies and securities, and deposit same in a depository approved by the Board of Directors; (b) keep records for the receipt and disbursement of all ODC monies and securities; (c) report status of ODC funds quarterly in verbal report; (d) maintain ODC financial books and permanent financial records; (e) oversee dispensing of ODC funds as approved by the Board of Directors; (f) maintain copy of each year's income tax records and reports; (g) maintain file for each annual

financial report; (h) prepare and submit all tax forms and reports; (i) Red flag any expenditure over budget and report to the Board of Directors.

Section 6: Terms of Directors: At the first election, a governing board of eleven members shall be elected. One-third of the members so elected shall hold office for a term of one year, one-third for a term of two years, and one-third for a term of three years. The terms shall be determined by lot. Thereafter, as the term of office of each member expires, successor shall be elected and shall hold office for a term of three years. There is no limit on the number of terms an individual may serve on the Board of Directors.

#### ARTICLE VII – COACHES, MANAGERS AND OFFICIALS

Section 1: Managers and Coaches: Team coaches shall be appointed by the Board of Directors. Each should be able to inspire respect. Each coach is responsible for the condition and the return of equipment at the end of the season. All coaches must attend at least one coaches' meeting a year. Coaches are expected to adhere to a no-tolerance rule pertaining to officials and are to uphold this ruling with adult and player members. Coaches shall be paid for all hours worked (including performances, prep time, classes/ practices, competitions and conferences.)

If a situation arises where a coach, spectator or player is removed from a competition or performance situation, the executive director is to be notified within 24 hours and disciplinary actions will be taken.

#### ARTICLE IX – DISSOLUTION

Upon dissolution of the organization known as ORBIT DANCE COMPANY, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of ODC, dispose of all the assets of ODC to such organization or organizations promoting the same objectives as ODC and operated under Section 501(c) (3) of the Internal Revenue Code as they see fit. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which ODC operates.

#### ARTICLE X – FINANCE AND ACCOUNTING POLICIES

Section 1: The Board of Directors shall decide all matters pertaining to the finances of ODC; and it shall place all income in a common ODC treasury, directing the expenditures of same in such a manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2: The Board of Directors shall not permit the contribution of funds or property to individual teams, but shall solicit same for the common treasury of the ODC, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of ODC.

Section 3: The Board of Directors shall not permit the solicitation of funds and/or property in the name of ODC unless all of the funds and/or property so obtained are to be placed in the ODC treasury or under the direct control of ODC.

Section 4: The Board of Directors shall not permit the disbursement of ODC funds for other than the conduct of ODC activities in accordance with the rules and policies of ODC. Exceptions may be made on a case by case basis subject to approval by the Board of Directors, by two-thirds vote of those present at any duly constituted meeting.

Section 5: All monies received shall be deposited to the credit of ODC in a financial institution approved by the Board of Directors, and all disbursements shall be made by check or debit card on that financial institution. All transactions drawn on ODC funds shall be signed by the designated ODC signers, as approved by the Board of Directors. All disbursements over \$500 (aside from payroll preapproved at annual budget meeting) need prior approval from the Board of Directors at any duly constituted meeting.

Section 7: Audit: A year-end audit of ODC finances shall be conducted at the close of the ODC fiscal year. All financial records of the ODC shall be surrendered to the auditor for the audit. A complete report shall be made available to the public no later than two months after the close of the ODC fiscal year.

Section 8: Fiscal reporting year: The ODC fiscal reporting year shall begin on May 1, and end on June 1 of each year. All financial, annual, audit and tax reports shall be based on the fiscal year.

#### ARTICLE XI – RULES

The official playing rules and regulations shall be binding on ODC. Local rules of ODC shall be adopted by the Board of Directors.

#### ARTICLE XII – AMENDMENTS

These By-laws, or any section thereof may be amended or repealed by a two-thirds vote from the board members present at any meeting as outlined in Article IV.