



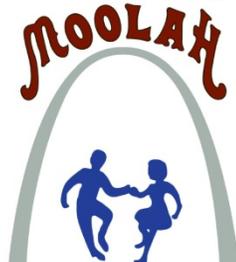
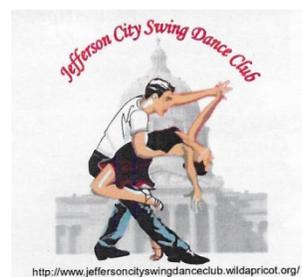
Midwest Swing Dance

Federation

"An American Tradition"

Dedicated to the Preservation and Conservation of Swing Dancing

Bylaws



Swing Dance
We Dance So Kids Can Walk



Approved July 2, 1986.

Revised August 16, 2001.

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Midwest Swing Dance Federation

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MISSION STATEMENT

The mission of the Midwest Swing Dance Federation is to facilitate the cooperation and collaboration of the participating not for profit swing dance clubs located in the Midwest region.

ARTICLE 1 ORGANIZATION

SECTION 1. NAME.

For all legal and financial purposes the name of this organization shall be the Midwest Swing Dance Federation, Incorporated. For all other purposes it shall hereinafter be referred to by the words Federation, Dance Federation, Midwest Federation, or corporation.

SECTION 2. OBJECT.

The primary objectives of the Federation our the promotion and preservation of all styles of swing dancing.

SECTION 3. OFFICES.

The Federation shall be incorporated in the state of Missouri as a not-for-profit corporation. It shall maintain in this state a registered office and a registered agent at such office.

SECTION 4. OFFICERS.

The officers of the Executive Board shall be the President, Vice President, Secretary, and Treasurer.

SECTION 5. RULES OF ORDER.

The rules contained in "Roberts Rules of Order" (latest revision) shall govern where applicable, and when they are consistent with the bylaws of the Midwest Swing Dance Federation.

ARTICLE II BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS.

The Federation board and its elected officers shall manage the affairs of the Federation.

SECTION 2. NUMBERS AND POWERS.

The board of the Federation will consist of two voting members from each member club. Each voting representative, with the exception of the President, shall have a full vote on all matters before the board. All votes that end in a tie will be decided by the vote of the President. The member club whose voting representatives shall be chosen as President of the Federation shall supply another voting representative to allow for two voting representatives per member club. In the event that an officer (President, Vice President, Secretary or Treasurer) of the Federation is not reelected as a club representative by the club he/she represents during his/her 12 months term service, the officers shall complete his/her term on the Federation without voting privileges.

SECTION 3. ALTERNATES.

Each member club shall submit the name or names of alternate representatives to the Secretary of the executive board. An alternate may represent only one club during the year.

SECTION 4 TERMS OF OFFICE.

Terms of office for each Board member are at the will of their respective club. Officers of the Board are elected for one (1) year beginning on January 1.

SECTION 5. ELECTION OF OFFICERS,

Formal elections for officers of the Federation board (President, Vice President, Secretary, and Treasurer) will be held at the board meeting in December. Officers are chosen from the voting representatives of the board except in the event that no representative will serve. Voting will be accomplished by secret ballot. In cases of a tie, voting will continue until the tie is broken. An officer is elected by the affirmative vote of the simple majority. Voting representatives or their alternates must be present to cast their ballots.

SECTION 6. VACANCY.

In the event that any office is vacated, other than the President which has its own rank of succession, the office will be filled from the ranks of the voting representatives by appointment of the President with Board approval. This person will not be considered an elected officer, but will serve the normal term. If a successor is appointed from outside of the Federation board, said successor will serve at the will of the board and will not have voting privileges.

SECTION 7. REMOVAL FROM OFFICE.

Any board member may be removed from office for just cause, including, but not limited to, malfeasance, nonfeasance, gross negligence in office, or actions detrimental to the Federation. A motion for removal may be brought before the board by any representative in good standing. Notice enumerating said charges shall be communicated within 10 days of said motion to the offending member and his/her respective club. At that time, an opportunity must be afforded to the member to appear with representation at the next board meeting. A vote will be taken at this subsequent board meeting with a two thirds vote of those present and voting to sustain such charges.

SECTION 8. PROPERTY TRANSFER.

All officers and representatives shall, upon completion of their term of office, removal from office, or when their office is declared vacant, deliver to a Federation officer all Federation property as may be in their possession. Any officer or representative who refuses to return Federation property voluntarily shall be subject to legal or disciplinary action as deemed necessary by the board.

ARTICLE III EXECUTIVE BOARD

SECTION 1. PRESIDENT, DUTIES OF:

The President shall be the principal executive officer of the Federation, subject to the advice and consent of the Federation Board. The President shall assure that the resolutions and directives of the Board are carried out. The President shall discharge all duties incidental to the office, and such other duties as may be assigned by the Federation Board. The President shall preside at all meetings of the Board. All official correspondence will be under the supervision of the President. The President will have the authority to appoint any special committee deemed appropriate, and shall be an ex-officio member of any committee. The President shall be in charge of setting an agenda for each meeting of the Federation Board.

SECTION 2. VICE PRESIDENT, DUTIES OF:

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 may be assigned by the President or Federation Board. In the absence of the President, or in the event of his/her inability, the Vice President shall perform the duties of the President and, when so acting, shall have all powers of and be subject to all the restrictions upon the office of President. In the event the office of President is vacated, the Vice President shall fill the vacancy until the next election.

SECTION 3. SECRETARY, DUTIES OF:

The Secretary shall maintain a permanent record of the minutes of the Board meetings and ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law. The Secretary shall be the custodian of the Corporate Seal and all Federation records, which shall include but not be limited to a current register of the post office address, phone number, the name of each member club and its reps, a current list and location of all property of the Federation. He/she shall perform all duties incidental to the office of Secretary, and such other duties as may be assigned by the President or Federation Board. The Secretary must maintain a list of Standing Rules adopted by the Board.

SECTION 4. TREASURER, DUTIES OF:

The Treasurer shall be the principal accounting and financial officer of the Federation and shall be responsible for the maintenance of the financial records. The Treasurer shall have charge and custody of all funds, securities, and monies, and be responsible for the receipt and disbursement thereof. The Treasurer shall perform all duties incidental to the office of Treasurer and other duties as may be assigned by the President of Federation Board. No funds will be expended without prior approval of the Board, except for expenditures for office supplies, postage, and other administrative costs in an amount not to exceed the amount as enumerated in the Standing Rules without prior approval from the Board. The fiscal year shall run from January 1 to December 31. The Treasurer must file annual tax returns and have available monthly financial reports.

ARTICLE IV COMMITTEES

SECTION 1. OTHER COMMITTEES:

Committees may be designated by the President or by a resolution adopted by a majority of the Board present at a meeting in which a quorum is present. The President, with an affirmative vote of the Board present, shall appoint a Chairperson of such committee. Any chairperson or member of a committee may be removed by a majority vote of the Board whenever, in its judgment, the best interest of the Federation shall be served by such removal. Standing committees will be assign as outlined in the Standing Rules.

SECTION 2 TERMS OF OFFICE.

Each member of a committee shall continue until the end of the current fiscal year or until his or her successor is appointed.

SECTION 3. CHAIRMAN.

The President shall appoint one member of each committee as chairman.

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.

SECTION 5 QUORUM.

A majority of the whole committee shall constitute a quorum. A committee meeting at which a quorum is present shall act as the full committee.

SECTION 6. RULES.

Each committee may adopt rules for its own governance not inconsistent with these bylaws.

ARTICLE V MEMBERSHIP

SECTION 1. Membership

Guidelines for Federation membership as a Member Club or an Affiliate Membership:

- A. A completed Midwest Swing Dance Federation membership application.**
- B. A minimum of 20 dues paying members and been an operating club for at least three months.**
- C. Payment of appropriate dues if applicable. (January 1st)**
- D. Submit their bylaws and not for profit charter.**

A committee of the Federation will review any potential new club's application and paperwork. The committee will present its finding at the next board meeting. The Federation, with a two thirds (2/3) majority approval of all voting representatives present, will grant membership in the Federation.

SECTION 2. CLASSES OF MEMBERS.

The Federation shall have two (2) classes of membership: Voting and Affiliate.

- A. Voting Members are active clubs whose representatives regularly attend the monthly meetings.
- B. Affiliate Members are organizations who choose do not attend the monthly meetings.

SECTION 3. VOTING MEMBERSHIP.

A Voting membership (thereinafter called a Member Club) in the Midwest Swing Dance Federation is open to any club who subscribes to goals and objectives as set forth in these By-laws.

SECTION 4. AFFLIATE MEMBERSHIP.

Affiliate Membership, hereinafter call an Affiliate Club, is open to any not for profit club who has an interest in swing dancing and who agrees to abide by the rules in the By-Laws. Affiliate Clubs have no voting privileges

SECTION 5. TERMINATION OF MEMBERSHIP.

The Federation Board may suspend, terminate, expel or revoke membership of a Member or Affiliate Club for just cause after serving notice and affording said Club an opportunity to answer said charges before the Board at the next regular scheduled or special meeting. Just cause includes, but is not limited to, malfeasance, nonfeasance, gross negligence, or actions determined to be detrimental to the Federation as a whole. A vote of two thirds (2/3) of those present and voting is deemed necessary to sustain such charges.

SECTION 6. RESIGNATION.

Any Member or Affiliate Club may resign or withdraw membership by filing a written letter of resignation with the secretary of the Federation. Such resignation shall not relieve said Club of the obligation to pay any dues, assessments or other outstanding charges theretofore accrued, nor shall they be entitled to a return of dues.

SECTION 7. RIGHTS AND ASSETS.

No Club whose membership is terminated or who resigns will have any right or interest in any Federation assets or property except any personal property on loan to the Federation.

SECTION 8. Annual Member Club Report

Each Member Club must submit a completed Annual Membership Report, as shown in the Standing Rules, by February 1 to remain a Club member in good standing. A Member Club who is not a member in good standing may not vote at a monthly meeting as long as their annual report is in arrears.

ARTICLE VI MEETINGS

SECTION 1, TIME OF MEETINGS.

The Midwest Swing Dance Federation will hold regularly scheduled monthly meetings. The time and place shall be the decision of the President with board approval. Other meetings may be called as necessary to transact the corporate business.

SECTION 2. SPECIAL MEETINGS.

Additional meetings may be called as needed to transact club business. Such a meeting may be called by the President or by not less than three (3) voting representatives. This meeting shall include only duly appointed voting Federation Reps.

SECTION 3. NOTICE OF SPECIAL MEETINGS.

A notice stating the purpose, place, date and time of special meetings shall be delivered in writing to all Board members. Notice shall be given no later than five (5) days prior to the meeting.

SECTION 4. QUORUM, FEDERATION BOARD MEETINGS.

A quorum of the Board must be present to conduct business.

ARTICLE VII VOTING

SECTION 1. ELIGIBILITY.

Each Voting Member Club in good standing shall appoint two (2) representatives to vote on all matters brought before the Board.

SECTION 2. GENERAL BUSINESS.

A majority vote of the quorum of those present is necessary on any matter brought before the Board.

SECTION 3. ELECTRONIC VOTING

When a vote on an issue is required before the next scheduled meeting, electronic voting may be permitted by any member of the Executive Board, after routing it to the President (or Vice President, if the President is not available) for action. The President will then call for the email vote and he/she will read the results into the minutes at the next scheduled meeting. Electronic voting is not allowed for election of officers.

SECTION 4. ELECTIONS.

A voting majority shall be a simple majority of representatives present and eligible to vote.

SECTION 5. CONSTITUTION AND BY-LAWS.

Changes to these By-Laws shall be enacted by a two-thirds (2/3) majority of all representatives present and eligible to vote.

ARTICLE VIII GENERAL RULES

SECTION 1. BYLAWS AMENDMENTS.

The power to adopt, amend, or repeal these By-Laws shall be vested in the Federation Board. Copies of proposed changes shall be distributed or emailed to all Board Members. Proposed changes will be distributed two (2) weeks prior to a Board meeting and must be read at two (2) successive Board Meetings. A vote will then be taken at the next regular Board Meeting.

SECTION 2. DISSOLUTION.

In the event the Corporation dissolves, the President, Vice President, Secretary, and Treasurer shall sell all property of the Corporation.

They shall then distribute all the assets, first to the Clubs creditors; and the balance of the remainder to charitable organizations to be decided by the Board at dissolution.

SECTION 3. PROPERTY.

Ownership of all property and other assets is vested in the Corporation and shall be controlled by the Board, to be used for Club purposes.

SECTION 4. STANDING RULES.

Rules may be adopted on any matter relating to the Club by the Board.

SECTION 5. CONTRACTS.

The Board may authorize any officer or agent of the Federation, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Federation, and such authority may be general or confined to specific instances.

SECTION 6. CHECKS, DRAFTS, CREDIT CARDS.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Federation may be signed by any of the following: the President, Treasurer, Vice President or chairman of an event when authorized. In the absence of such determination by the executive board, such instrument shall be signed by the treasurer of the Federation.

SECTION 7. DEPOSITS.

All funds of the Corporation shall be deposited within a reasonable and timely manner in such bank, trust company, credit union or other depositories as the Executive Board may select.

SECTION 8. GIFTS.

The executive Board may accept on behalf of the corporation any contributions, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

SECTION 9 AUDITING

A routine external audit should be made as specified in the standing rules

Section 10 RECORDS

All records, articles and by-laws shall be available to members, attorney or agent assigned thereof, for the inspection of those records, statements, minutes, or records of proceedings, at a time and location convenient to the Executive Board and the above interested persons. However, information pertaining to members' addresses and telephone numbers will not be made available for public knowledge.

MIDWEST SWING DANCE FEDERATION STANDING RULES

Standing Rule 1. Policy on Supporting Events:

Federation Clubs should be discouraged from advertising or supporting any private profit making company or individual that promotes events that are in direct competition or conflicts with club events.

Standing Rule 2. STANDING COMMITTEES

There shall be four (4) permanent standing committees: Social, Public Relations, Strategic Planning, Media Communications and Rules Review.

- A. Social: Picnic, New Years, Hall of Fame**
- B. Public Relations: Publicity, Media Communications, Website**
- C. Strategic Planning. The Strategic Planning Committee is responsible for the development, updating and the implementation of plans for the future development and expansion of the Federation and its sphere of influence. This included admission to the Midwest Federation.**
- D. Bylaws: Reviews current operational practices by comparing them to Federations bylaws and recommends any changes, if needed. The Rules Review committee is charged with reviewing and making recommending for budgets.**
- E. Budget and Finance Committee**

Standing Rule 3. Audit

A yearly external audit should be made in March.

Standing Rule 4. Membership form

Standing Rule 5. Annual Membership Report

**Standing Rule 6. File with IRS (1099) before January 31st of every year. (treasurer)
File state papers by August 31st of every year. (secretary)**



Application for Membership

Date _____

Name of club _____

	Name	Phone	Email
President	_____	_____	_____
Vice President	_____	_____	_____
Secretary	_____	_____	_____
Treasure	_____	_____	_____
Representative	_____	_____	_____
Representative	_____	_____	_____
Alternate	_____	_____	_____
Alternate	_____	_____	_____

How many dues paying members? _____

What month does the terms of your officers end? _____

Length of terms? _____

When was the club created? _____

What is your website's address? _____

When are your meetings? _____

A current copy of your club's bylaws is required
Please return this completed form to the Federation Secretary.



Federation Member Club Annual Report Year _____

Name of club _____

Name	Phone	Email
------	-------	-------

President _____

Vice President _____

Secretary _____

Treasure _____

Federation Repre. _____

Federation Repre. _____

Alternate Repre. _____

Alternate Repre. _____

How many dues paying members? _____

What month does the terms of your officers end? _____

Length of terms? _____

What is your website's address? _____

When are your meetings? _____

Has your bylaws changed since your last report? _____ If yes please send a copy to the secretary.

Please return this completed form to the Federation Secretary.