

Bylaws of the Swing Dance Club of Hawaii

These Bylaws govern the operations of the Swing Dance Club of Hawaii (SDCH), a 501(c)(7) tax-exempt social club organized for recreational and social purposes under the Internal Revenue Code. They replace any prior Constitution or Bylaws and incorporate modern standards for clarity, inclusivity, and compliance with IRS requirements for 501(c)(7) organizations, including limited membership, no private inurement of earnings, and non-discrimination provisions. These Bylaws will be reviewed every three years by the Board of Directors to ensure ongoing relevance and legal compliance.

Article 1: Name and Principal Office

The name of the organization is the Swing Dance Club of Hawaii (SDCH). The principal office will be located in Hawaii, at an address designated by the Board of Directors. The Board may change the principal office as needed at the Hawaii Department of Commerce & Consumer Affairs (DCCA).

Article 2: Purpose and Objectives

The SDCH is organized exclusively for pleasure, recreation, and other nonprofitable purposes consistent with Section 501(c)(7) of the Internal Revenue Code. No part of the net earnings will inure to the sole benefit of any member, officer, or private individual. The objectives are:

- To promote friendship, unity, and professionalism among members and the public through swing dancing activities.
- To raise the standard and education level of swing dancing in the community.
- To encourage growth in swing and related dancing via workshops, dances, festivals, and educational resources.
- To maintain a fun, supportive environment with a focus on "Have Fun" as the foundation.
- To sponsor events, competitions, fundraisers, and networking, including a website for members.
- To support a local charity annually and engage in dialogue on dancing diversity.
- To provide opportunities for personal contact and commingling among members through regular activities.

The SDCH is supported primarily by membership dues, fees, and assessments, with de minimis income from non-member sources permitted but limited to maintain tax-exempt status (no more than 35% from non-members, with no more than 15% from public services).

Article 3: Membership

Membership is limited to individuals who support the SDCH's purposes and can abide by these Bylaws. The SDCH promotes personal contact among members through events and activities. All applications are subject to Board approval to ensure compatibility with the club's social and recreational focus.

3.1 Categories:

- **Regular Members:** Individuals 18 years or older in good standing, with full voting rights.
- **Student Members:** Enrolled students 18-21 years old; non-voting, ineligible for office but may serve on committees. Dues assessed case-by-case by the Board.
- **Supporting Members:** Individuals or organizations providing financial or material support; non-voting unless also regular members.
- **Honorary Members:** Granted by the Board for special contributions; non-voting and dues-exempt.

3.2 Dues: Any annual dues are payable from the date of purchase. Membership expires one year from payment and may be renewed. Dues are determined by the Board. Dues and other fees, not limited to entry/attendance fees, paid by members must constitute at least 85% of the total income to comply with 501(c)(7) rules, meaning that total income (fees) from non-members must not exceed 15% of the club's total income.

3.3 Good Standing: A member in good standing has paid dues and complies with Bylaws and the Code of Conduct (Appendix A).

3.4 Rights and Privileges: Regular members may vote, hold office, attend meetings, and participate in activities. Only Board members may represent the SDCH publicly.

3.5 Termination:

- Automatic for non-payment of dues after one year.
- By Board majority recommendation for violations, with notice and opportunity for the member to object within one month.
- Self-termination via written request; no dues refund. Delinquent members may reactivate by paying dues.

3.6 Non-Discrimination Policy: The SDCH does not discriminate on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, or any other protected category in membership, activities, or governance. This provision ensures compliance with IRS requirements and promotes inclusivity.

Article 4: Meetings

Meetings follow Robert Rules of Order, unless otherwise specified.

4.1 Types:

- **Board Meetings:** Held monthly or as needed, preferably at least one week before a scheduled dance, for business, reports, and planning.
- **Annual Membership Meeting:** For officer elections and annual reports.
- **Special Membership Meetings:** Called by the President or Board as needed.

4.2 Notice: At least two weeks prior for annual meetings; reasonable notice for special meetings.

4.3 Quorum: 10% of voting members present in person or by proxy.

4.4 Voting: By show of hands, secret ballot, proxy, or mail. Members vote Yes, No, or Abstain. Ties are lost. Only regular members vote. Votes by regular members only occur under certain specific conditions: a) In lieu of the Board if less than four members on the Board; b) should the membership wish to challenge an action or inaction by the Board (at least a quorum of voting

members must call a vote/meeting and provide at least two week's notice to members); c) should the Board want the membership to vote on issue(s); d) for votes related to substantial changes to the Bylaws, nonprofit status, club purpose/mission, or any expenditure exceeding half of the liquid assets of the club. In all other cases, the Board votes instead of the regular members.

4.5 **Agenda:** Items submitted in writing five days prior; approved by the Board.

4.6 **Minutes:** Recorded by the Secretary and available to members.

4.7 **Guests:** Invited guests may attend regular meetings; special meeting invitations require Board approval.

Article 5: Officers and Board of Directors

5.1 **Officers:** Elected annually by secret ballot at the annual meeting: President, Vice-President, Secretary, Treasurer. Candidates must be regular members in good standing. Highest votes win; Board decides ties.

- **President:** Supervises affairs, presides at meetings, appoints committees, and serves as an ex-officio member (with voting rights) of all committees except the nominating committee, allowing oversight without direct involvement in nominations.
- **Vice-President:** Assists President, presides in absence.
- **Secretary:** Records minutes, handles correspondence, maintains records.
- **Treasurer:** Manages finances, collects dues, deposits funds, prepares IRS submissions, submits audited annual report.

5.2 **Board of Directors:** The Board consists of 4-10 members total, comprising the President, Treasurer, and Secretary officers (who serve as ex-officio members by virtue of their office), ideally the Vice President (also ex-officio), and 0-6 additional directors. Additional directors are elected or appointed and serve until a successor is installed.

5.3 **Duties:** The Board manages policy, finances, dues, and operations. It provides stability, approves committees, and ensures compliance with 501(c)(7) rules.

5.4 **Eligibility and Terms:** Active regular members. No fixed terms for ongoing service, but the Board may implement rotations for freshness.

5.5 **Vacancies and Removal:** Filled by Board appointment. Removal by majority Board vote for non-performance, missing three consecutive meetings, or Bylaw violations.

5.6 **Compensation:** No salary or compensation for officers or directors outside of reasonable compensation payable to any members for services as permitted for 501(c)(7) organizations. Reimbursements for Board-PRE-determined necessary expenses such as travel, purchases, professional services, etc will be permitted.

5.7 **Committees:** President appoints special committees as needed; they recommend to the Board for final decisions.

Article 6: Fiscal Matters

6.1 **Fiscal Year:** January 1 to December 31.

6.2 **Income and Expenses:** Funds from dues, fundraisers, and de minimis non-member sources used for workshops, dances, publications, and activities. Monthly accountability required. Operating expenses approved by Board and reimbursed by Treasurer. Any

expenditure should be approved by the Board in advance. Any expenditure which was not approved in advance shall require a 2/3rds majority vote of the Board to be approved for reimbursement.

6.3 Audits: Treasurer submits annual financial report, audited by a certified public accountant or internal committee for organizations under \$50,000 revenue.

6.4 Tax Compliance: File IRS Form 990 series annually. No unrelated business income without proper reporting.

Article 7: Conflict of Interest

Directors, officers, and members must avoid conflicts between personal/business interests and SDCH interests. Any potential conflict must be disclosed to the Board immediately. The affected individual will recuse themselves from discussions and votes. The Board will document resolutions. This policy ensures transparency and compliance.

Article 8: Indemnification

The SDCH will indemnify officers, directors, and members against expenses (including legal fees) incurred in good faith while acting for the SDCH, except for gross negligence or willful misconduct. This protection applies to actions, suits, or proceedings, provided the individual believed their conduct was lawful and in the SDCH's best interest.

Article 9: Whistleblower Protection

Members or officers reporting suspected violations of law, Bylaws, or ethics in good faith will be protected from retaliation. Reports can be made anonymously to the Board. The Board will investigate promptly and confidentially.

Article 10: Document Retention and Transparency

The Secretary will maintain records (minutes, financials, membership lists) for at least seven years, or as required by law. Members may request access to non-confidential records with reasonable notice. This ensures accountability and IRS compliance.

Article 11: Publications and Representations

Publications (newsletters, website content) must be Board-approved before public release. No use of SDCH name or logo without permission. Preference for member contributions.

Article 12: Amendments

Amendments may be proposed in writing by any Board member, for voting at an Annual or Special Membership meeting. Amendments require a two-thirds vote to carry.

Article 13: Dissolution

Upon dissolution, assets will be distributed to a local charity or another 501(c)(7) organization, as determined by any remaining Board members. No assets may be distributed to private individuals. The SDCH has an unlimited lifespan unless dissolved.

Appendix A: Code of Conduct

Members must act with integrity, honesty, and care, treating others with respect. On and off the dance floor:

- Avoid criticizing partners; use praise.
- View leads as suggestions (if you're uncomfortable, don't do it).
- Share responsibility for dance outcomes.
- Focus on "what" is wrong, not "who."
- Strive to improve partners and maintain individuality.
- Do not hurt anyone; practice patience and awareness.
- Do their best to dance with everyone whether they be young or old, experienced or not, etc in an effort to be inclusive and make everyone feel welcome.

Violations may result in reprimand or removal by the Board.