

# BYLAWS

## OF

### 615 Soul Line Dance

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#### **ARTICLE I. NAME OF ORGANIZATION**

##### **Section 1.1 Name**

The name of the corporation shall be 615 Soul Line Dance.

##### **Section 1.2 Name Change**

The corporation shall not change its name.

#### **ARTICLE II. PURPOSE**

##### **Section 2.1 Purpose**

615 Soul Line Dance was created for the purpose of improving health throughout the urban communities for people who love to line dance.

##### **Section 2.2 Mission**

The mission of 615 Soul Line Dance is to encourage physical activity through the art of soul line dancing while promoting heart health, mental wellness, and fellowship.

The specific objectives of this corporation shall be:

- a. to provide soul line dancing classes to the general public to promote heart health and mental wellness;
- b. to host, participate and/or sponsor events and activities that engage the public in the art of soul line dancing;
- c. to provide opportunities for line dancers to engage with the community.

## **ARTICLE III. MEMBERS**

### **Section 3.1 Members**

This corporation has no members as a public benefit corporation. There shall only be donors.

### **Section 3.2 Donor Tiers**

There shall be three (3) tiers of donors:

- a. Local One-Time donors who seek to support the mission of 615 Soul Line Dance;
- b. Recurring Local donors who participate in 615 Soul Line Dance classes, events, and/or community activities who embody the mission of 615 Soul Line Dance;
- c. and National donors who enhance the mission and purpose of the 615 Soul Line Dance and spread awareness.

## **ARTICLE IV. BOARD OF DIRECTORS/BOARD MEMBERS**

### **Section 4.1 Role**

The affairs of the corporation shall be overseen by its Board of Directors (Board Members). The Board Members are responsible for the overall policy and direction of the corporation. The Board Members shall act in good faith, loyalty, care, and disclosure as defined under Tennessee Law.

### **Section 4.2 Size**

The number of Board Members shall consist of three (3) to twelve (12) members who are natural persons under Tennessee Law.

### **Section 4.3 Compensation**

The Board Members shall not receive any compensation for their services as Directors.

### **Section 4.4 Terms**

All Board Members shall initially serve a probationary term of one (1) year. Thereafter, each Board Member shall serve three (3)-year terms. The exception is for the first elected Board Members to begin their term on January 1, 2023: Two (2) Board Members will serve a one-year term; two (2) Board Members will serve a two-year term. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire. Board Members are eligible for re-election.

## **Section 4.5 Elections**

Board Member elections may take place during a regular meeting (Section 4.8), annual meeting (Section 4.9), or special meeting (Section 4.10). The existing Board of Directors shall select natural persons to be elected and voted upon as Board Members to replace those whose terms will expire or upon vacancy (Section 4.14).

The Nominating Procedure should be as follows:

1. Introductory Call with the Prospective Board Member
2. Prospective Board Members will be sent the Board Member Info Packet which shall include an application form to complete.
3. The Board will review all applications submitted and schedule a second video conference call with the entire Board.
4. Prospective Board applicants will observe a board meeting in action (regular, annual, or special meeting), after which a vote on board membership will be taken.

## **Section 4.6 Requirements and Qualifications**

The Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All Board Members must be approved by a majority vote of the Board of Directors present and voting. No vote on new Board Members shall be held unless a quorum of the Board of Directors is present as provided in Section 4.7 of this Article.

No two (2) members of the Board of Directors related by blood or marriage/domestic partnership may serve on the Board of Directors at the same time.

Each Board Member shall have specific experience and/or knowledge in at least one of the following areas: administration; health and wellness; finance; fundraising; public relations; marketing; program development; or property management.

Each Board Member shall be committed to contributing to the expansion of our programs and local awareness in our communities.

Each Board Member shall be committed to and understand 615 Soul Line Dance: mission, values, programs, and financials.

Each Board Member shall attend at least three (3) quarterly meetings of the Board per year.

## **Section 4.7 Quorum**

The presence of 75% percent of the Board of Directors or the minimum of three (3) Board Members shall be necessary at any meeting to constitute a quorum. A lesser number shall have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### **Section 4.8 Regular Meetings**

Regular meetings shall be held at least quarterly, virtually, or at a location designated by the majority of the Board Members and Officers. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

#### **Section 4.9 Annual Meetings**

Annual meetings shall be held at a time and day in the first (1st) quarter of the following calendar year and at a location designated by the majority of the Board Members and Officers. Annual meetings shall be open to the public. Annual meetings shall include the approval of the upcoming fiscal year budget and board elections as provided in Section 4.4 of this Article.

#### **Section 4.10 Special Meetings**

Special meetings of the Board of Directors including Board Officers may be called by or at the request of the President, any two (2) Board Members, or any two (2) Board Officers. The person or persons authorized to call special meetings of the Board of Directors including Board Officers may host virtual meetings or any fixed location, as the place for holding any special meetings of the Board called by them.

#### **Section 4.11 Notice of Special Meetings**

Notice of any special meeting of the Board of Directors including Board Officers shall be given at least two (2) days in advance of the meeting by telephone or written notice including but not limited to text, instant message, and/or email. Any Member or Officer may waive notice of any meeting.

#### **Section 4.12 Forfeiture of Seat**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as outlined in Section 4.1 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all requirements of Section 4.1 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 4.13 of this Article in these by-laws.

#### **Section 4.13 Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by a vote of 75% percent of the Board of Directors if in their judgment is in the best interest of the corporation. Each member of the Board of Directors must receive written notice of the proposed removal at least five (5) days in advance of the proposed action.

Members of the Board of Directors who are removed for failure to meet any or all requirements of Section 4.1 of this Article automatically forfeit their position on the Board according to Section 4.12 of this Article and are not entitled to the removal procedure outlined in this Section of this Article.

#### **Section 4.14 Vacancies**

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a Regular Meeting and/or Special Meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

#### **Section 4.15 Confidentiality**

Board Members shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporations' purposes or can reasonably be expected to benefit the corporation. Board Members shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, Board Members may discuss upcoming fundraisers and the purposes and functions of the corporation, including but not limited to accounts on deposit in financial institutions.

#### **Section 4.16 Conflict of Interest**

- a. Board Members shall disclose any personal or business relationships that are in conflict with the duty of undivided loyalty as defined under Tennessee Law, whether direct or indirect, actual or potential. If a transaction is presented to the board in which the Board Member has a direct or indirect personal or business interest, he/she must disclose that conflict of interest to the board and remove themselves from any board discussion, and not vote on the matter.
- b. Conflict of interest statements shall be signed at the start of the Board term in order to document existing or potential conflicts.

### **ARTICLE V. BOARD OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary, and Community Engagement Leader.

#### **Section 4.1 President**

The President shall preside at all meetings. The President shall have the following duties:

- a. He/She shall have general and active management of the business.
- b. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She shall see that the general needs of the officers and participants in 615 Soul Line Dance are communicated to the Board Members.
- d. He/She shall submit a report of the operations of the corporation for the fiscal year to the Board of Directors at the annual meetings.

- e. He/She shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- f. He/She shall oversee or perform all Treasurer duties. The Treasurer's duties shall be:
  - o He/She shall present a complete and accurate report of the finances at each Regular and Annual meeting, or at any other time upon request by the Board of Directors.
  - o He/She shall submit and propose the Annual Budget at the Annual Meeting to be voted upon by the Board of Directors.
  - o He/She shall submit for approval all expenditure requests outside of normal business transactions presented within the approved Annual Budget.
  - o He/She shall assist in direct audits of funds according to funding source guidelines and generally accepted accounting principles.
  - o He/She shall perform such other duties as may be prescribed by the Board of Directors.

### **Section 5.2 Vice-President**

The Vice-President shall be vested with all the powers and duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of presiding over committees they oversee and such other duties as may, from time to time, be determined by the Board of Directors.

### **Section 5.3 Secretary**

The Secretary shall attend all meetings and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings on a shared drive accessible by all Board Members and Officers.
- b. He/She in concert with the President shall make the arrangements for all meetings including the annual meeting of the corporation.
- c. He/She shall oversee or execute sending notices of all meetings to all Board Members and Officers.

### **Section 5.4. Community Engagement Leader**

The Community Engagement Leader's duties shall be:

- a. He/She shall oversee and report on all fundraising efforts.
- b. He/She shall oversee and report on all community service efforts.
- c. He/She shall oversee public awareness and engagement in events and activities.

### **Section 5.5 Election of Officers**

Board Officers shall be selected by the Nominating Committee from the pool of active 615 Soul Line Dance Instructors and Co-Helpers prior to the Annual Meeting. Selected Board Officers shall be approved by a majority vote of the Board of Directors present and voting. The election shall be held at the Annual Meeting. Those officers elected shall serve a term of three (3) years, commencing on the first day of the next fiscal year.

Board Officers shall be eligible to succeed themselves in their respective offices for two (2) consecutive terms only.

### **Section 5.6 Removal of Officer**

The Board of Directors with 75% percent of the vote may remove any Board Officer and elect a successor for the unexpired term. No Board Officer shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### **Section 5.7 Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of Board Officers. Nominations shall be sent in writing to members of the Board of Directors at least ten (10) days prior to the next meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

### **Section 5.8 Paid Staff**

Board Officers may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the President and approved by the Board Members.

## **ARTICLE VI. COMMITTEES**

### **Section 6.1 Committee Formation**

Board Officers may create committees as needed, such as finance, fundraising, community service, travel, etc.

### **Section 6.2 Nominating Committee**

The Nominating Committee shall be responsible for nominating Board Officers to fill vacancies. The committee members shall consist of at least three (3) active instructors and/or co-helpers from 615 Soul Line Dance excluding active Board Members and Board Officers.

## **ARTICLE VII. INDEMNIFICATION**

Every Member, Officer, or employee of the corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, Officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, Officer or employee is entitled.

## **ARTICLE VIII. BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the corporation shall be stored with the corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE IX. FINANCIAL ADMINISTRATION**

### **Section 10.1 Fiscal Year**

The fiscal year of the corporation shall be a calendar year: January 1st - December 31st.

### **Section 10.2 Checks, Drafts, Etc.**

All checks, orders for the payment of money, bills of lading, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the President or Vice-President.

### **Section 10.3 Deposits and Accounts**

All funds of the corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board Members or Board Officers approved by the Board Members. For the purpose of deposit and for the purpose of collection for that account of the corporation, checks, drafts, and other orders of the corporation may be endorsed, assigned, and delivered on behalf of the corporation by any officer of the corporation.



**Section 10.4 Investments**

The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board Members sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**Section 10.5 Outside Experts**

The Board shall hire outside experts to assist in tax filings, audits, and bookkeeping when the corporation's revenue has exceeded or budgets to exceed \$50,000 in the fiscal year.

# ARTICLE X. AMENDMENTS OF BYLAWS

These bylaws may be amended or repealed, and new bylaws may be adopted, by majority vote of the Board, provided prior notice of no less than ten (10) days is given at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting according to Section 4.7.

## ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 21st day of April, 2024.

Earin Rose  
Earin Rose, President - 615 Soul Line Dance

Nikki Hendricks-Bolling  
Nikki Hendricks-Bolling, Board Member - 615 Soul Line Dance

KeAnna Rose  
KeAnna Rose, Vice President - 615 Soul Line Dance

Nicole Cooper  
Nicole Cooper, Board Member - 615 Soul Line Dance

Cheryl Dillingham White  
Cheryl Dillingham White, Secretary - 615 Soul Line Dance

Kenneth Dozier  
Kenneth Dozier, Board Member - 615 Soul Line Dance

Catrina Daniel  
Catrina Daniel, Community Engagement Leader - 615 Soul Line Dance

Benee Wisdom  
Benee Wisdom, Board Member - 615 Soul Line Dance

\_\_\_\_\_, Board Member - 615 Soul Line Dance

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# Audit trail

## Details

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## Activity



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615soullinedance@gmail.com **sent** a signature request to:

- Cheryl Dillingham White (cheryl\_dillingham@yahoo.com)
- Catrina Daniel (cheschirecat1@gmail.com)
- Nicole Cooper (missnicolecooper@gmail.com)
- KeAnna Rose (krlibra580@gmail.com)
- Earin Rose (earinrose@gmail.com)
- Nikki Hendricks-Bolling (nikkibolling@gmail.com)
- Kenneth Dozier (kenny@kennieplayhousetheatre.org)
- Benee Wisdom (deltagirl\_6@yahoo.com)

2024/04/22  
15:43:08 UTC



SIGNED

**Signed** by Earin Rose (earinrose@gmail.com)

2024/04/22  
15:46:07 UTC



SIGNED

**Signed** by KeAnna Rose (krlibra580@gmail.com)

2024/04/24  
17:49:40 UTC



SIGNED

**Signed** by Nikki Hendricks-Bolling (nikkibolling@gmail.com)

2024/04/24  
02:07:35 UTC



SIGNED

**Signed** by Cheryl Dillingham White (cheryl\_dillingham@yahoo.com)

2024/04/29  
00:30:59 UTC



SIGNED

**Signed** by Kenneth Dozier (kenny@kennieplayhousetheatre.org)




2024/04/29  
04:47:04 UTC



SIGNED

**Signed** by Nicole Cooper (missnicolecooper@gmail.com)

2024/04/22  
18:22:07 UTC

 SIGNED	<b>Signed</b> by Catrina Daniel (cheschirecat1@gmail.com)	2024/04/24 18:56:21 UTC
 SIGNED	<b>Signed</b> by Benee Wisdom (deltagirl6@yahoo.com)	2024/04/22 16:17:33 UTC
 COMPLETED	This document has been signed by all signers and is <b>complete</b>	2024/04/29 04:47:04 UTC

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