

# BYLAWS OF TRIANGLE SWING DANCE SOCIETY, INC.

## ARTICLE I

### STATEMENT OF PURPOSE

Section 1. The Triangle Swing Dance Society ("TSDS" or "The Society") shall promote swing dancing and live swing music in the Triangle as a means of recreation and education.

## ARTICLE II

### OFFICES

Section 1. Principal Office. The principal mailing address of the Society shall be 31 Old Post Ct. Pittsboro, NC 27312.

Section 2. Registered Office. The registered office of the Society required by law to be maintained in the State of North Carolina shall be located at 31 Old Post Ct. Pittsboro, NC 27312.

## ARTICLE III

### MEMBERSHIP

Section 1. Eligibility. Membership in TSDS shall be open to any person upon payment of annual dues.

Section 2. Classes. There shall be three classes of membership, as follows: single membership, family membership, lifetime single membership.

(a) Single Membership: adult person, age 18 or older.

(b) Family Membership: two or more adults living at the same address, aged 18 or older.

(c) Lifetime Single Membership: granted by two-thirds (2/3) majority vote of the Board of Directors to persons deemed to have provided exceptionally worthy service to TSDS. If a family membership is desired, the difference in the balance of dues must be paid each year.

Section 3. Membership Duration. Single and family membership duration shall be one year. New single and family memberships begin the month the dues are received by TSDS.

Section 4. Membership Dues and Fees. Changes to membership dues and fees shall be by two-thirds (2/3) majority vote of the Board of Directors.

Section 5. Membership Records. The following records of TSDS membership shall be maintained:

(a) An up-to-date listing of the name, address, telephone numbers, and if available, email address of each member;

(b) A voluntary membership directory which is to be distributed each year, if funding is available.

Section 6. Membership Rights. Each member shall be entitled to:

(a) Discounts to TSDS-sponsored events;

(b) A copy of TSDS-sponsored mailings or electronic communications, provided that only one will be sent to a household having a family membership;

(c) An up-to-date copy of the TSDS Bylaws upon payment of one dollar (\$1.00);

(d) A copy of the minutes of all meetings of the Board of Directors upon payment of one dollar (\$1.00) plus the cost of the copies; and

(e) Access to inspect TSDS financial records, books or minutes of preceding meetings upon written request and within a reasonable period of time as specified by the Board of Directors.

Section 7. Transfer of Membership. Memberships in TSDS are not transferable.

Section 8. Termination of Membership. The Board of Directors, by an affirmative vote of two-thirds (2/3) of the Board members present and voting, may suspend or expel any member for good cause after a right to a hearing before the Board to which the member is given at least one

week's written notice. Any member suspended or expelled from TSDS shall not be allowed to participate in any TSDS-sponsored activities.

Section 9. Resignation. Any member may resign his or her membership by filing a written resignation with the Board of Directors. Such resignation shall not relieve the member of the obligation of paying accrued but unpaid dues, assessments, fees or other charges. Membership fees that have been paid are not refundable.

Section 10. Annual Meetings. The annual meeting of members of TSDS shall be held during the fourth quarter of the calendar year (October, November, or December), at a place to be designated by the Board of Directors for the transaction of general business. If the annual meeting shall not be held within the period designated by these Bylaws, a substitute annual meeting may be called. A meeting so called shall be designated and treated for all purposes as the annual meeting. At such meetings, discussions should be limited to the business of TSDS. The notice of the annual meeting and any substitute annual meeting shall comply with Section 12 of this Article III.

Section 11. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors of TSDS. Upon request in writing, delivered to the President or Secretary, or a majority of all the active members, it shall be the duty of the President or Secretary to call for a special meeting of the members. If the person to whom such request in writing shall have been delivered fails to issue a call for such meeting via the next membership newsletter after receipt of such request, then the active members constituting the majority of all the active members may do so by giving the notice prescribed in Section 12 of this Article III; provided, however, only those items of business specified in the notice of special meeting may be acted upon at such special meeting.

Section 12. Notice of Meetings. Written or printed notice stating the time and place of the meeting shall be delivered not less than 10 days before the date of any member's meeting, either personally, by e-mail, or by mail, by or at the direction of the President, or other person calling the meeting, to each member of record entitled to vote at such meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the record of the members of TSDS, with postage thereon prepaid. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called; but in the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted at the meeting unless such statement is required by the provisions of the North Carolina Non-Profit Corporation Act. It shall not be requisite to the validity of any meeting of the members that notice thereof shall have been given to any member who attends in person or by proxy, or who, if absent, waives notice thereof in writing filed with the records of the meeting either before or after the holding thereof. No notice of an adjourned meeting of members need be given. Notice of any meeting of members need be given only to the active members.

Section 13. Quorum. At any meeting of the members, a quorum necessary to conduct the business thereof shall be ten percent (10%) of active members. In the absence of a quorum, the members present in person or by proxy at any meeting (or adjournment thereof) may by vote of a

majority of the active members so present adjourn the meeting from time to time, but not for a period of over 10 days at any one time without notice other than by an amendment at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 14. Absentee voting. Members may vote either in person, or by a written proxy executed by the member and received by the Secretary of TSDS prior to the voting. E-mailed votes and proxies may be utilized at the board's discretion and must be received from the member's email address of record. A proxy is only valid for the meeting in question and may not carry over from meeting to meeting.

Section 15. Voting. Each active member, in good standing, shall have one vote. Voting eligibility shall be ruled on by the Board of Directors. The vote of a majority of votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members except as otherwise herein provided. All members of TSDS are expected to cooperate fully on matters of policy adopted by a majority vote at any regular or special meeting of the membership.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of TSDS shall be managed by its Board of Directors, except as otherwise provided by statute, by the Charter or by these Bylaws.

Section 2. Number, Term and Qualifications. The number of directors constituting the Board of Directors shall be an odd number no fewer than five (5) and no greater than eleven (11). Each director so elected shall hold office until his or her successor has been elected and qualified. The duration of each term shall be two years. Directors must be residents of North Carolina, must be members of TSDS, and must be at least 18 years of age.

Section 3. Elections. Elections of the directors will be at the annual membership meeting. One-half of the total number of directors will be elected each year so that one-half of the Board of Directors will remain each year and the full Board of Directors is replaced or re-elected every two years. Nominations will be taken for one month prior to the meeting. A member must be nominated by at least two members to be included on the ballot. In the event of a tie the tie will be resolved: first, by asking both candidates if one wishes to concede, and second, by a coin toss.

Section 4. Meetings. The Board of Directors shall meet regularly as deemed necessary by any simple majority of directors. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. Unexpected business that must be resolved before the next possible meeting time may be conducted through email or other means as deemed necessary by the President. Any director missing two regular meetings of the Board of Directors within a six-month period without having given prior notice to the President or Vice President shall forfeit his or her seat on the Board of Directors. Directors that provide prior notice shall also arrange for and designate a proxy vote to another director present at the meeting.

Section 5. Notice of Meetings. Regular meetings of the Board of Directors may be held with one (1) weeks' notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver or notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A two-thirds (2/3) majority of the number of directors fixed by these Bylaws and then presently holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in the Bylaws, the act of the majority of the directors then present at a meeting at which a quorum is present shall be the act of the Board of Directors.

The following decisions require a majority vote of the currently serving board:

(1) Financial commitments outside the norm of regular spending activity up to \$500.

The following decisions require two-thirds (2/3) vote of the currently serving board:

(1) Any motions to the general membership regarding bylaws amendments;

(2) Major policy decisions, such as a those that constitute an addition, deletion, or adjustment of the mission or values of the Society; and

(3) Expelling a member.

Section 7. Absentee Voting. Board members may vote either in person, by email, telephone, or by a designated proxy executed by the member and received by the Secretary or designee prior to the voting. A proxy is only valid for the meeting in question and may not carry over from meeting to meeting.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors by those elected by the membership may be filled by the affirmative vote of the majority of the remaining directors even

though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Informal Action. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 10. Compensation. No Board member may receive any financial compensation from TSDS for the fulfillment of board-related duties, except: board members pay no membership fee while serving on the board. The board, at their prerogative, may waive fees for board and/or community members for TSDS events. In recognition of service, board members who serve a full 2-year term shall be granted a single membership for the year that follows.

Section 11. Non-liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of TSDS. The directors and officers shall be indemnified by TSDS to the fullest extent possible under the laws of the State of North Carolina.

## ARTICLE V

### OFFICERS

Section 1. Officers of the Corporation. The officers of TSDS shall consist of a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect. Officers shall be elected by or from within the Board of Directors. No officer shall receive compensation for serving as an officer of TSDS.

Section 2. Election and Term. The officers of the corporation shall be elected by the Board of Directors at the first meeting of the calendar year of the Board of Directors. Each officer shall hold office until their death, resignation, retirement, removal, disqualification or his successor shall have been elected and qualified. A candidate for officer must receive an absolute majority to be elected. In the event no candidate achieves an absolute majority there will be an immediate runoff between the two candidates with the most votes. In the event of a tie, when all board members have had the opportunity to vote, the tie will be resolved by a coin-toss.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation

will be served thereby. This requires a simple majority of a quorum. If there is a proposal to remove a member of the Board of Directors a two-thirds vote of the full board is required.

Section 4. Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the corporation. He or she shall, when present, preside at all meetings of the members. He or she shall have general management and direction of the affairs of the corporation and all powers ordinarily exercised by the President of a corporation. He or she shall have the authority to sign and execute in the name of the corporation all authorized contracts and other instruments. He or she shall annually prepare a full statement of the affairs of the corporation which shall be submitted at the annual meeting of the members. He or she shall perform all duties pertaining to his or her office which may be imposed upon him or her by the Board of Directors.

Section 6. Vice President. In the absence or disability of the President, all his or her authority and duties shall devolve upon and be exercised by the Vice President. In the event of the resignation, removal or the death of the President, the Vice President shall immediately call a meeting of the Board of Directors for the purpose of electing a new President to serve for the remaining unexpired term of the President. If at such meeting the Vice President shall be elected to serve as President, a new Vice President shall be elected at that meeting. He or she shall, when present, facilitate meetings of the Board of Directors.

Section 7. Secretary. The Secretary shall keep a record of all proceedings of TSDS and shall act as Secretary to the Board of Directors and keep the minutes of said Board. He or she shall have access to a complete and accurate list of membership of TSDS and shall see that all notices are given in accordance with these Bylaws. He or she shall have charge of all correspondence of the corporation. At each meeting of the Board of Directors and at each annual meeting of the membership he or she shall make a detailed report of the activities of his or her office. The Secretary shall perform any other duties required of him or her by the Board of Directors. The Secretary or a designee shall collect the mail and deliver dues, contributions and assessments to the Treasurer.

Section 8. Treasurer. The Treasurer shall oversee all collection and disbursement of funds of TSDS. He or she shall approve invoices for payment and shall sign all checks payable. He or she shall deposit the monies received. At the monthly meetings of the Board of Directors, he or she shall present a report of all monies received and paid out. He or she shall submit to the Secretary a summary of TSDS finances at each monthly Board meeting and a comprehensive financial statement at the end of the corporation's fiscal year. At the end of each quarter, he or she shall submit bank statements, dance attendance reports, membership applications and renewals, workshop reports, deposit slips and any other requested material to auditing committee comprised of at least 2 other board members. He or she shall file a financial statement for each fiscal year with the federal government, as required by the IRS.

## ARTICLE VI

### VOLUNTEER POSITIONS

TSDS shall have volunteer positions which will include, but not limited, to the following positions. These volunteers are not required to attend meetings of the Board of Directors. The volunteers may be on the Board and may be one of the officers.

Section 1. Band Booker. The Band Booker must be approved by a majority of the Board of Directors biennially (every 2 years) for term beginning in July. The Band Booker shall:

- (a) Book a band for live music events;
- (b) Enter into contracts with bands on behalf of TSDS;
- (c) Maintain a record of fees paid to bands for use in future negotiations; and
- (d) Communicate booking activities to the Board of Directors by attendance at board meetings or by report submitted in advance of meeting.

Section 2. Facility Liaison. The Facility Liaison must be approved by a majority of the Board of Directors annually. The Facility Liaison shall

- (a) Book venues and their services on behalf of TSDS; and
- (b) Provide communication between venue owners and the Board of Directors.

Section 3. Committee Chairs. Permanent committees may be established and organized as deemed appropriate by the Board of Directors. Permanent Committee Chairs must be approved by a majority of the Board of Directors annually. Permanent Committee Chairs shall direct their associated activities, including recruitment of volunteer committee members. Additional temporary committees and their associated chairs may be created as deemed necessary by the Board of Directors.

## ARTICLE VII



## FINANCIAL POLICIES

Section 1. Non-Profit Status. This corporation is designated as a non-profit corporation as specified under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Contracts. The Board of Directors may authorize any officer or agent of TSDS to enter into any contract in the name of and on behalf of TSDS, and such authority may be general or defined to specific instances.

Section 3. Payment of Bands. Checks for each band shall be approved, written and signed by the President or Treasurer.

Section 4. Deposits. All funds of TSDS shall be deposited from time to time to the credit of TSDS to such checking accounts, savings accounts or other depositories that the Board may select.

Section 5. Gifts. The Board of Directors may accept on behalf of TSDS a contribution, gift, bequest or devise for the general or any special purpose of TSDS.

Section 6. Events. All events sponsored by TSDS must be designed to bring in sufficient funds to cover expenses. In no case will TSDS subsidize an event except with majority approval of the Board of Directors.

Section 7. Non-members. A non-member fee will be charged to non-members at TSDS-sponsored events.

Section 8. Insurance. TSDS may purchase and maintain liability and/or errors and omissions insurance to protect the Board and officers against any liability asserted against or incurred by TSDS or its representatives.

Section 9. Prohibition Against Sharing in Corporate Earnings. No officer or employee of, or member of a committee of, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings for pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in affecting any of its purposes and shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors specifically to charitable religious, scientific, literary or educational organizations which would

then qualify under the provisions of Section 501(c)(1) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## ARTICLE VIII

### GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of TSDS shall begin the first day of January and end the last day of December of each year.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the Articles of Incorporation or Bylaws of TSDS, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Amendment to the Bylaws. These Bylaws may be amended by the general membership by a majority vote of the quorum as defined in Article III Section 13. All such changes must first be approved by a 2/3 majority of the Board of Directors, and then be submitted in writing to the general membership. General membership shall have no fewer than 10 days to vote in the method defined in Article III Section 14.

Section 4. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes and other evidences of indebtedness issued in the name of the corporation shall be signed and/or countersigned by such persons who from time to time shall be designated by a resolution of the Board of Directors.

Section 5. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Prohibition Against Non-Charitable Actions. No director, officer or employee of this corporation shall take any action or shall fail to act in such a manner as to result in a violation of law or the loss of status as a charitable organization under the current interpretation of Section 501(c)(3) of the Internal Revenue Code.

Approved by Resolution of the Board of Directors the 21<sup>st</sup> day of November, 2022.