

Article 1: Name and Purpose

The name of the organization shall be PUDDLETOWN SQUARES. This is a non-profit organization whose purposes are to provide educational, social and recreational opportunities centered around Modern Western Square Dancing at the Basic, Mainstream, Plus, and Advanced programs as delineated by CALLERLAB Association of America, for the Lesbian and Gay community in Seattle and their friends.

Article 2: Definitions and Reference

- A) "The Organization" refers to Puddletown Squares.
- B) "IAGSDC" refers to the International Association of Gay Square Dance Clubs.
- C) "Officers" refers to all Officers, elected and appointed.
- D) "Puddletown Dancers" refers to an umbrella organization which supports Puddletown Squares and other Lesbian & Gay Square Dance Clubs in Seattle.

Article 3: Board of Directors

Section 1. General Powers

The Board of Directors shall oversee the affairs of the corporation and ensure that the decisions of the members are implemented consistent with this Code. The directors have the duty to act in the best interests of the corporation.

Section 2. Structure of the Board of Directors

The Board of Directors of the corporation will constitute a single class. All directors shall have equal standing on the board. The President of the Organization is also Chairman of the Board.

Section 3. Number, Tenure, and Qualifications

The number of directors shall be at least five (5). Each director shall hold office until the general meeting of the Board of Directors and until his successor is elected, or until his earlier resignation, removal from office, or death. All directors shall also serve as officers.

Section 4. Vacancies

The remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board for the unexpired term.

Section 5: Board of directors and Elected Officers shall be the same people.

Article 4: Officers

Section 1. Officers

The Elected Officers of the corporation shall be a President, Vice-President, Treasurer, Secretary, and one Program Coordinator for each CALLERLAB program supported by the organization. In addition, the Elected Officers shall appoint a Caller Liaison and Recruitment Coordinator to be Officers of the club. Representative to the IAGSDC shall be pulled from the current Officers, or be a Full Member who is empowered as an Officer for the purpose of representing the Organization

to the IAGSDC. Officers shall attend the Business Meetings and General Membership Meetings. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority **and** perform the duties prescribed, from time to time, by the Board of Directors. The primary purpose of the officers shall be to implement the decisions of the members. The officers shall have the power to:

- A) Make routine day-to-day decisions to implement decisions made by the membership.
- B) Hire people consistent with the decisions of the membership to conduct the classes and workshops.

Section 2. Disqualified persons

- A) Any member that provides services to the corporation should abstain from any vote to hire him or her.

Section 3. Removal of Officers

- A) The membership may suggest removing an Officer if said Officer has been negligent in the performance of his/her duties following the guidelines in Article 7.5.A.
- B) A general meeting shall be scheduled in not more than two weeks to consider the suggestion.
- C) The officer may offer a rebuttal to the charges at the meeting.
- D) The Officer in question may then be removed by a two-thirds majority vote of those Full members present and voting. A quorum of 40% of all Full members shall be required to conduct the meeting.
- E) When an Officer has been removed, a new election shall be held as specified in Article 5.

Section 4: Duties of President

- A) Chairs the meetings of the organization and the Board
- B) Coordinates and facilitates the work of Board and Committee members, by keeping informed of and providing support services to their activities.
- C) Takes a long view of the clubs activities to assure the long-term and short-term viability of the club.
- D) Serves as the organization's representative to the Puddletown Dancers' Executive Board at Business Meetings of that organization.

Section 5: Duties of Vice President

- A) Shall assume the duties of the President in the event of the President's absence.
- B) Shall assist the President in facilitating the work of Board and Committee members, by keeping informed of and providing support services to their activities.

- C) The Vice President of this organization shall serve as this organization's alternate representative to the Puddletown Dancers' Executive Board at business meetings of that organization.

Section 6: Duties of Secretary

- A) Shall record the minutes of each Business Meeting and General Membership Meeting. All minutes will be published for distribution and review at the following Business Meeting.
- B) In the absence of the Secretary, the President will appoint another Officer to take minutes.
- C) Gathers records of clubs activity for archivist
- D) Keeps Standard Operating Procedures up to date.

Section 7: Duties of Treasurer

- A) Collects, distributes and is responsible for the general funds of the organization.
- B) Maintains detailed financial records and prepares a written monthly report to the Squares' Board and an annual report to be distributed at the annual meeting.
- C) Shall prepare other financial reports as requested by the Board and/or the General Membership

Section 8: Duties of Program Coordinators

- A) Keep an accurate roster during lessons.
- B) Maintains Student Badges, bandanas, and other class specific items if applicable.
- C) Follows up with students who have missed classes, or with members who we have not seen in awhile.
- D) Brings level-specific concerns to the board for resolution.
- E) Is the Voice of the Membership at Business Meetings.

Section 9: Duties of Caller Liaison

- A) Caller Liaison is appointed by the Elected Officers.
- B) Acts as Liaison between club and hired callers.
- C) Contracts callers for Club Dances and as needed by the organization.

Section 10: Duties of Recruitment Coordinator

- A) Recruitment Coordinator is appointed by the Elected Officers.
- B) Coordinates all of the organizations recruiting efforts, including Pride Parade and

Pride Festival activities.

- C) Plans, promotes, and schedules demo tips and introduction to Square Dancing events.
- D) Heads the Recruitment Committee if any.

Section 11: Terms of Office

The term of office for the Elected Officers shall be two (2) year and shall commence on the first day of the month following election. The term of office for the Appointed Officers shall be one (1) year. Renewal or replacement of Appointed Officers shall be the first order of business of any newly elected board.

Section 12: Failure to complete term of office

Except as provided in Article 6.3 of these Bylaws, should any office become vacant the Squares' Board shall appoint an interim officer from the general membership of the organization, subject to the qualification provided in Article 6.3 of these Bylaws. The interim officer shall serve out the term of the officer who has vacated the position.

Article 5: Election of Officers

A slate of candidates for each office shall be proposed by a nominating committee appointed by the Squares' Board. Members of the organization may submit names for consideration to any member of the Board during the month preceding the annual meeting provided for in Article 7.3 of these Bylaws. The names of the nominees will be presented at the annual meeting. Nominations from the floor at the annual meeting shall also be in order, subject to the qualification provided in Article 6.3 of these Bylaws. Election shall be by show of hands unless a secret ballot is requested. Any member present at the annual meeting may request a secret ballot.

- A) Election of Directors/Officers shall be held annually at the Annual General Meeting. A quorum of the Full members shall be required in order to hold the meeting. Directors/Officers shall be elected by a majority vote of the Full members present and/or voting.
- B) Should any Full member be unable to attend an elections meeting, an absentee ballot may be obtained from the Chair of the Elections Committee. The ballot shall clearly indicate the names of all candidates, and how many Director/Officer seats are to be filled. The ballot must be delivered to any member of the Election Committee in a sealed envelope prior to the election. All envelopes shall be opened at the meeting and all ballots counted with those of the Full members present at the meeting.
- C) Absentee Ballots shall be counted towards the establishment of a Quorum.
- D) In the event of a tie for any office, a second vote shall be taken after discussion. The absentee ballots shall be recounted.
- E) In the event of a continuing tie, a runoff election shall be held at a specially called General meeting within two weeks. All other rules governing elections, including absentee ballots, shall apply.

Article 6: Membership

Section 1. Eligibility for Membership

Membership shall be open to any person who supports the purposes of the corporation, regardless of race, religion, ethnic background, age, gender, or sexual orientation. Full members shall vote on all decisions affecting the Organization or its membership.

Section 2. Membership Categories

- A) Full Member: Membership is contingent upon payment of dues, or class tuition fees, the amount and time for payment of which shall be set by the Officers of the Organization.

Section 3. Membership Privileges

- A) FULL membership includes fellowship in the group, participation in activities and special events, communications of pertinent events, voting privileges at both Business and General Membership meetings, and the right to serve on the Board, and to serve on committees.

Article 7: Meetings

Section 1.

ROBERT'S RULES OF ORDER shall be the governing rules for the conduct of meetings.

Section 2. Business Meetings.

- A) A Quorum of the officers must be present in order to hold a Business meeting.
- B) Business meetings shall be held every two months. Each Business meeting must be announced to the general membership at least one week in advance and will be open at all times to all members.
- C) Voting is limited to the Officers of the organization.
- D) Voting at business meetings should be limited to the day to day business and membership of the organization. All decisions affecting the structure of the organization shall be voted on at a General Meeting.
- E) Any issue not resolved during discussion at not more than two Business meetings, shall be resolved at the next General meeting.
- F) Officers will abstain from vote in which they have a conflict of interest.

Section 3: General Meetings.

- A) There shall be an annual meeting of the organization for the purpose of electing officers to the Squares' Board. This meeting shall be held during the annual Program Club Caucus provided for in Article V.D.2. of the Puddletown Dancers' Bylaws.

- B) Any member in good standing of this organization may attend the annual meeting. In addition, Full Members may cast ballots as detailed in Article 5, and otherwise participate in the business of this Organization conducted at the annual meeting.
- C) Additional items may be considered by the organization at the annual meeting. The Squares' Board shall give written notice of the time, date and place of the annual meeting. Such notice shall be made by mail to the members, either in the Puddletown Dancers' club newsletter or otherwise, at least seven days prior to the meeting.

Section 4: Special Meetings

- A) Additional special meetings of the organization may be called from time to time by the President or by the Board. The notice required for the annual meeting shall be sufficient for any meeting called under this Section, except that the notice shall contain a summary of the matters proposed to be acted on.
- B) No business shall be transacted at any special meeting except that specified in the notice.
- C) All directors must be notified of the meeting.

Section 5: Special Meetings called by Members

- A) A special meeting of the organization may be called by members of the organization upon signature of a petition by at least 30% of the Full members of the organization. The notice required for the annual meeting shall be sufficient for any meeting called under this Section, except that the notice shall contain a summary of the matters proposed to be acted on.
- B) No business shall be transacted at any special meeting except that specified in the notice.

Section 6: Quorums

- A) A quorum of the general membership is defined as 40% of the Full Members in attendance at a meeting duly called under this Article.
- B) A quorum of a business meeting is defined as five officers entitled to vote.

Article 8: Dues and Fees

- A) Dues and instructional fees shall be determined by the Officers of the Organization.
- B) The membership period runs from the first of May to the End of April.
- C) Membership dues shall be prorated for any person who finishes twenty lessons after March, or who wishes to join the Corporation mid-year.
- D) No individual will be turned away on a basis of his or her ability to pay.
- E) The Treasurer, President, and relevant Program Coordinator may decide to waive or alter an individual's class instruction fees or membership dues for reasons of financial hardship. Complete confidentiality on the part of the Officers will be required in these cases; therefore these decisions shall be exempt Article 7.2.B.

Article 9: Employees and Volunteers and Instructors

- A) The general membership in a Business meeting should strive to financially compensate individuals for square dance instruction, calling, or other related work

of a specialized nature.

- B) Instructors shall be accountable to the Officers and Board.
- C) Contracts will be issued to instructors outlining the duties and responsibilities of each party
- D) The instructors, paid or volunteer, shall meet at least twice a year with the Board to review lesson plans, coordinate class schedules, review accomplishments, review performance, and discuss any other concerns relating to instruction.
- E) Removal. Any employee or volunteer may be removed by the Board with or without cause whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the employee so removed.
- F) The Officers in a Business meeting may elect to financially compensate individuals for square dance instruction, calling or other related work of a specialized nature.

Article 10: Committees

Section 1. Establishment of Committees

- A) The Officers at a Business meeting shall appoint whatever committees are necessary to facilitate the business of the Organization. Any committees may be disbanded upon completion of its duties or at the will of the general membership.
- B) After the first committee meeting, a list of the committee members shall be given to the board.

Section 2.

All committees shall appoint a representative to report to the general membership at the bi-monthly Business Meeting or at a General Meeting when appropriate.

Section 3. Recruitment Committee

- A) This committee shall be responsible for handling all recruiting efforts held by the organization and will report to the Recruitment Coordinator.
- B) The Recruitment Coordinator shall report to the Treasurer concerning finances.
- C) The committee shall provide financial and progress reports to the Officers at each Business meeting.
- D) The committee shall submit in writing a budget proposal to be approved by the Officers at the Business meeting prior to the AGM. Any subsequent expenditure of more than 10% in excess of budgeted amount must also be approved by Officers.
- E) A complete written financial report shall be submitted to the general membership at the next General Meeting after the completion of the Fly-in, detailing all income and expenditures. Receipts for all expenditures shall accompany this report.

Section 4. Fly-in Committee

- A) This committee shall be responsible for handling all aspects of any fly-in held by the organization.
- B) This committee shall report to the Treasurer concerning finances.
- C) The committee shall provide financial and progress reports to the Officers at each Business meeting.
- D) The committee shall submit in writing at least six (6) months prior to the Fly-in, a budget proposal to be approved by the Officers at a Business meeting. Any subsequent expenditure of more than 10% in excess of budgeted amount must also be approved by Officers.
- E) A complete written financial report shall be submitted to the general membership at the next General Meeting after the completion of the Fly-in, detailing all income and expenditures. Receipts for all expenditures shall accompany this report.

Article 11: Standard operating procedures

- A) The Standing Operating Procedures (SOP) are a separate document that supplements the bylaws by more fully defining the responsibilities of the Officers and Committees.
- B) The purpose of assembling and recording the SOP of the officers and Committees is to ease communication and continuity as officers change. SOP's may take the form of informal notes, copies of emails and other correspondence, telephone numbers, and other written records as needed.
- C) The Standard Operating Procedures of Board members and Committees may not conflict with any section of this Code, or with the Bylaws.

Article 12: Amendments

- A) Amendments to these bylaws may be proposed by any member up to one month before the AGM. The Officers shall in turn, present them with other proposals and the ballots for officers for consideration at any duly called AGM of the organization. To become effective, proposed amendments must be ratified by a majority of the Full Members present who are entitled to vote at the AGM.
- B) Certain sections of the Bylaws of Puddletown Dancers have been incorporated into these Bylaws for the purpose of establishing the time for the Annual General Meeting. It is the express intent of the Organization that the provisions incorporated herein are those provisions of the Dancers' Bylaws which were adopted by Puddletown Dancers in October, 1989. Any subsequent revisions, repeal, or amendment which may be made to any provisions of the Dancers' Bylaws will not automatically be incorporated herein but rather must be approved by the members of this organization in accordance with Article 12.A of these Bylaws.

Article 13: Dissolution of the Organization

- A) A motion to dissolve the organization must be presented by the Squares' Board to a general membership meeting of the organization. Such a motion must be carried by a two-thirds majority vote, by written ballot, to be ratified.

- B) Upon dissolution of the organization, all organizational assets shall be turned over to the Executive Board of Puddletown Dancers.
- C) Should Puddletown Dancers not exist, the assets shall be donated to the All Join Hands Foundation.
- D) In no event shall the assets be returned to any individual member, representative or officer.

Article 14: Confidentiality

The provisions of the Bylaws of Puddletown Dancers concerning the confidentiality of the names of members are incorporated herein by reference. The officers, representatives, and members of this organization shall be bound by the requirements imposed by those provisions.