

# ROCKY MOUNTAIN SWING CLUB BYLAWS

Revised February 7, 2010

## ARTICLE I            NAME

Section 101            This dance club shall be known as the Rocky Mountain Swing Club, herein listed as "RMSC". It is located in the Rocky Mountain region and has its headquarters in Denver, Colorado.

## ARTICLE II           OBJECTIVES

Section 201            RMSC board members and volunteers shall act with honesty, integrity and openness in all their dealings as representatives of RMSC. Conflicts of interest or the appearance thereof should be avoided and appropriately managed through disclosure, recusal or other means.

Section 202            Mission Statement: To foster appreciation and education for West Coast Swing dance as it was, as it is, and as it will be among the Rocky Mountain region, and among all generations, promoting the growth of all swing dance with professionals and the public at large.

Section 203            Provide a forum to learn, practice, develop, foster and otherwise enjoy West Coast Swing dancing.

Section 204            Conduct seminars and workshops to facilitate, educate and improve West Coast Swing dancing for RMSC members.

Section 205            Promote the interest, support and involvement of its members and the public in West Coast Swing dancing.

- Hold dances, events, functions and meetings on a regularly scheduled basis to increase membership and maintain and expand the participation of members.
- Join with other dance clubs in exchanging ideas, attending their conventions and functions, and fostering inter-club relationships.
- Encourage national recognition of swing dancing.
- Allow swing dance instruction prior to weekly dances.

Section 206            RMSC shall allow associations with dance venues and/or dance professionals (defined as persons who teach dance for compensation during a current calendar year) in a manner as guided by Executive Board policies and procedures.

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## ARTICLE III            MEMBERSHIP

Section 301            Membership in RMSC shall be open to individuals who are interested in promoting and furthering the purpose of RMSC. A Member in Good Standing is a person who has paid the dues and/or fees specified for the current year, has been a member of RMSC for at least thirty days and has not been terminated by Executive Board action.

Section 302            There shall be the following types of membership: Family, Dual, Single, Student, and Senior.

- Family membership shall consist of parents and any number of children under the age of eighteen (18) years. This membership carries the right of two votes.
- Dual membership shall consist of two persons living at the same address. This membership carries the right of two votes.
- Single membership shall consist of a single, widowed or divorced person and carries the right of one vote.
- Student membership shall consist of a full-time student with valid student I.D. This membership carries the right of one vote.
- Senior membership shall consist of persons at least 65 years old. This membership carries the right of one vote.

Section 303            Those persons who are under the age of sixteen are permitted entry to RMSC functions only when accompanied by a responsible adult (18 years of age or older).

Section 304            Membership in RMSC shall be non-transferable and non-assignable.

Section 305            Prospective members shall qualify for membership by joining the Turnverein either directly or through RMSC and designating RMSC as a club of choice. Annual dues shall be determined by Turnverein policy and are payable in advance to the Turnverein, are nonrefundable, and shall be pro-rated at the time of initial membership as determined by Turnverein policy. To be accepted into membership of RMSC, prospective members must also have an interest in learning and dancing West Coast Swing and joining others in this common interest at RMSC's weekly dances.

Section 306            There shall be no additional assessments, other than annual dues, unless approved by a majority of votes cast by the membership in good standing.

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- Section 307            Membership in RMSC may be terminated by a majority vote of the Executive Board at a regular or special Executive board meeting with a quorum present on the basis of any one of the following:
- A documented violation of RMSC bylaws or policies.
  - Conduct considered improper or detrimental to the best interest or reputation of RMSC that has been documented and submitted by RMSC membership.
- Section 308            Terminated members may be reinstated by majority vote of the Executive Board at a regular or special Executive board meeting with a quorum present.
- Section 309            RMSC does not discriminate on the basis of race/ethnicity, color, national origin, religion, sex, marital status, sexual orientation, disability, veteran status, or age in determining eligibility to become a member of the RMSC.
- Section 310            All members in good standing shall have the following rights:
- To take part in all activities of the organization.
  - To use the property of the organization in accordance with RMSC rules and state and local laws.
  - To inspect the books and records at reasonable times for any proper purpose allowable under Colorado law.
  - To attend meetings of the Board of Directors.
  - To make recommendations and voice complaints to the Board of Directors.
  - To make motions and vote at meetings of the general membership in accordance with the voting rights set forth in Section 302.
  - To hold office, Elected officers must be twenty-one (21) years of age or older. Persons appointed to standing committees serving on the Executive Board must be eighteen (18) years of age or older.

## ARTICLE IV            EXECUTIVE BOARD

Section 401            The Executive Board shall consist of all elected Officers and appointed standing committee chairpersons.

Section 402            The Officers of RMSC shall consist of a President, Vice President,

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Secretary, and Treasurer. Any member in good standing except a Dance Professional may be elected to an Officer position. Any member in good standing may be appointed as a standing committee chairperson. Multiple members of the same family and/or household may not hold elected officer positions in the same Administrative Year.

Section 403 Upon election of new Officers, outgoing Officers may serve in an advisory capacity as required or requested by the Executive Board.

Section 404 Elected Officers and appointed Executive Board members of RMSC are volunteers and assume no individual liability for any misconduct, unlawful behavior, or bodily injury, to or by, any of its members.

Section 405 The members of the Executive Board shall not be liable to RMSC or its members for monetary damages for breach of fiduciary duty as a member of the Executive Board except that this limitation shall not apply to any breach of a direct duty or loyalty to RMSC or its members; to any acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law; or to any transaction from which a member of the Executive Board derived an improper personal benefit or gain.

Section 406 Executive Board benefits approved but not available to the general membership shall be fully disclosed in official minutes of the Executive Board meetings. Official minutes shall be made reasonably available to the membership.

Section 407 Unless otherwise ordered by the Executive Board, regular meetings of the Executive Board shall be held at least once a month.

Section 408 Special or emergency meetings of the Executive Board may be convened by any two Officers. An attempt shall be made by the convening Officers to notify all Executive Board members no later than twenty-four hours before the meeting. The purpose of the meeting shall be stated in the call. A time and place shall be chosen to allow a quorum of the Executive Board to be present.

Section 409 It shall be the duty of the Executive Board to carry out the day-to-day operations of RMSC.

Section 410 Notice of meetings of the Executive Board shall be made by any means to the Executive Board and to membership. Except for emergency meetings, all Officers and committee chairpersons of RMSC shall be given seven days notice of the meeting.

Section 411 The Executive Board may use e-mail voting in lieu of an emergency meeting provided each and every member of the board in writing either:

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- Votes for such action, or
- (a) Votes against such action or abstains from voting, and  
(b) Waives the right to demand that a meeting be held.

Action is taken under this section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the board members then in office were present and voted.

Section 412 A quorum shall consist of one more than half of the Executive Board, of which at least two shall be Officers. For the purposes of determining a quorum, a standing committee Assistant Chairperson can only be counted if the committee Chairperson is absent.

Section 413 Approval of any policy placed before the Executive Board shall require a simple majority of those present and voting, provided a quorum is present.

Section 414 One signature is required on all checks with any Officer authorized to sign checks.

Section 415 Proposed expenditures, budgets or contracts exceeding \$500.00 will be presented to the Executive Board for approval.

Section 416 Duties of the President

- Preside at all meetings of RMSC and Executive Board.
- Perform all duties that pertain to the office.
- Provide a written agenda for Executive Board meetings.
- Appoint committees and charges as specified by these bylaws and with the approval of the Officers.
- Represent RMSC in its relationship with outside individuals and groups.
- Serve as Chairperson of the Executive Board, using “Roberts Rules of Order”.
- Uphold the bylaws, rules and policies.
- May select an auditor, with Executive Board approval, to provide a written report to the Executive board after examining and approving the financial records, including all assets of RMSC.

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- May prepare and present to the Executive Board for its approval a budget at the first Executive Board Meeting for the year.

## Section 417 Duties of the Vice President

- Assume the office of President in the event of the absence or disability of the President as determined by the Executive Board.
- May form a Bylaws Committee to review RMSC bylaws, rules and regulations, and submit an organized list of recommended changes; report the recommendations to the Executive Board and seek approval; seek a majority vote from the membership; Print the revised bylaws and distribute them to the Executive Board and make them available to the membership.
- Carry out other duties as assigned by the Executive Board.
- Represent RMSC in its associations with outside individuals and groups.

## Section 418 Duties of the Secretary

- Prepare and maintain a file of minutes of Executive Board meetings, general membership meetings and RMSC records.
- Keep a record of attendance at Executive Board meetings and general or special membership meetings.
- Carry out other duties as assigned by the Executive Board.
- May submit for publication in any RMSC approved media, a summary of RMSC and Executive Board activities.
- Represent RMSC in its associations with outside individuals and groups.

## Section 419 Duties of the Treasurer

- Receive and account for all monies of the club and balance RMSC accounts.
- Disburse RMSC funds for purposes that are authorized or approved by the Executive Board.

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- Report the financial status of RMSC at each meeting of the Executive Board, and make this available at the annual general membership meeting.
- Carry out other duties as assigned by the Executive Board.
- May submit all records to an Executive Board approved auditor annually.
- Represent RMSC in its associations with outside individuals and groups.

## ARTICLE V MEMBERSHIP MEETINGS

- Section 501 The Executive Board is not required to schedule membership business meetings on a regular basis. Any membership meeting may be used to conduct business.
- Section 502 A business meeting, scheduled in August of each year, shall be known as the “Annual Membership Meeting”, and shall be for the purpose of electing Officers, receiving reports of Officers and committees, and for any other business that may arise.
- Section 503 Special membership meetings may be called by the President, by the Executive Board, or by the written request of ten members of RMSC. The purpose of the meeting shall be stated in the call. At least seven days notice shall be given.

## ARTICLE VI ELECTION, NOMINATION AND VOTING ACTIONS

- Section 601 Unless otherwise specified in these bylaws, all elections and voting actions shall afford the opportunity for members in good standing to cast a ballot. The ballots received on or before the date of election or voting action shall determine the election or action being presented.
- Section 602 The Officers of RMSC as specified in Article IV shall be elected from those members who are in good standing.
- Section 603 The Officers of RMSC shall be elected annually, and each shall hold office for one year, from September 1 to August 31.
- Section 604 There shall be no restriction on the number of consecutive terms served by an elected Officer.
- Section 605 The election of Officers shall occur during the Annual Membership Meeting of RMSC which shall occur during August of each year or as

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provided in Section 502. Those elected shall assume office on the first day of September immediately following their election.

Section 606 Election of Officers shall be by written or electronic ballot. Candidates for office who receive a plurality of votes cast shall be elected.

Section 607 The President shall appoint an RMSC Officer Nominating and Election Committee, which shall consist of at least three members. Except for the President, and any Officer that may be running for another term, any member in good standing may serve as a member of the Nominating and Election Committee. This committee shall:

- Collect names of those who wish to run for office.
- Verify the good standing of members who wish to run for office.
- Determine the method of voting provided that all members in good standing are afforded the opportunity to vote.
- Conduct the election by written and/or electronic ballot.
- Verify the good standing of members who wish to cast a ballot.
- Collect and tabulate the ballots.
- Report the results of the election to the membership.

Section 608 The President shall appoint a Vote Committee, which shall consist of at least three members. Except for the President, any member in good standing may serve as a member of the Vote Committee. This committee shall:

- Conduct voting actions other than the annual RMSC Officer elections.
- Determine the method of voting provided that all members in good standing are afforded the opportunity to vote.
- In compliance with RMSC bylaws and policies, publish the future date of a voting action using an appropriate and reasonable method.
- Conduct the voting action by written and/or electronic ballot.
- Verify the good standing of members who wish to cast a ballot.
- Collect and tabulate the ballots.
- Report the results of the voting action to the membership.

Section 609 Members in good standing entitled to vote shall be those persons who have paid their annual membership dues and have been paid members for at least one month prior to the date of elections. The Chairperson of the Membership Committee shall provide a list of such members to the Nominating and Election Committee and/or the Vote Committee prior to the date of the election or voting action.

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Section 610 A majority of the votes cast by the membership shall be required prior to relocating RMSC to a permanent dance venue.

Section 611 Removal of an elected Officer, at a time other than at the Annual Membership Meeting, will require a special membership meeting (see Section 502) and a 51 percent majority of the votes cast by the membership in good standing.

Section 612 The Executive Board shall attempt to nominate, approve and install a replacement to any mid-term Officer vacancy.

## ARTICLE VII COMMITTEES

Section 701 The Officers shall appoint or remove the standing committee Chairpersons. Each standing committee has one vote on the board. Assistant Chairpersons may be appointed for committees as the Officers deem necessary. In the absence of the committee Chairperson, the Assistant Chairperson may vote.

Section 702 The standing committees may include the following and shall operate under the direction and approval of the Officers:

### Dance and Entertainment:

- Provide and direct entertainment as needed at weekly dance functions.
- Provide direction and organization as needed for special events.

### Hospitality:

- Greet all members and guests at events as needed.
- Provide support for special events as needed.

### General Membership:

- Actively recruit new members.
- Monitor and collect annual membership dues.
- Maintain updated membership roster.
- Provide membership records to Executive Board.

### Professional Membership:

- Act as Executive Board liaison for all member professionals.
- Develop, organize, and promote activities involving member professionals.
- Recruit swing dance professionals for membership and involvement with RMSC.

### Fund Raising:

- Develop and promote fund raising activities.

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## Historian:

- Maintain RMSC scrapbook and RMSC memorabilia.

## Music:

- Collect and maintain RMSC music library.
- Staff and manage RMSC disc jockey services.
- Act as liaison between the Executive Board and RMSC disc jockeys.

## Newsletter:

- Prepare a newsletter in accord with the policies of RMSC.

## Publicity:

- Submit news items about RMSC activities to the World Swing Dance Council for publication.
- Advertise RMSC activities in any appropriate location.

## Website:

- Organize, maintain and update RMSC website as needed.

## Section 703

Standing committee appointments shall automatically expire at the end of each Administrative Year.

## Section 704

The Executive Board shall appoint by a majority vote a "Swingtime in the Rockies" (Swingtime) event Director to head the Swingtime Committee. Other Swingtime committee members may be appointed by the board or at the discretion of the Swingtime Director. The Swingtime Committee is not a standing committee and has no vote on the Executive Board. The Swingtime Director may not be a current club Officer, but may be a standing committee chairperson.

## Duties of the Swingtime Director:

- Prepare a Swingtime budget and present it to the Executive Board for approval before any monies are spent.
- Negotiate with a hotel and submit any contracts to the Executive Board for approval before signing.
- Submit any contracts or expenditures in excess of \$5,000 to the Executive Board for approval prior to execution.
- Deliver a profit & loss statement to the general membership at the Annual Membership Meeting.

The Swingtime Director may be removed by a majority vote of the Executive Board when any of these duties are not performed.

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## ARTICLE VIII      AMENDMENTS TO BYLAWS

Section 801      Proposed amendments to the bylaws shall be submitted to the Vice President in writing at least sixty days prior to the meeting at which the voting will take place. The proposed amendments with the Executive Board's recommendations for accepting, rejecting or altering them shall be made available to all members of RMSC at least thirty days prior to the meeting at which the voting will take place. The Executive Board may not alter or discard a proposed amendment without the consent of its originator.

Section 802      A majority vote by the membership in good standing shall be required to amend the bylaws.

## ARTICLE IX      TERMINATION OF RMSC

Section 901      If RMSC voluntarily surrenders its interest, terminates its operations and dissolves, all remaining funds and assets after all obligations have been met shall be distributed pursuant to Internal Revenue Service, federal and state laws and regulations.

## ARTICLE X      DEFINITIONS

- Section 1001
- Association: A connection or cooperative link between people or organizations.
  - Dance Professional: A person who teaches dance for compensation during a current calendar year.
  - Executive Board: All currently elected RMSC Officers and appointed committee chairpersons as a body.
  - Member in Good Standing: That person who has paid their annual membership dues and has been a paid member for at least one month prior to the date of an election.
  - Nominating and Election Committee: Three or more RMSC members in good standing appointed by the President not to include the President or any Officer that may be running for another term.
  - Vote Committee: Three or more RMSC members in good standing appointed by the President not to include the President.
  - Administrative Year: September 1st through August 31<sup>st</sup>.