

ROCKY MOUNTAIN SWING CLUB BYLAWS

Revised March 20, 2011

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 A Member in Good Standing is a person who has paid dues to either RMSC or the Turnverein in the current year, has attended at least one Sunday Dance during 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, Senior and Military.

- 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.
- Military membership shall consist of a person who is serving on active duty in any branch of the U.S. Military or who is currently attending a U.S. Military Academy. The person may be a single, dual with two persons living at the same address, or parent with any number of children under the age of eighteen (18) years. A single military membership carries the right of one vote. A dual or family military membership carries the right of two votes

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

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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.

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 elected as Directors serving on the Executive Board must be eighteen (18) years of age or older.

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ARTICLE IV EXECUTIVE BOARD

Section 401 The Executive Board shall consist of eleven (11) elected directors. Directors shall serve for two-year terms. In even number years six (6) directors shall be elected and in odd number years five (5) directors shall be elected at the Annual Membership Meeting.

For the first year of this new board structure (2011-2012), the 2010-2011 board shall elect six 2010-2011 directors to serve a one (1) year term for the coming year. The remaining five (5) directors will be elected at the Annual Membership Meeting for 2-year terms. Any member in good standing may be elected as a director.

Section 402 Each year at the first board meeting after the Annual Membership Meeting and election of new board members, the new Executive Board directors shall elect the Officers of RMSC which shall consist of a President, Vice President, Secretary, and Treasurer. Any director who has served at least one (1) year on the board in the previous five (5) years except a Dance Professional may be elected to an Officer position. 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 Directors of the Executive Board 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

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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 Directors 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:
- 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.
- Section 413 In the event an Executive Board Officer or Director position is vacant, the Executive Board will elect an interim Officer or Director to serve until the next general membership meeting. This election will take place at a regular or special meeting of the Executive Board and will require a quorum of board members as defined elsewhere in these bylaws and simple majority of those present.
- Section 414 Absence of a Director from three (3) consecutive Executive Board Meetings shall be sufficient cause for the Board to remove the Director and elect a successor.
- Section 415 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 416 One signature is required on all checks with any Officer authorized to sign checks.
- Section 417 This section establishes the following monetary limits for spending, letting

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of contracts or assuming obligations on behalf of the organization:

(a) Employees	\$	100.00
(b) Board Members	\$	200.00
(c) Committees	\$	300.00
(d) Officers	\$	500.00
(e) Board of Directors	\$	10,000.00

Expenditures exceeding stated amounts for Employees (a), Board Members (b), and Committees (c) above may be approved by one Officer.

Expenditures, budgets or contracts exceeding \$500.00 will be presented to the Executive Board for approval.

Expenditures exceeding the stated limit for Board of Directors (e) shall require the prior approval of the members.

The amounts stated in (a), (b), (c) and (d) above may be changed by a unanimous vote of the Officers of the Executive Board.

The amount stated in (e) may be changed only by a majority vote of the members.

Section 418

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 419 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 420 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 421 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 Directors, receiving reports of Officers and committees, and for any other business that may arise.
- Section 503 Notice of the Annual Membership Meeting shall be given to the members via email and announcements during the weekly dances at least 60 days prior to the scheduled date of the meeting. The announcement shall include the names of the members of the nominating committee, the nomination process, the requirements for Executive Board Directors, and the date of the meeting.
- Section 504 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 Directors of RMSC as specified in Article IV shall be elected from those members who are in good standing.

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- Section 603 In even number year six (6) and in odd number years five (5) Directors of RMSC shall be elected, and each shall hold office for two (2) years, from September 1 to the respective August 31.
- Section 604 There shall be no restriction on the number of consecutive terms served by an elected Director.
- Section 605 The election of Directors shall occur during the Annual Membership Meeting of RMSC which shall occur during August of each year or as provided in Section 502. Those elected shall assume office on the first day of September immediately following their election.
- Section 606 Election of Directors shall be by written or electronic ballot. Candidates for Director who receive a plurality of votes cast shall be elected.
- Section 607 The President shall appoint an RMSC Nominating and Election Committee, which shall consist of at least three members in good standing. This committee shall:
- Collect names of those who wish to run for director.
 - Verify the good standing of members who wish to run for director.
 - 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 Director 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.

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Section 609 Members in Good Standing entitled to vote shall be those who have paid dues to either RMSDC or the Turnverein in the current year, have attended at least one Sunday Dance during the current year, have been a member of RMSC for at least thirty days, and have not been terminated by Executive Board action.

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 Director shall be by vote of the Executive Board and shall require a two-thirds majority vote of the current Executive Board.

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

ARTICLE VII COMMITTEES

Section 701 The Executive board may define committees necessary for the operation of RMSC as deemed appropriate by a simple majority vote of a quorum of the board.

Section 702 Executive board committees may include but not necessarily be limited to the following positions:

- Dance & Entertainment
- Fund Raising
- General Membership
- Hospitality
- Music
- Newsletter
- Professional Membership
- Publicity
- Website

Section 703 The Executive Board may appoint or remove committee chairpersons at any time for any reason by a simple majority vote of a quorum of the board.

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

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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 of the votes cast 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 dues to either RMSC or the Turnverein in the current year, has attended at least one Sunday Dance during the current year, has been a member of RMSC for at least thirty days, and has not been terminated by Executive Board action
 - 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 31st.