

CONSTITUTION AND BY-LAWS OF THE WESTERN NY FEDERATION OF SQUARE AND ROUND DANCERS INC.

ARTICLE I – NAME AND PURPOSE

101 Name

This nonprofit membership corporation shall be known as the “Western NY Federation of Square and Round Dancers Inc.”, and shall subsequently be referred to as the “Federation.”

102 Mission

a. Definition

The Federation is an association of affiliated Upstate NY area clubs that are organized around the social-exercise activity of western-style round and square dancing. (This definition is not meant to exclude other forms of “country dancing” such as eastern-style square dancing and line dancing. It is meant to identify the primary focus on western-style square and round dancing.)

b. Purposes

The Federation has a dual purpose: (1) to promote and maintain interest in western-style square & round dancing in the Upstate NY area, and (2) to foster a collaborative spirit among affiliated square dance and round dance clubs.

c. Operation in support of purposes

Actions by the Federation in support of its purpose are undertaken by its duly-elected Executive Board (President, Vice President, Secretary, Treasurer), in consultation (by vote, when appropriate) with representatives from affiliated clubs who are present at Federation meetings and not carry on any activities not permitted under 501(c)(3) Internal Revenue Code of 1986,

103 Affiliation

- a. The following types of organizations shall be eligible for affiliation with the Federation: Any square or round dance club which supports the purposes of the Federation, meets on a regular basis, selects from its membership Federation delegates as per Article II 201a; and has been organized and dancing at least one year prior to its application for membership.
- b. Such a club seeking affiliations shall file a written application with the Executive Board to be approved by the Executive Board and confirmed by motion of the Federation.

- c. Upon approval and payment of the current dues, it shall be known as an affiliated club.
- d. The club shall continue to be eligible for affiliation so long as it continues to pay the annual dues set forth in these bylaws and meets the conditions of Section 103a of this article.

ARTICLE II – MEMBERSHIP

201 Criteria

- a. Each affiliated club shall select from its current members in good standing up to four people for membership in the Federation in accordance with the organization's rules and requirements. Delegates from caller or cuer run clubs must be elected by the club membership. Delegates from member run clubs can be appointed or elected.
- b. The following persons, to be appointed by the Executive Board, are considered to be full members of the Federation: "Promenader" Editor, Chairman of the Insurance Committee, Promotions Committee Coordinator, and the Web Master.

202 Voting Members

Each club of the Federation shall be entitled to one (1) vote when in attendance at a meeting of the Federation. Executive Board members to have one (1) vote per office.

203 Term of Membership

It is recommended that the term of club representation limitation be determined by the individual club and shall be from July 1 through June 30 inclusive.

It shall be the responsibility of each affiliated club to fill the unexpired terms of its delegates.

204 Termination of Membership

A member of the Federation shall remain in good standing until such time as s/he resigns, is expelled from the Federation, is replaced by his affiliated club or ceases, for any reason, to be a member in good standing of his affiliated club.

ARTICLE III – MEETINGS

301 Number of Meetings – Regular

- a. At least four regular meetings shall be held between September 1 and the following May 30.

b. The first regular meeting shall be held in September.

302 Annual Business Meeting

The annual meeting for the purpose of electing officers shall be held in April of each year.

303 Special Business Meetings

The only business in order at a special meeting is that for which the meeting has been called.

304 Notice

- a. Each member shall be notified in writing by a member of the executive Board at least seven days before a regular meeting.
- b. The President may call special meetings of the Executive Board on forty-eight hours oral notice.

305 Quorum

A quorum shall consist of at least one member representing each of at least one-third of the number of affiliated clubs, of whom at least two shall be officers of the Federation, who shall act as Presiding Officer and Recording Secretary.

306 Voting

- a. Unless otherwise specified in these By-laws, all questions shall be decided by a majority of the members present and voting.
- b. An absent member may be represented, without prior notification to the Federation, by any member of the same club who is duly selected and qualified according to 201a. Each substitute delegate shall represent only one regular delegate at any given meeting and shall be equivalent to the regular delegate in all respects.

ARTICLE IV – ELECTION OF OFFICERS

401 Holding Elections

Election of Officers shall be at the April meeting of each year.

402 Nominations

- a. A Nominating Committee of not less than three members, appointed from the membership by the executive Board at least 90 days prior to the April meeting, shall submit one or more nominations for each of the positions to be filled to be included in the notice for the annual meeting.

- b. Nominations from the floor shall be accepted at the March and April meetings prior to the elections, provided that the prior consent of any nominee has been obtained.

403 Voting

A majority of the votes cast shall be sufficient to elect a candidate to office. In the event no candidate received the required majority, a run-off election to determine the winner shall be held among those obtaining the largest and second largest number of votes. Voting shall be by secret ballot, except when there is only one nominee for an office, the nominee may be elected by voice. The ballots shall be counted by three tellers among whom there shall be at least one who is acceptable to each of the nominees, but not necessarily the same teller.

404 Vacancies

If any office shall become vacant, the President shall at the earliest practical date thereafter, order a special election for the purpose of filling such office.

405 Removal from Office

An officer may be removed at any time by approval of three-fourths of the members voting by secret written ballot.

ARTICLE V – EXECUTIVE BOARD

501 Purpose

The affairs and business of the Federation shall be administered by an Executive Board according to the policies and directives set by the Federation membership.

502 Composition

The Executive Board shall consist of four officers of the Federation.

503 Duties

- a. The Executive Board may make such rules and regulations covering its own meetings as it may deem necessary.
- b. The Executive Board shall have general custodianship of all property belonging to the Federation.
- c. The Executive Board shall select the Nominating Committee.

ARTICLE VI – OFFICERS

601 Offices and Qualifications

- a. The officers of the Federation shall be a President, a Vice-President, Secretary, Treasurer.
- b. Officers of the Federation, unless unable to find any willing candidates within the membership, shall have been members of the Federation during the year immediately preceding their term of office. No officer shall succeed him or herself in the same office for more than two terms unless an exception is made and approved by a majority vote of members of the Federation.

602 Terms of Office

- a. The term of the Officers shall be for one year from July 1 through June 30.
- b. An officer may resign at any time by giving written notice to the Executive Board.
- c. A member elected to fill a vacancy shall immediately enter on his or her duties and shall hold office through the remainder of the term he or she is filling.

603 Duties of the Officers

- a. The President shall:
 1. Preside at all meetings of the membership and of the Executive Board.
 2. Appoint all standing committee chairmen and exercise general supervision over such committee.
 3. Create special committees as the need arises.
 4. Call regular and special meetings of the Federation and of the Executive Board.
 5. Call special meetings at the request of a majority of the Executive Board.
 6. Carry out assignments given by a vote of the membership.
 7. Have such powers and responsibilities as may be reasonably construed as belonging to the chief executive of such an organization.
 8. Shall serve in an advisory capacity to the Executive Board and shall have full voting privileges.
- b. The Vice-President shall:
 1. Assist the President with any assignments delegated.
 2. Perform the duties of the President in the event of the President's absence.
- c. The Secretary shall:
 1. Conduct correspondence and mailing under the direction of the President.
 2. Issue, within seven to ten days prior to each meeting, notice of said meeting and minutes of the preceding meeting to each member of the Federation and Presidents of affiliated clubs.
 3. Provide application forms and By-laws to clubs seeking to become affiliated with the Federation.
 4. Update Federation Membership list from each club as notified by clubs.

5. Supply each new member of the Federation and each President of a newly affiliated organization with a copy of the By-laws of the Federation at the first business meeting each fall.
6. Keep a permanent record of the proceedings of all meetings and transactions of the membership and of the Executive Board and up-to-date record of the Standing Rules and current By-laws.
7. Maintain a list of affiliated organizations, their officers and their delegated members of the Federation.
8. Assume the duties of the President in the event of the absence of the President and Vice-President.

d. The Treasurer shall:

1. Be the custodian of all monies belonging to the Federation or under its control.
2. Deposit all funds in the name of the Federation in a bank of his or her choosing.
3. Pay all bills incurred by the Federation.
4. Keep accurate records of all financial transactions and shall render an accounting at each regular meeting of the Federation and when requested by the Executive Board.
5. Submit an annual report.
6. Prepare and submit necessary tax statements due annually:
 - a. IRS Form 990 EZ filing due date is: 05/15
 - b. NYS Form CHAR500 filing due date is: 06/30
7. Submit a statement of dues to each affiliated club between September 1 and October 31.

ARTICLE VII – FINANCE

701 Dues and Fees

The amount of dues and any additional fees, including any initiation fee, shall be set by the Federation at any regular meeting. Annual dues shall be payable by October 31 with no prorating.

702 Fiscal Year

The fiscal year shall be from January 1 through December 31.

703 Financial Responsibility

- a. Affiliated clubs shall share responsibility for underwriting all deficits of the Federation in proportion to their membership.
- b. No part of the net earnings or income of the Federation shall be distributed for the benefit of any private shareholder or member or individual.
- c. Board members shall not make any purchases exceeding \$75 on behalf of the Federation

without prior board approval.

- d. An examination of financial records shall be completed on the Federation account by a non-Federation Executive Board Member. *(Note: Examination process outlined in Standing Rules and Guidelines).*

704 Budgets

- a) If committees or teams (Promotion, Promenader, etc.) have a series of expenditures to make within a single fiscal year, they should submit a detailed line-item budget.
- b) Budgets can be approved by a normal vote at any regular meeting.
- c) Once approved, the committee can spend the money without further approval. However, expenditures that exceed the amount described in any one-line item will require additional approval from the board.

ARTICLE VIII – INDEMNIFICATION

801 Indemnification of Officers

To the full extent authorized or permitted by law, other than by Certificate of Incorporation or By-law provision, resolution or agreement as provided in Section 802 below, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was an officer of the Corporation, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or By-Laws (including without limitation Section 802 below) or any agreement or resolution providing for indemnification and permitted by law except as set forth in Section 802.

802 Resolutions and Agreements

To the full extent permitted by law and authorized or permitted by any provision of (i) the Corporation's Certificate of Incorporation or these By-Laws, or (ii) a resolution of officers, or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or his testator or intestate is or was an officer of the Corporation or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. The Corporation's officers are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements' regarding such indemnity and expenses.

ARTICLE IX – TAX PROVISIONS

901 Prohibition Against Sharing in Corporate Earnings

No private member, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individuals shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Corporation and effecting any of its purposes as shall be fixed by the Executive Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

902 Dissolution

All Members of the Corporation shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Corporation, all the remaining assets and property of the Corporation shall after necessary expenses thereof, be distributed to such organizations that are organized and operated exclusively for charitable or religious purposes and that shall at that time qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

903 Exempt Activities

Notwithstanding any other provision of these By-laws, no Member, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist or as they may hereafter be amended.

ARTICLE X – AMENDMENTS

These By-laws may be amended at any regular business meeting of the Federation by a majority vote of those members present. A written copy of any proposed amendment shall be submitted to each member at least 15 days prior to the meeting. Proposed amendments shall have been previously discussed at a Federation meeting.

ARTICLE XI – REVIEW OF CONSTITUTION AND BY-LAWS

Constitution and By-laws shall be reviewed every 3 years by a committee from the membership including at least two of the Executive Board.

STANDING RULES AND GUIDELINES

Federation Purpose

Typical means of accomplishing Federation purposes include, but are not limited to:

- Involving the designated Federation representatives from affiliated clubs in Federation planning and decision making.
- Providing financial and other types of support to affiliated clubs for dancer recruiting and retention efforts.
- Preparing and disseminating information about round & square dancing in general, and affiliated club activities in particular.
- Creating and distributing promotional materials about round and square dancing, both privately and publicly.
- Organizing an annual area-wide festival (Dance-O-Rama) for established dancers and new class graduates.
- Organizing other area-wide (i.e. multi-club) dances and dance-related events in collaboration with affiliated clubs.
- Sharing, via social media and the Federation website and newsletter, affiliated club information such as schedules, flyers and news.
- Making available dancing-related information that is useful to Upstate NY area dancers and leaders of affiliated clubs.
- Providing continuity-promoting incentives and services for the round and square dancing community, such as: (a) Presenting leadership and service awards and (b) Maintaining archival copies of past minutes and newsletters.
- The President to coordinate meetings with Club Presidents, Callers and Federation leadership at least once annually.

DANCE-O-RAMA (DOR)

1. DOR is an annual dance to promote square and round dancing and is a fundraiser for the Federation. Preferably DOR is to be held the first Saturday in May. Future DOR dates will be decided annually by majority member vote at a Federation meeting.
2. DOR is organized by a committee of the Federation and shall include at least one person/couple from the previous years' committee.
3. The DOR committee shall prepare a budget to be submitted to the Federation. DOR reports to include a budget and actual results. The detail listings of DOR income and DOR expenditures to be provided.

PROMENADER

1. The Promenader is the newsletter for the Federation.
2. The Promenader is run by a team chaired by the Promenader Editor and Web Master, who are members of the Federation.
3. The team may prepare an annual budget to be submitted to the Federation.

PLANNING CALENDAR

1. The Planning Calendar is a tool to facilitate scheduling of special and regular dances and long-range planning so as to avoid detrimental conflicts. The Planning Calendar is maintained on the Federation web site.

UNITED SQUARE DANCERS OF AMERICA (USDA)

1. The Federation shall apply for affiliation with the United Square Dancers of America, in order to participate in their group liability insurance.
2. The Federation will send annual dues to the United Square Dancers of America.

EXAMINATION OF FINANCIAL RECORDS PROCESS

Examination of Federation Treasury Account

1. Examination should be performed by non-Federation Executive Board member.
2. Examination would require the following documents be provided for review:

Federation Examination – Fiscal Year 01/01 to 12/31

Federation beginning checkbook balance reconciled to bank statement closest to 01/01

List of deposits for the year along with supported documentation of reason for income

List of expenditures for the year along with supported documentation and authorization

Purpose of the expenditure supported via emails, check request form, receipts, etc.

Federation ending checkbook balance reconciled to bank statement closest to 12/31

3. Examination of the books/records every 3 years or when a new Treasurer(s) is elected.

DOR Financials

1. DOR would have its own detailed financial report comparing actual to budget results.
2. In the Federation Financials DOR would be reported as two lines:
DOR income and DOR expenses