

The Nashville Dance Club, Inc

Bylaws

Revised November 2009

ARTICLE I - ORGANIZATION

Section 1 - The name of the organization is **The Nashville Dance Club, Inc.** and the official acronym is **NDC**, hereafter and therein these bylaws shall be called the **NDC**.

ARTICLE II - PURPOSES

Section 1 - The **NDC** provides for its members and their guests, a place to dance, music to dance by, and dance lessons. Special theme or Holiday dances will also be chosen and promoted for and by its members.

Section 2 - The membership may add other purposes as may be needed by amending these by-laws.

ARTICLE III - POWERS

Section 1 - The **NDC** shall have all powers and privileges granted to a not-for-profit organization in the state of Tennessee

ARTICLE IV - MEMBERSHIP

Section 1 - Requirements for Membership: Membership is open to any dancer regardless of race, color, religion, gender, handicap or national origin dedicated to the promotion and preservation of Social Dancing.

Section 2 - Qualification of Members: A person is qualified as a member once their annual dues have been paid.

Section 3 - Liabilities of members: No person who is now, or later becomes a member of the **NDC** shall be personally liable for any indebtedness or liabilities of the **NDC**.

Section 4 - By-Laws: Each member shall be entitled to a copy of **NDC** By-Laws upon request.

Section 5 - Voting Rights: Each member shall be entitled to one (1) vote on each matter submitted to a vote of the general membership and at all board meetings.

Section 6 – Identification: Each member shall be listed on a membership sign in roster kept at the door of each function.

Section 7 - Member Privileges: Members of the **NDC** shall receive a “**Member Rate**” at all **NDC** dances.

Section 8 – Termination of Membership: An applicant’s membership begins on the date that the **NDC** accepts the member’s application and continues for twelve consecutive months from that date. Any member may be terminated due to failure to pay his/her dues. Also any member may be suspended or expelled for the **NDC** upon determination of misconduct, immoral conduct, infractions or violations of the **NDC** By-Laws, agreements, rules or practices properly adopted by the **NDC**, or committing an act of conduct which The Board and/or **NDC** members find detrimental to the best interest of the **NDC**. Said action shall result in reprimand, suspension or termination of membership privileges.

Section 9 - Resignation of Membership: A member may resign from the **NDC** at anytime, but resignation shall not relieve the member from any obligations the member may have to the **NDC**, and unused dues will not be refunded.

Section 10 - Membership Dues: Membership dues for new members is Thirty-six dollars (36.00) per year. If a current member renews their membership prior to their normal expiration date, then that member is entitled to a six dollar (6.00) discount as an incentive to renewal before their expiration date.

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ARTICLE V - MEETINGS

Section 1 – Annual Membership Meeting: The Annual Membership meeting will be held in November of each year at which time the President's report will be presented to the membership. At this meeting the general membership will vote on the slate of candidates for officer and board of directors as previously recommended to the membership by the Nominating Committee. Nominations from the floor will be accepted at this meeting prior to the vote. The newly elected officers and board members will assume office on January 1st.

Section 2 –Board Meetings: The Board shall meet at least once a quarter or monthly if deemed necessary by the President at a place and time to be designated by the President. These meetings are open to the general membership and guests, but only the board members may vote.

Section 3 – Special Board Meetings: Special Board Meetings may be called by the President, or at the request of four (4) Board members to address an issue of the **NDC**. These meetings are open to the general membership and guests, but only the board members may vote.

Section 4 – Special Membership Meetings: Special Membership Meetings may be called by the President, or by 20% of the membership in the form of a signed petition presented to the President to address an issue of the **NDC**. The general membership shall have a one weeks notice with an explanation of the issue being discussed and the members will have a vote on the issue.

Section 5 - All Meetings: All meetings shall follow 21st Century, Robert's Rules of Order for meeting operation.

Section 6 – Order of Business

- a. Reading of the Minutes of the preceding meeting.
- b. Reports of Committees.
- c. Report of the Treasurer.
- d. Old and Unfinished Business.
- e. New Business.
- f. Adjournment

Section 6 – Voting: Voting shall be taken by voice or count of hands except in the election of officers and board members, which shall be done by secret ballot and those secret ballots shall be counted by 3 volunteers, not candidates, and the results of a majority announced to the membership body there after.

Section 7 – Proxy Voting: Proxy voting is not allowed.

Section 8 – Major Issues: All major issues, such as dance location of the **NDC**, or changes in the by-laws shall require two meetings for reading, discussion and vote. The notice for a major meeting issue shall have the issue stated, and will be distributed by email and/or written notice available at the sign in door.

ARTICLE VI - QUORUMS

Section 1 – Membership Quorum: A membership quorum shall consist of the number of members present at the meeting.

Section 2 – Board Quorum: A Board quorum shall consist of five out of the seven Board members. No official business shall be conducted at any meeting of The Board unless there is a quorum present.

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ARTICLE VII - DONATIONS

The **NDC** shall accept only those donations, either in cash or material goods, made in good faith. A donation made to receive a reward or special privilege in return, is not considered to be made in good faith and will not be accepted. All donations shall be considered as **NDC** assets and not donated to any one or a group of members of the **NDC**.

ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors shall meet at least quarterly with notice to the **NDC** membership of such meetings. Officers shall by virtue of their office be members of the Board of Directors. The board shall have an odd number of members. The board will consist of the four **NDC** officers and three directors at large in good standing.

Section 1 – Board responsibilities:

- a. The Board shall transact the business affairs of the **NDC** and all these transactions shall be governed by the by-laws. These powers are given to the board by the members through the election of said officers and board members
- b. The Board may dismiss, censor or expel any member of the **NDC** by a majority vote of the members present at the Board meeting, after a written charge has been placed by a member or members to the Board and that charge has been found to be true. The member in question has a right to defend his/her case to the Board before voting takes place.

ARTICLE IX - NDC OFFICERS AND DIRECTORS

Section 1 – President:

The President shall preside at all membership meetings and board meetings.

He/she shall by virtue of their office be Chairman of the Board of Directors.

He/she shall present at each annual meeting of the **NDC** an annual report of the work of the **NDC** for his/her term of office.

He/she shall see that all books, reports and certificates required by law are properly kept and/or filed.

He/she shall be one of the officers who may sign the checks or drafts of the **NDC**.

He/she shall have other such powers as dictated by the **NDC** Bylaws.

He/she shall be admitted to all committee meetings.

He/She shall work hand and hand with the Vice President in order for the Vice President to assume the position of President immediately if necessary under the bylaws of the **NDC**.

He/She shall appoint committees as needed.

Section 2 – Vice President:

The Vice President shall in the event of an extended absence or inability of the President to exercise his office become acting president of the **NDC** with all the rights, privileges and powers as if He/she had been the duly elected president. He/she shall work hand and hand with the President in order to assume the presidential office immediately if necessary.

Section 3 – Secretary:

The Secretary shall keep the minutes of meetings and records of the **NDC** in appropriate books.

It shall be his/her duty to file any certificate required by any statute, federal or state.

He/she shall give and serve all notices to members of the **NDC**.

He/she shall be the official custodian of the records of the **NDC**.

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He/she shall submit to the Board of Directors any communications which shall be addressed to her/him as Secretary of the **NDC**.

He/she shall attend to all correspondence of the **NDC** and shall exercise all duties incidental to the office of Secretary.

Section 4 – Treasurer:

He/she must be one of the officers who shall sign checks or drafts of the **NDC**.

He/she shall render quarterly to the Board of Directors a written account of the finances of the **NDC** and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He/she shall exercise all duties incidental to the office of Treasurer.

The treasurer shall submit a treasurer's report for publication quarterly in the **NDC** newsletter.

Section 5 – Qualifications for nomination of a member to hold office:

- a. The member must be in good standing and satisfying the criteria specified in *Article IV, Section 2*.
- b. The member **must not** be an officer or director of another dance club except as an officer or director in a national dance club organization.
- c. Becoming an officer or director in another dance club is grounds for immediate resignation as an officer or director in the **NDC** and will be accepted as such except as an officer or director in a national dance club organization.

Section 6 – Length and condition of terms of service

- a. All officers and directors shall be elected and serve for the period of one year.
- b. Officers and directors may succeed themselves in their elected position if so elected by the membership.
- c. All officers and directors must attend two-thirds of all board meetings or the officer or director must resign their respective office or position.

Section 7 – Removal of an Officer or Board Member from their office or position

- a. To remove an Officer or Board Member from their office or position will require a special membership meeting where the reasons for removal will be discussed and voted on.
- b. The Officer or Board Member will have the right to defend his/her position during the discussion period of this meeting.

Section 8 – Vacancy of an office or position

An office shall become vacant in the event that no eligible candidate is elected to the position or the person holding said office dies, submits a written resignation to the board, or the person has been removed from that office or position under Article IX, Section 7, or becomes ineligible for said office or position. A member satisfying the criteria of *Article IX, Section 5* of these by-laws may be appointed by the President and approved by vote of the Board of Directors to serve as a replacement for the remainder of the term of said office or position within thirty (30) days of the vacancy.

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ARTICLE X - COMPENSATION

No officer or board member shall for reason of his office be entitled to receive any salary or compensation.

All other compensation to DJ's, Dance Instructors, etc. must be approved by the Board of Directors.

ARTICLE XI - DISSOLUTION OF ASSETS

1. The properties and assets of this not for profit organization are irrevocably dedicated to social or dance purposes. No part of the net earnings, properties, or assets of this organization, upon dissolution or otherwise, shall insure to the benefit of any private person or individual, or any group of members of this organization.
2. Upon the dissolution of the organization, the active membership shall, after paying or making provision for the payments of all of the liabilities of the organization, dispose of all of the assets of the organization to one or more social or dance purpose organizations that are also a not for profit organization and at the time qualify as exempt organizations under Internal Revenue Code Section 501 ©(3) (or the corresponding provision of any future United States Internal Revenue Law), as the membership shall determine.
3. If no such organization is selected, then the assets may be sold to the highest bidder and the proceeds of the sale, together with any funds on hand, shall be contributed to a charitable institution to be selected by a vote of the Board and said charitable institution must be approved by the Internal Revenue Service.

ARTICLE XII - AMENDMENTS TO THE BY-LAWS

1. The proposed amendments shall be given to the President for submission to the Board of Directors under new business.
2. All proposed amendments shall be brought before the Board of Directors at their regularly scheduled meeting and the exact wording of the proposed amendment shall be agreed upon
3. The proposed change/amendment shall be presented to the membership in the monthly newsletter.
4. At least a two week notice must been given, then a special membership meeting may be called for voting on the proposed amendment.
5. The Bylaws of the **NDC** may be amended by a two-thirds vote of the members in attendance at the time of the vote at the annual membership meeting or any special called meeting for the purpose of amending the by-laws

ARTICLE XIII - NDC FINANCES

1. The **NDC** shall have and run on a balanced budget.
2. Being a not for profit organization, all profit will be applied to the future events and operational costs of the **NDC**.
3. The Budget Priorities shall be to first and foremost to enable the **NDC** to dance on a weekly basis.

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4. The Budget shall allow for but is not limited to:
 - Banking charges
 - Office supplies
 - Insurance
 - NDC** Equipment, accessories and supplies
 - Website/Newsletter
 - Promotion of events
 - Radio Advertisement
 - Disc Jockey Services
 - Dance Instructor Services
 - Legal Services
 - Dance location Cost
5. The President and Treasurer shall have the right to sign checks up **to \$ 300.00** without pre-approval of a Board meeting as necessary for **NDC** operation.
6. All contracts must be approved by the Board of Directors at a board meeting and signed by the President and Secretary.

ARTICLE XIV - COMMITTEES

Section 1 – Committee Structure

The President shall appoint a chairperson to each committee. Tenure shall not exceed the term of the current President. All committees shall be staffed by club members on a voluntary basis. Any committee chairperson or any committee member can be removed by the current President at any time. All committees will report to the President any and all decisions made by the committee and receive the Presidents approval before committing to any expenditures. No committee shall have the power to enter into any contract.

Section 2 – Events Committee

This committee shall plan and implement, after approval of the Board of Directors all club special functions such as the annual Anniversary party, Halloween party, Christmas party, New Year's Eve party and any other special parties or functions.

Section 3 – Newsletter Committee

- a. The Newsletter Committee shall publish the **NDC** newsletter each month. Each issue may include materials submitted by officers, committee chairpersons, and the members at large. Regular features may include the President's column, special event announcements, calendar of events, and membership reports.
- b. The **NDC** Newsletter shall be published in electronic format for those members having an email address.
- c. For those members without a valid email address, the newsletters will be available at the door.
- d. A limited number of newsletters will be printed and made available at each weekly dance.

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Section 4 – Nominating Committee

- a. The President, in September of each year, shall appoint no less than three (3) **NDC** members to the Nominating Committee.
- b. The Nominating Committee will submit a slate of candidates for the office of President, Vice President, Secretary, Treasurer and three Directors at Large for election to the President before the end of September.
- c. All members being nominated must agree to serve if nominated by the committee.
- d. The final slate will be published in October and November **NDC** newsletter for notification to the members.
- e. Elections shall take place in November.

Section 5 – Door Committee

- a. The door committee is responsible for manning the door at all **NDC** dances.
- b. The door committee shall collect all entrance fees at each function and insure the each member and guest sign the membership and guest roster.
- c. The door committee shall complete the Receipts Expense Report each week and turn it and the money collected over to the Treasurer.
- d. The door committee shall give all new or renewal membership applications and money to the Treasurer.

Section 6 – Dance Committee

- a. The dance committee is responsible for coordinating and providing a dance instructor each week to teach the weekly dance lesson.
- b. The dance committee shall also plan and coordinate any exhibition dances given by the **NDC** Dance Team.

Section 7 – DJ Committee

- a. The DJ committee is responsible for coordinating and scheduling DJ's for each week's regular dance and special dances.
- b. All DJ's playing for the **NDC** must be approved by the board.
- c. The DJ committee is responsible for canvassing the membership for suggestions of new DJ's to play for the club and for any suggestions on music to be played and reporting this information back to the President and the board.
- d. The DJ committee is responsible for sending letters or emails to all DJ's, with a copy to the President at least one week in advance to confirm their scheduled play date.
- e. The DJ committee is responsible for the club equipment and to report any needed repairs to the President and to secure temporary replacement equipment as needed.