

AMENDED AND RESTATED BYLAWS OF THE AUSTIN BALLROOM DANCERS

Adopted at the meeting of the Board of Directors of the Austin Ballroom Dancers, held on 21 April 2018 in Austin, Texas. These Amended and Restated Bylaws shall be effective as of 21 April 2018.

ARTICLE ONE - OFFICES

1.1 Principal Office

The principal office of the Austin Ballroom Dancers (the "Club" or "ABD" or "Corporation") shall be located at such place in Texas as the ABD Board of Directors (the "Board") may determine. Additional offices may be established and maintained at such place or places as the Board may from time to time designate.

1.2 Registered Office and Registered Agent

The Club will maintain a registered office and a registered agent in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE TWO - MEMBERS

2.1 Eligibility

Membership shall be open to any person who is at least eighteen years of age; is of good moral character; and has demonstrated an interest in dancing. Membership shall not be denied, conferred, affected, or withdrawn on basis of race, color, religion, national origin, sex, or condition of handicap. Membership is open to anyone under the age of eighteen years with the written consent of an adult guardian. Except as provided herein, the Board shall determine the terms and conditions of membership in the Club.

2.2 Suspension or Expulsion

Any member, recommended for suspension or removal from the Club for whatever reason, shall be entitled to appear in person before the Board of Directors and to provide such statement or "evidence" as he or she desires and the Board considers necessary and relevant to disposition of his or her membership. The Board shall render final disposition of the member's appeal not later than its next regularly scheduled Board meeting. A member may be removed or suspended by a two-thirds affirmative vote of the Board. Nothing in these Bylaws shall be construed as entitling any member who avails himself of these procedures of any contractual or other legal right as against the Board (either as individually or as a body corporate), the Club, and/or against any of its directors, officers, employees, agents, or assigns. Any Board Member or Club Member, once removed from the Board or Club by the Board of Directors is no longer eligible to become a member of the Club or sit on the Board of Directors.

2.3 Non-members

The Board may permit non-members to participate in Club activities on whatever terms and for such fees as the Board determines. Further, the Board may create such categories of membership; confer honorary membership; and accord such honors or honorary status as it deems appropriate. An honorary membership to the Club or other honor or honorary status (e.g., "President Emeritus") may be conferred or revoked by the unanimous vote of the Board of Directors. Payment of the dues shall not be required of an honorary member, and he or she may be granted all the privileges of membership with the exception of voting and holding office.

2.4 Application and Dues

Any person seeking membership will be required to submit the required membership fee and a written application on the form required by the Board of Directors.

- Membership dues are \$60 for twelve (12) months or \$30 for six (6) months. Based on financial conditions, dues may be temporarily decreased upon resolution by the Board of Directors without formal amendment to the Bylaws.
- Dues are payable for new members when they initially join. Dues for current members are payable on the first day of the month their membership expires.
- Members whose dues remain unpaid for 30 days after their membership expires will lose all club privileges and be removed from the membership roll.
- Dues may be increased only with an amendment to the Bylaws.

2.5 Member Conduct

Appropriate dress and grooming will be required at all functions of the Club. The Board expressly reserves the right to determine in any given case what is appropriate dress and grooming. As long as the Club exists, no member or director may:

- Do any act in violation of these Bylaws.
- Do any act in violation of a binding obligation of the Club except with the Board's prior approval.
- Do any act with the intention of harming the Club or any of its operations.
- Receive an improper personal benefit from the operation of the Club. DJs who are on the board will not be considered to be receiving an improper personal benefit for DJ services at Austin Ballroom Dancers dances.
- Use, transfer or dispose of the Club's assets, directly or indirectly, for any purpose other than carrying on the Club's business.
- Use the Club's name (or any substantially similar name) or any trademark or trade name adopted by the Club, except on behalf of the Club in the ordinary course of its business.
- Engage in conduct, at a Club function or related to Club activities, reasonably determined by the Board to be inappropriate with respect to the purposes of the Club.

Violations of these prohibited acts may lead to suspension or expulsion as described in these Bylaws.

ARTICLE THREE - THE BOARD OF DIRECTORS

3.1 The Board

The Board shall consist of six (6) members who shall be elected to serve staggered two-year terms. Board members shall be elected annually for two (2) year terms and take office effective the first day of the month following their election. Elections will be held each year, within the month of June, with the election of the President, Secretary, and Publicity Officer to be held in the even numbered years and the election of the Vice President, Treasurer, and Program Director to be held in the odd numbered years. No officer may be elected to the Board in a voting position for more than two (2) consecutive two (2) year terms for any one position. The individual may be elected to another position on the board but not for more than a total of four (4) consecutive two (2) year terms. If at the end of the nomination period there are no candidates for a given position, any board member who was ineligible to be nominated due to term limits may then be nominated.

3.2 The Election Committee

The Election Committee, consisting of three (3) Club members in good standing, shall manage the conduct of the election and maintain adequate records to guarantee the integrity thereof, and is responsible to the Club for their actions. The Board shall solicit Club members to serve on the Election Committee as needed. The Board shall then vote to approve or disapprove the proposed Election Committee members. Members of the Election Committee shall not be immediately related to any Club member running for election.

3.3 Candidates

Candidates for election must be members in good standing of the Club for (1) year prior to being nominated for office. DJs who are members in good standing may run for all board positions except Treasurer and Vice President. Candidates must submit a written notice of their intent to run for office to the Election Committee during the nomination period. Club members nominated for office by another Club member have the right of refusal before their names are placed on the official ballot. The nomination period shall begin forty-nine (49) days (7 weeks) prior to the election meeting and closes fourteen (14) days (2 weeks) before the election meeting. The candidates and the proposed offices for which they have been nominated shall be announced in writing to the membership not less than fourteen (14) days (2 weeks) prior to the election meeting; the election date & election period shall be determined by the Election Committee with the approval of the Board of Directors.

3.4 Voting

The Board of Directors shall be elected by a simple majority vote of the members present, in person or by absentee ballot, at the election meeting. If all open positions are uncontested, then voting shall be by acclamation; otherwise, voting shall be by secret, written ballot. Members in good standing who cannot attend the meeting may request and vote by absentee ballot. The absentee ballot must be returned to a member of the Election Committee prior to the date of the election meeting, this specific date to be

determined by the Election Committee. Sitting Board members running for election are not allowed to make any voting decisions regarding the election.

3.5 Election Results

The ballots shall be counted by the Election Committee immediately following the close of the election. The results of the election shall be verbally announced at the election meeting as well as in writing to the membership in the regularly issued newsletter, but no later than 30 days after the election. The election may only be contested by a member in good standing submitting a written notice to the Election Committee and the Board of Directors. If the election has not been contested after thirty (30) days, the ballots will be destroyed.

3.6 Election Procedures

If not specified herein, the Board may implement further election procedures as needed to implement the election of new Board members.

3.7 Vacancies

In the event of a vacancy in an office, the remaining Board members shall determine which officers shall take the responsibilities of the vacant office until a replacement is found. The Board shall request that the Election Committee suggest candidates for the vacant position. If the Election Committee fails to find any candidates, then Board members may propose a candidate(s). An election to fill the position will be held in the event that more than one candidate is proposed by the Election Committee or the Board. The Board may temporarily not fill the position.

3.8 Officers

The Board will be comprised of the following elected officers who shall fulfill the duties specified:

- a. **President.** The President shall preside at all meetings; call special meetings at his or her discretion; appoint all committees not otherwise provided for in these Bylaws; contract, with the approval of the majority of the Board, for lease space, bands, instructors and other services, including but not necessarily limited to accounting and legal services; sign checks in the absence of the Treasurer; and perform other duties as customarily pertain to the office of President.
- b. **Vice President.** The Vice President shall in the absence of the President serve in his or her stead; assist the President in his or her duties; be responsible for the Saturday night Dances, including but not limited to, assignment of DJ's and mini-lesson instructors, assignment of Board members to be responsible for the dance, recruitment of volunteers for desk duty, provision of supplies including refreshments and printed materials; and perform other duties as customarily pertain to the office of the Vice President.
- c. **Secretary.** The Secretary shall take and maintain minutes of each Board meeting; provide copies of minutes of the previous Board meetings to the Board at each Board meeting; be responsible for all Club correspondence except membership renewal notices, including email broadcasts for classes and dance reminders; and maintain the Bylaws and attest to passage of the same and any amendments thereto.

d. Treasurer. The Treasurer shall maintain the club accounting records; make deposits and pay all bills provided that the Treasurer (or other director acting in the Treasurer's stead) may not issue any financial disbursement greater than \$75 until first approved by the Board of Directors; assure that no financial obligation of the Club be approved without sufficient funds to meet the obligations; provide a treasurer's report, consisting of a statement of income and expense with the final balance at each Board meeting; maintain a current membership list and make it available to board members as needed for class registration and dances; provide a member check-in list for the dances; send membership renewal notices; file the yearly tax return; and maintain sufficient records to meet tax requirements. Exempt Organization Information Returns will be available for member inspection in accordance with Federal regulations. Other requests must be made in writing to the Board and such requests must include a proper purpose for the requested access.

e. Program Director. The Program Director shall be responsible for the group classes, including but not limited to collection of registration fees, keeping attendance records, and ensuring board coverage at all classes; serve as the liaison to the group class venue, ensuring all venue requirements are met; serve as the point of contact for the instructors; schedule substitute instructors as required; and sign checks in the absence of the Treasurer.

f. Publicity Officer. The Publicity Officer shall promote club membership and activities through all available and appropriate print, broadcast, and social media outlets; coordinate any paid advertising with funds approved by the board; direct all outside and internal marketing; and coordinate community outreach activities.

3.9 Board Duties

The Board will be responsible for the following duties:

a. The Board members are responsible for the Saturday night dance on a rotating schedule as set by the Vice President. Duties include setting up and taking down as necessary, filling out the reconciliation sheet, paying the DJ and venue, and giving monies collected to the Treasurer as soon as possible.

b. The Board is responsible for the following additional duties to be distributed among the members as determined by the board: publish a quarterly Newsletter; generate a group class schedule; recruit qualified instructors and DJ's; plan and supervise special events including flyers and refreshments; answer the hot-line phone; pick up mail at the Post Office; and maintain the ABD website.

c. The Board shall initiate any specific action required, in their opinion, to fulfill the purposes of the Club as stated in the Articles of Incorporation, within the limitations of the Articles of Incorporation, applicable law, and these Bylaws. Such actions may be taken by the Board, by such committee(s) as may be formed by the Board, or by individuals appointed by the Board. Any such delegation of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

d. Board members are required to attend monthly board meetings. Regular attendance enables board members to keep abreast of board concerns, helps ensure that issues are examined from a variety of perspectives, and ensures that decisions represent the board as a whole. Board

members who must be absent for valid reasons shall make their absence known to the Board President as early as possible. These shall be considered "excused" absences. Unexcused absence from two or more consecutive meetings shall be cause for dismissal from the Board. Anyone who is dismissed from the Board or resigns cannot be elected to the Board for one year.

3.10 Access to Club Activities

Board members may have access without charge to Club activities while performing in their capacity. Club members may have free access to the dance when volunteering for appropriate Club duties. Free admission will be at the discretion of the majority vote of the Board through an approved policy, and such policy may be published periodically for the Club member's information.

ARTICLE FOUR - MEETINGS

4.1 Member Meetings

Club members shall meet at least annually on a date and at a place to be established by the Board ("Annual Meeting"). Special meetings of the members may also be called by the Board. Unless otherwise specified herein or required by law, an act by a simple majority of Club members present shall constitute an act of the members. Five (5) percent of the members of the Club present in person at a meeting shall constitute a quorum. The record date for determining members in good standing entitled to vote at an upcoming meeting or in an upcoming election shall be sixty (60) days prior to the meeting or election. Members must maintain good standing until the date of the vote in order to participate in such vote. For purposes of these Bylaws, members in good standing are those members who are not in arrears in payment of membership dues and have not been expelled or otherwise restricted from voting by the Board.

4.2 Board Meetings

All regular meetings of the Board of Directors, special meetings of the members, and the Annual Meeting shall be open to the membership of the corporation, provided that the Board may, at its discretion, exclude any persons who are not Directors from any meeting or portion of any meeting the Board holds in Executive Session. An "Executive Session" shall be held at the discretion of the Board for matters including, but not limited to, personnel issues, legal matters, negotiations and other business involving confidential information. The presence of majority of the members of the Board, in person and not by proxy, shall constitute a quorum for the purposes of a Board meeting. Unless otherwise specified herein or required by law, an act by a simple majority of Board members shall constitute an act of the Board, vote counts shall be based on the total number of seated Board members, and proxies shall be allowed for Board votes. The Board, at its discretion, may establish reasonable procedures for meetings of the Board, Club members, and committees. The Board shall meet as follows:

- Regular meetings of the Board shall be held monthly. However, the Board of Directors has the authority to change the frequency of Board meetings as needed.
- Specially called meetings of the Board of Directors may be called by the President or by a majority of the members of the Board. Business not stated in the agenda for a specially called meeting may be transacted only by consent of a majority of the members of the Board.

4.3 Notices

- Notice of the time, date, place and purpose of any member meeting shall be delivered to the membership no less than ten (10) days and no more than sixty (60) days in advance of such meetings. No official notice is required for Board and committee meetings.
 - Unless otherwise provided in these Bylaws, any notice required or permitted by these Bylaws must be given by mail, email or facsimile. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid.
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ARTICLE FIVE - COMMITTEES

5.1 Ad Hoc Committees

The President, with the advice and consent of the Board, shall create such ad hoc committees as he or she shall from time to time deem expedient.

5.2 Committee Membership

All committee members must be members in good standing of the Club. Any non-Director who becomes a member of committee shall have the same responsibility with respect to the committee as a Director who is a member thereof.

ARTICLE SIX - FISCAL YEAR

For accounting purposes, the fiscal year shall be the calendar year. The Board of Directors shall review the finances at the January Board Meeting.

ARTICLE SEVEN - AMENDMENTS

These Bylaws may be amended by a simple majority affirmative vote of the Board of Directors.

ARTICLE EIGHT - MISCELLANEOUS PROVISIONS

8.1 Legal Authorities Governing Construction of Bylaws

These Bylaws shall be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

8.2 Legal Construction

Any question as to the application or interpretation of any provision of these Bylaws shall be resolved by the Board. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and these Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

8.3 Number and Gender

All singular words include the plural, and all plural words include the singular. All pronouns of one gender include reference to the other gender.

8.4 Parties Bound

These Bylaws will bind and inure to the benefit of the members, directors, employees, and agents of the Club and their respective administrators, legal representatives, successors, and assigns except as these Bylaws otherwise provide.

ATTEST:

[Pam Maxwell]
Secretary

April 21, 2018
Date