



BYLAWS

WORLD SWING DANCE COUNCIL, INC.

The name of the organization is World Swing Dance Council, Inc. The organization shall have an office located at 590 Kenmore Avenue, Oakland, CA 94610 and at such other places as shall be designated by the Board of Directors by resolution. The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributable to or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes in line with the organization's mission and vision. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization is organized exclusively for charitable and educational purposes. The organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation.

ARTICLE I. MEMBERSHIP

Section 1. Voting Membership

Voting Membership will consist of the Board of Directors. The Board of Directors will be elected as defined below in Article III. Directors are not required to pay dues.

Section 2. Non-Voting Membership

Non-Voting Membership shall consist of public members. The board shall have the authority to establish and define non-voting categories of membership. Non-voting members must renew their membership annually, pay annual dues, may be terminated with or without cause by the Board, and do not have voting rights.

Section 3. Annual Dues.

The amount required for annual dues shall be determined each year by a majority vote of the Board of Directors. Continued membership is contingent upon being up to date on membership dues.

ARTICLE II. MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Board of Directors shall be held once each calendar year for the purpose of business matters as may properly come before the Board of Directors. The Annual Meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Regular Meeting.

The Board of Directors shall have regular meetings at least twice a year to accomplish the business of the organization. No notice of such meetings shall be required.

Section 3. Special Meeting.

Special Meetings may be requested by the President, Vice President, Secretary, Treasurer, or any two Directors by providing five (5) days written notice via electronic notification.

Section 4. Notice of Meeting.

Written notice via electronic notification of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and, if for a special meeting, the purpose of the meeting.

Section 5. Place of Meeting.

Meetings shall be held using a virtual meeting platform unless otherwise stated in the notice.

Section 6. Quorum.

A majority of all Directors then in office shall constitute a quorum at a meeting. In the absence of a quorum, the majority of Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some of the Directors results in representation of less than a quorum.

Section 7. Voting Procedures.

The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Emergency Action.

During an emergency, the Board of Directors may not take any action that is not in the organization's ordinary course of business. Should action be required when it is not possible to assemble a quorum of the Board of Directors in a properly called meeting, approval of the proposed action may be obtained by a written or oral majority of the available Directors. Any such action taken shall be recorded in the minutes of the next properly called board meeting.

Section 9. Informal Action.

Any action required to be taken at a meeting may be taken without a meeting and without prior notice, if agreed upon by a majority of the Board of Directors.

ARTICLE III. DIRECTORS

Section 1. Number of Directors.

The organization shall be managed by the Board of Directors, consisting of a minimum of seven (7) and a maximum of eleven (11) Directors. If the Board consists of an even number of Directors, the President will not be eligible to vote, except as needed to break tie votes.

Section 2. Legacy Board Members.

Two (2) members on the Board of Directors will serve as Legacy Board members to ensure that the history of the organization is maintained. The Legacy Directors will be full Board members, including the right to vote.

Legacy Directors must meet the following qualifications: they must have served on the Board of the organization in the 1990s or have a minimum of twelve (12) years of experience on the Board. If neither of these qualifications can be met, the Board shall fill the Legacy role with a person with either a minimum of six (6) years on the Board or over ten (10) years of experience in the swing community, with the intent of representing the history of the organization.

Section 3. Election and Term of Office.

Directors shall be elected at the Annual Meeting. Each Director shall serve a term of three (3) years, or until a successor has been elected and qualified. Directors may serve multiple consecutive terms. No term limits apply.

The Board of Directors shall meet immediately after the election of Directors for the purpose of electing its Officers.

Section 4. Adverse Interest.

In the determination of a quorum of the Directors, or in voting, the adverse interest of a Director shall not disqualify the Director or invalidate their vote.

Section 5. Removal or Vacancy.

A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified.

Section 6. Executive Committee.

The Executive Committee shall be composed of the Board of Directors of the organization, as specified herein, and shall have the full authority to undertake the duties and powers of the Board except as the Bylaws specifically state otherwise.

Section 7. Emeritus Status.

Former Directors may be awarded Emeritus status by a majority vote of the Board of Directors. This status is reserved for Directors whose service to the organization has been exemplary, longstanding and who agree to provide continued counsel to the organization. Emeritus Board members shall serve for a term of one (1) year. No term limits apply.

Section 8. Standing Committee.

The President shall appoint the chairpersons of any standing committee with the approval of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual Meeting. All standing committees shall function within the guidelines and budgets established by the Board of Directors.

Section 9. Ad Hoc Committee.

The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 10. Budget.

The Board of Directors shall approve the Annual Budget of the organization during the first quarter of the calendar year.

Section 11. Personnel Responsibilities.

The Board of Directors may employ and discharge employees and independent contractors of the organization and determine their duties and compensation. The Board shall discharge its duties with respect to organizational matters without regard to age, sex, race, color, creed, sexual orientation, or national origin.

Section 12. Records.

Every Director has the absolute right at any reasonable time to inspect and copy all books, records, and documents.

Section 13. Compensation.

No Director, Officer or any member of a committee shall receive at any time any of the net earnings or profit from the operation of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be approved by a vote by the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Number of Officers.

The Officers of the organization shall be a President, Vice President(s), Secretary, and Treasurer. Officers are members of the Board of Directors. Two or more offices may be held by one person.

- a. **President.** The President shall be the Chief Executive Officer (CEO) and shall preside at all meetings of the Board of Directors.
- b. **Vice President(s).** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the Directors, and shall have the authority to certify all records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Director meetings.
- d. **Treasurer.** The Treasurer shall be the Chief Financial Officer (CFO), shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors, and shall provide a Budget in the first quarter of the calendar year.

Section 2. Election and Term of Office.

The Officers shall be elected every three (3) years by the Board of Directors at the first board meeting of the year in which elections will take place. Each Officer shall serve a three (3) year term or until a successor has been elected and qualified. Officers may serve multiple consecutive terms. No term limits apply.

The Board of Directors shall nominate Officer candidates every three (3) years. After nomination, the Board of Directors will vote.

Section 3. Removal or Vacancy.

An Officer shall be subject to removal, with or without cause, at a meeting called for that purpose. Any Officer vacancy that occurs, whether by death, resignation, removal, or any other cause, may be filled by the remaining Directors. An Officer elected to fill a vacancy shall serve the remaining term of their predecessor, or until a successor has been elected and qualified.

ARTICLE V. CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall have a corporate seal. All instruments that are executed on behalf of the corporation which affect interest in real estate shall be executed by the President or Vice President(s) and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or a Vice President(s). Notwithstanding the preceding provisions of this section, any written instrument may be executed by an Officer or agent as specifically designated by resolution of the Board of Directors.

ARTICLE VI. AMENDMENT TO BYLAWS

The Bylaws, with the exception of Article III, Section 2 referring to Legacy Board members, may be amended, altered, or repealed by a majority of all Directors then in office in order to be effective. Article III, Section 2 of the Bylaws, referring to Legacy Board members, may be amended, altered, or repealed by a unanimous vote of all Directors then in office in order to be effective. The text of the proposed change shall be distributed to all Board Members at least ten (10) days before meeting.

ARTICLE VII. INDEMNIFICATION

Section 1. Litigation

Any Director or Officer who is involved in litigation by reason of his or her position as a Director or Officer of the corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it is determined ultimately that the Director or Officer is entitled to be indemnified as authorized in this Article VII.

Section 3. Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or independent contractor against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under the Bylaws.

ARTICLE VIII. DISSOLUTION.

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and education organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.