

Constitution and Bylaws of the Louisville Country Dancers

Approved on May 13, 2019

Article 1. Name. The name of this organization is the Louisville Country Dancers (LCD).

Article 2. Purpose. The Louisville Country Dancers (LCD) is a nonprofit educational organization which is dedicated to the preservation, study, teaching, enjoyment, and continuing evolution of traditional and historical dance, music, and song with special emphasis on American and English traditions.

Article 3. Membership. All persons interested in dance and music are eligible to become members of LCD upon payment of dues.

- a. Members in good standing are entitled to attend general and special meetings, to vote on all questions coming before the membership, to hold office and serve on standing or special committees.
- b. Members are welcome to attend open meetings of the Board and may contribute to discussions on matters at the Board's discretion. Members will not vote on matters before the Board.
- c. Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.
- d. Lifetime membership is granted at the board's discretion or when a member in good standing reaches the age of 75. In addition to benefits held by all members in good standing, lifetime members pay no membership dues or admissions to regularly scheduled dances. They do pay admissions to special dance weekends.
- e. The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

Article 4. Meetings of the Membership.

- a. The Annual Meeting of the Membership shall be held each year in the month of May for the election of Officers, Board members at large, and the transaction of any necessary business.
- b. Special meetings of the membership may be called by the Chairperson at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c. At least one month's notice of the annual or any special meeting shall be given.
- d. The quorum for transaction of business is 20% of the membership.
- e. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Article 5. Board of Directors. The responsibility for all business matters lies with the Board of Directors which consists of the Officers and any Board members at large.

- a. The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation, to set honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of LCD.
- b. The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- c. The dance and music leaders or chairpersons of standing or special committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the LCD.
- d. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election OR by a majority vote may appoint a member to temporarily fill the vacancy until the next election.
- e. A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the LCD membership OR by two-thirds majority vote of the entire Board.
- f. There may be 0 to 5 Board members at large. The actual number will be set by the Board and may be changed by majority vote of the Board. Members at large are utility persons who assist the other officers with projects and events as needed. They serve for a one year term and may serve for up to 5 consecutive terms.

Article 6. Meetings of the Board.

- a. The Board will meet a minimum of twice annually.
- b. The quorum for transaction of business is at least half of the Officers and Board members at large.
- c. The majority vote of those Board members present is necessary to transact any business brought before the Board.
- d. Any member of the Board may request that the board meet in executive session to discuss matters of a sensitive nature.

Article 7. Officers. The Officers of the LCD are Chairperson, Co-Chairperson, Secretary, Treasurer, Co-Treasurer, and Communications Coordinator.

Terms of office are for one year (June 1 to May 31) and officers may not serve more than 3 consecutive terms in the same office.

- a. **Chairperson.** The Chairperson is the executive officer responsible for the operation of the group. He or she presides at meetings, calls regular or special meetings of the Board or membership as needed, appoints the Chairpersons of standing or special committees.
- b. **Co-Chairperson.** The Co-Chairperson acts as the Chairperson in the absence or illness of the Chairperson and in the event of the Chairperson's resignation or incapacity to serve shall succeed to the office until the next regular election of

officers. The Chairperson may delegate to the Co-Chairperson such official or other duties as may be necessary for the conduct of business.

- c. **Secretary.** The Secretary keeps records and minutes of meetings and sends correspondence as necessary.
- d. **Treasurer.** The Treasurer is responsible for the collection of dues, fees, and charges, for the disbursement of fees to musicians and teachers and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The Treasurer also prepares a yearly financial statement of operations and delivers printed reports to the Board of Directors.
- e. **Co-Treasurer.** The Co-Treasurer acts as the Treasurer in the absence or illness of the Chairperson and in the event of the Treasurer's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The Co-Treasurer maintains an up-to date list of members and dues, and provides assistance to the Treasurer. The Treasurer may delegate to the Co-Treasurer such official or other duties as may be necessary for the conduct of business.
- f. **Communications Coordinator.** The Communications Coordinator coordinates the flow of information from the board to the membership and to other dance communities.

Article 8. Election of Officers and Board Members at Large. Officers and Board members at large are elected at the Annual Meeting of the Membership and take office on June 1.

- a. In February before the annual meeting the Chairperson appoints a Nominating Committee of three or more members of LCD, one of whom would be a member of the Board of Directors.
- b. The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the annual meeting.
- c. Additional nominations may also be made by written petition of five members or from the floor at the annual meeting, provided the consent of the nominees has been obtained.
- d. A majority of those voting is required for election to office. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

Article 9. Fiscal Year. The fiscal year of LCD is June 1 through May 31.

Article 10. Amendments to the Bylaws. Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes. A two-thirds majority vote of those voting is required for adoption.

Article 11. Special Notices re Tax Exemption.

- a. No part of the LCD's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fee for goods or

services provided to the organization.

- b. In the event of dissolution of the LCD, the group's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
- c. The LCD shall not as a substantial part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by section 501(h) of the Internal Revenue Code.

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- d. It is intended that the LCD be entitled to exemption from Federal income tax under section 501(c)3 of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.
- e. The organization subscribes to the general purposes of the Country Dance and Song Society, Inc.

CDSS Statement of Purpose

From the Addendum of CDSS's Articles of Organization

The purposes for which this corporation is formed are as follows:

- a. encourage the practice and promote the knowledge of our heritage of traditional, historical, and folk dance, music, and song, with special emphasis on American and English traditions
- b. to encourage and support the establishment of local groups and regional organizations interested in these objectives
- c. to train teachers, musicians, leaders in order to further these objectives
- d. to assemble and maintain a library of materials related to traditional, historical, and folk dance, music, and song
- e. to encourage research into this heritage
- f. to publish materials to achieve these objectives
- g. to act as an educational and nonprofit society
- h. to do all or any such things as may be conducive or incidental to the promotion of the above purposes