

BYLAWS
OF
Big Scioty Contra Dance
Incorporated under the laws of the State of Ohio

Enacted [2009]

Amended [10/15/2016]

ARTICLE I

Name, Location, Intellectual Property and Corporate Offices

- 1.1 **Name.** The name of this corporation is Big Scioty Contra Dance (sometimes herein called "BSCD").
- 1.2 **Seal.** The corporate seal or logo of BSCD shall be in such a form as the Coordinating Committee may from time to time determine.
- 1.3 **Intellectual Property.** BSCD is the owner and controlling body of all intellectual property used in the operation of the BSCD inclusive, but not limited to the following:
- (a) BSCD name
 - (b) BSCD seal, logo or other graphic elements regularly used by BSCD
 - (c) BSCD web site(s) and all contents of an BSCD website
 - (d) BSCD documents
 - (e) BSCD visual or audio media
 - (f) BSCD scheduled or impromptu event recordings

The use of the BSCD name, seal or logo, published documents (whether physical or electronic), visual or audio media, media recording of any BSCD event, whether scheduled or impromptu, is prohibited without the approval of the Coordinating Committee.

- 1.4 **Registered and Principal Office and Registered Agent.** The BSCD shall maintain a registered office in the State of Ohio and shall have a registered agent whose office address is identical with the address of the registered office, in accordance with the requirements of the State of Ohio relative to the requirements for corporations and/or non-profit corporation regulation.

ARTICLE II

Mission, Purpose and Governing Instruments

- 2.1 **Nonprofit Status.** The BSCD is a not-for-profit organization.
- 2.2 **Charitable Purpose.** The objects and purposes for which the BSCD is organized are as follows:

- (a) The Big Scioty Contra Dance is a community-based, not for profit, educational organization devoted to the promotion and enjoyment of contra dancing and related social dance forms, and to the nurturing of dancers, musicians and callers of such dance forms. BSCD is an affiliate of the Country Dance and Song Society and subscribes to its general purposes.
- (b) BSCD will conduct such activities conducive and/or incidental to the above purpose and consistent with the Articles of Incorporation.
- (c) BSCD shall not carry on any activities not permitted to be carried on by (a) companies incorporated in the State of Ohio, (b) (if BSCD is a non-profit incorporated under the State of Ohio) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (c) a corporation in contributions to which are deductible (non taxable) under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law
- (d) In the event of dissolution of BSCD, the residual assets of the organization will distributed as per the instructions of the Coordinating Committee. If BSCD has tax-exempt, non-profit status, then the residual assets will be turned over to one or more organizations. which themselves are tax exempt as a contra dance organization as per Section 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1954 or corresponding sections of any prior or future Internal Revenue code, or to the federal, state, or local government of exclusive public purpose.

2.3 Governing Instruments. The BSCD shall be governed by its articles of incorporation and these bylaws.

ARTICLE III Membership

- 3.1 Eligibility.** Any individual subscribing to the purpose and principles of the BSCD may become a member by application on the standard BSCD membership form and by paying the required dues.
- (a) Classes of membership, if any, age limits, and the cost of membership per class shall be as from time to time determined and established by the Coordinating Committee.
 - (b) Membership in the BSCD shall be on an annual basis. The “membership year” is defined as September 1st through August 31st of the following year.
 - (c) The Coordinating Committee is authorized to change the “year” from time to time as it deems appropriate.

- 3.2 **Honorary or Scholarship Membership.** It is recognized that, upon occasion, financial hardship, health, charitable or other considerations might prompt the Coordinating Committee to extend an honorary or scholarship general membership for a membership year without payment of dues to persons or classes so designated by the Coordinating Committee. Such special memberships are subject to and must be reviewed for renewal by the Coordinating Committee at the beginning of each membership year. Honorary or scholarship members are not afforded the privileges of voting or holding office.
- 3.3 **Voting.** A member in good standing is an adult whose membership dues are paid in full for the current membership year.
- (a) An adult voting member is defined as a BSCD member in good standing of 18 years or older with each adult voter having one vote. In the event that the Coordinating Committee shall establish a group or family membership, each adult of that group or family will have one vote.
 - (b) Members in good standing are eligible to vote on issues at any meeting specifically designated as an “open membership” meeting.
 - (c) All votes will be determined by a simple majority vote of quorum.
 - (d) Members may exercise the right of proxy voting on published and specified meeting topics for which a proxy vote is offered. The published or emailed proxy must be received at the specified physical or email address prior to the start of the meeting to which it is applicable. Proxy votes received after the start of the meeting will not be counted.
- 3.4 **Annual Meeting.** The Annual Membership Meeting of BSCD shall be held at the beginning of each membership year in September or at another time as approved by the Coordinating Committee.
- (a) The Coordinating Committee may change the date of the BSCD Annual Membership Meeting from September to a time within the first three months of any membership year. Under no circumstances may a period greater than 14 months lapse between BSCD annual membership meetings.
 - (b) Notice of the Annual Membership Meeting along with the agenda and the text of any Bylaw changes shall be available to the membership no less than 10 days and one BSCD dance prior to the annual meeting. A proxy form will be available at the dance and/or emailed/mailed to each member.
 - (c) Topics or considerations for the annual membership are:

- a. Bylaw changes
- b. Nominations, acceptance, confirmation/election of the Coordinating Committee. (see 4.5, Rules of Nomination)
- c. Other significant business designated by the Coordinating Committee as public membership business
- d. Topics that would otherwise be assigned a Special Meeting (see 3.5) in the event that the successful petition for a Special Meeting occurs in close proximity to a pending Annual Membership Meeting.

3.5 Special Meetings. Special meetings of the membership of the BSCD may be called by the Coordinating Committee or by written petition presented by a BSCD member in good standing containing sufficient information to fully educate the membership relative to the purpose of the meeting. An announcement of the existence of the petition will be given at the next dance subsequent to the reception of the Special Meeting request petition. It is the responsibility of the petitioner to collect the signatures of not less than 10% of the adult members in good standing at that time. It is the responsibility of the Coordinating Committee to provide the petitioner with the number of signatures required to satisfy the petition requirements. Any topic acceptable as business during an Annual Meeting may be specified for a Special Meeting, however it is suggested that special meetings be called only when a general membership decision cannot wait for the Annual Membership Meeting.

The announcement of the Special Meeting date and agenda follows the same guidelines as the announcement of an Annual Membership Meeting. (See 3.4 (b))

Special meetings are held different from a general meeting as only the topic of the petition is on the agenda. A member of the Coordinating Committee, or a BSCD member designated by the Coordinating Committee, will chair the meeting. Any other general membership business, not directly related to the resolution of the petition, will not be presented during the meeting. After an “open” session wherein each member present has the opportunity to speak to the topic of the petition, a vote will be held. Proxy ballots must have been received before the start of the meeting. The decision is final.

- 3.6 Quorum.** At all “open membership” meetings of the BSCD, ten percent (10%) of the adult members in good standing that are entitled to vote in accordance with these bylaws and present in person or represented by written or emailed proxy, shall constitute a quorum.
- 3.7 Termination of Membership.** Voting membership in the BSCD is automatically cancelled for lack of payment of dues during an active membership year beyond a 30 day grace period commencing September 1st of the active membership year.

Membership may be cancelled or suspended for cases of conduct determined by a majority of the Coordinating Committee to be contrary to the interests, purposes, good will or welfare of the BSCD or for actions in violation of the articles of incorporation, bylaws, or other rules and regulations of BSCD as per the following process:

- (a) A violation of the responsibilities of membership by a member has been brought to the attention of the Coordinating Committee. Such violations could include, but are not limited to:
 - a. Continual offensive conduct during a BSCD dance or function, threats, physical violence, disruption of a BSCD dance or function, use of illicit drugs or other substance abuse during a BSCD function, etc.
 - b. Putting the BSCD at legal risk by conducting BSCD business in violation of a law under which BSCD is bound (Federal, State, Laws of incorporation, IRS laws, Non-profit rules, etc.).
 - c. Violation of the terms of these Bylaws (Unauthorized use of BSCD intellectual property, for example).
 - d. Theft of any sort within the scope of a BSCD activity, sabotage of BSCD activities or functions, damage to the BSCD reputation as a result of slander or illegal activities.

- (b) After carefully weighing all the evidence, the Coordinating Committee may do one of the following:
 - a. Dismiss the charges as unwarranted or of insufficient merit to warrant further action.
 - b. Issue a reprimand with suggestion for behavioral improvement. Further complaints on the same issue would warrant a suspension or cancellation of membership.
 - c. Issue a suspension of membership with a specific term.
 - d. Issue a cancellation of membership.

- (c) The decision to suspend or cancel a membership may be appealed via written request to the Coordinating Committee wherein a special committee of BSCD active members solicited by the Coordinating Committee will meet with the member in question to review the case.

- (d) After further review of the evidence and the response by the member, the special committee will make its recommendations to the Coordinating Committee. A Coordinating Committee meeting will be scheduled as soon as possible to consider the recommendation of the special committee decision. Generally, the decision and/or recommendations of the special committee will be followed. The decision of the Coordinating Committee is final.

- (e) The request for a hearing or review of the order for cancellation or suspension must be presented to the Coordinating Committee within 30 days of receipt of the cancellation/suspension notification by the member or before the end of the second BSCD scheduled dance after the notification, whichever is greater, otherwise the member waives all right to an appeal.

ARTICLE IV

Coordinating Committee

- 4.1 **General Powers.** The governance and control of the activities, financials and property of the BSCD shall be vested solely in the Coordinating Committee, The Coordinating Committee has the right to actively pursue the objectives of BSCD as stipulated in these bylaws and to supervise and authorize the disbursement of its funds.

Under no circumstances shall any action be taken by the Coordinating Committee which is inconsistent with the articles of incorporation (subject to the laws of the state in which the BSCD is incorporated), these bylaws, laws of the State of Ohio, or the State of Ohio Nonprofit Corporation Act.

The following actions cannot be performed by the Coordinating Committee without approval by the membership of the BSCD:

- (d) Dissolution of the BSCD
- (e) Changing the name of the BSCD
- (f) Amending the Articles of Incorporation
- (g) Amending the Bylaws of the BSCD

The Coordinating Committee is authorized to employ such person or persons including attorneys, accountants, agents, or assistants as it deems necessary or desirable for the administration or management of the BSCD and to pay reasonable compensation for the services performed and expenses incurred by such person or persons.

- 4.2 **Qualification and Composition.** The Coordinating Committee shall be composed of members in good standing of the BSCD who are interested and committed to the purposes, operation and furtherance of the BSCD. The Coordinating Committee consists of:

- (a) **Three Coordinators** representing the three critical and required functions of the BSCD:
 - a. **Programming/Talent Coordinator.** Oversees scheduling and contracts for dance venues, hiring bands, negotiation of band fees (inclusive of labor, travel, accommodations or other costs), and other associated functions.
 - b. **Financial Coordinator.** Responsible for maintaining the financial records, depositing and disbursement of funds, budget

considerations and all other financial management functions. The Financial Coordinator shall prepare financial reports at intervals specified by the Coordinating Committee, in response to BSCD responsibilities to Federal, State, IRS or other governmental body and for the Annual Membership Meeting.

The Financial Coordinator shall insure that necessary BSCD corporate and tax documents required by governmental agencies or other associations are up-to-date and posted or renewed on time, inclusive of but not limited to corporate, trademark or copyright registrations (if applicable) ; taxes, if applicable (standard or non-profit as appropriate); CDSS relationships (membership, group and event insurance, non-profit status, etc.) and any other financial filing or report that might be requested by any agency or group with which BSCD has a relationship.

The Coordinating Committee, upon recommendation or request by Financial Coordinator, may decide to have a different BSCD member be the comptroller of the organization with direct reporting responsibility to the Financial Coordinator. This member is appointed by the Coordinating Committee (see Delegating section below) and his position may be terminated by the Coordinating Committee at any time.

The Financial Coordinator is the primary signatory to the BSCD checking account and is responsible for the disbursement of funds via check or other monetary vehicle. The Financial Coordinator will establish the procedures by which monetary deposits are performed and disbursement requests are received and processed. The Committee may choose to appoint a second checking account signatory agent to facilitate a more rapid response to a disbursement request. This position may be terminated by the Coordinating Committee at any time. That member, preferably another member of the Coordinating Committee, is under the direct control of the Financial Director and will disperse checks only upon the authority and request of the Financial Director and only when the primary signatory is not available to process the payment. Any question relative to check authorization is to be referred back to the Financial Coordinator who will render a decision based upon the Coordinating Committee's policies, budgets and directives.

All payments to all vendors, including, but not limited to facilities, bands, government agencies, clubs, material or service organizations, persons for expense remunerations, the creation of petty cash or payment for any other form of expense will be processed through the BSCD checking account to maintain a paper trail of the transaction. If an entity requires or requests cash payment than a check will be issued, countersigned by that entity, and cashed for the same amount.

- c. **Volunteer Coordinator.** Responsible to organize the team(s) of volunteers required to smoothly conduct BSCD activities, including regular dances and special events.
- (b) **Members-at-Large.** Up to two members of the Coordinating Committee will serve as Members-at-Large (MALs). There is no specified task automatically assigned to a MAL. It is recognized that each MAL might have different management skills, interests or time commitments. The Coordinating Committee will work with each MAL to determine what responsibilities best suit that person and how he or she can best serve the Coordinating Committee and BSCD as a whole. In the event that a MAL is unable to perform his or her task(s) to the satisfaction of the Coordinating Committee, the Coordinating Committee has the right to modify, change or remove the tasks assigned to him or her. The MAL is subject to the same rules governing resignation or removal (4.6, 4.7) as any other Coordinating Committee member.
- (c) **New Position.** The Coordinating Committee may, at its discretion, create a new Coordinating Committee position if it is deemed necessary for the operation of the BSCD. This new position constitutes a major change in the governing structure of the Coordinating Committee and requires a change to the Bylaws and confirmation by the general membership. It should only be created if a committee or other delegated position cannot fulfill the job requirements. The Vacancy procedure (see 4.7) is to be followed by the Coordinating Committee to temporarily fill the new Coordinator position. The new Coordinator is designated “pro-tem” until the new position (a Bylaw change) is approved at the Annual Membership Meeting. If the Bylaw change is approved but the new pro-tem Coordinator is not elected/approved, the Rules of Nomination govern the election of a replacement and the then pro-tem Coordinator remains in that position until a replacement is elected.
- (d) **Committees.** Committees may be designated by the Coordinating Committee. Such committees might include special events (Winter Warm-up, MayApple Stomp, organization of a dance demonstration, etc.), sound team, dance coordination or any other function, whether a one-time or repeating event, as the Coordinating Committee deems appropriate. Committee heads are directly responsible to the Coordinating Committee. The Coordinating Committee will determine a committee’s scope and limits of responsibility, the level of its independent decision making and actions (including scheduling and financial consideration), its term of existence, its reporting responsibilities and metrics to determine the performance of the committee.
- (e) **Delegating.** The Coordinating Committee may delegate responsibilities to individual BSCD members who express a desire to aid the Coordinating Committee in a specific task or provide a needed service to the BSCD organization. Like a committee, individuals who volunteer to perform specific tasks are directly responsible to the Coordinating Committee. One

of the Coordinating Committee Coordinators will be assigned to directly monitor each delegation. The continued use of this individual's services is at the discretion of the Coordinating Committee.

(e) **Facilitator.** Following each Annual Meeting, members of the Coordinating Committee will appoint one Coordinator or MAL to serve as the Facilitator until the next Annual Meeting. This person will be responsible for (1) monitoring the activities of the Coordinating Committee and its appointed committees; (2) communicating BSCD-related issues and developments to the Coordinating Committee and its appointed committees; and (3) calling meetings of the Coordinating Committee when they become necessary.

4.3 **Appointment.** The Coordinating Committee consists of members of the BSCD community who volunteer to be responsible for the tasks of a particular Coordinator position. Appointment to a BSCD Coordinating Committee position occurs through election at the BSCD Annual Membership Meeting.

4.4 **Tenure.** There is no specific term of office for members of the Coordinating Committee Coordinators or of a Member-At-Large. However, the general membership, by its vote at the annual membership meeting, must either confirm its confidence in each current Coordinating Committee member through reelection, thus approving that Coordinator's or MAL's position on the Coordinating Committee for the coming membership year, or determine a new Coordinator from those nominated (See 4.5) or volunteering (See 4.3) for that position. The Coordinating Committee, by being a volunteer group, is self-limiting in tenure. It is the responsibility of a Coordinating Committee Coordinator to participate in an orderly transfer of responsibility to a new Coordinating Committee Coordinator in the event that circumstances warrant resignation. (See 4.6).

4.5 **Rules of Nomination.** Generally, a member qualified to fill a vacancy on the Coordinating Committee (inclusive of MAL) will be solicited by the Committee and recommended to the BSCD membership. (See additional information in 4.7) However, any member of the BSCD in good standing may be nominated or volunteer (self-nomination) to serve for any of the Coordinator positions on the Coordinating Committee by written notification to the Coordinating Committee. The nominations for a Coordinating Committee position and qualifying statements must be received by the Coordinating Committee at least 11 days and one dance prior to the Annual Membership Meeting or a special meeting called for the purpose of elections. All rules governing meeting notification and agenda apply to distribution of information on potential candidates for a Coordinating Committee position.

4.6 **Resignation and Removal.** Any Coordinator or MAL of the Coordinating Committee may resign from the Committee at any time by giving written notice to the Coordinating Committee Coordinators.

Any Coordinator or MAL of the Coordinating Committee may be removed from the Committee upon agreement of the rest of the Coordinators. A Coordinator or MAL removed from the Committee can request an appeal to that decision. The appeal must be registered with the Coordinating Committee within 30 days of removal of the Coordinator. Upon such a request, the Coordinating Committee will initiate a special meeting of the general membership within 30 days of that request to determine the outcome of the appeal. (See 3.5)

- 4.7 **Vacancies.** Any vacancy occurring on the Coordinating Committee shall be filled as soon as possible by (a) a Members-At-Large currently serving on the Coordinating Committee, if a MAL exists at that time, and if that MAL is determined by the remaining Coordinators to be qualified to perform the job, or (b) a volunteer solicited by and approved by the remaining Coordinators. In either case, that member will be a Coordinator Pro-tem. The approval of the appointee to the vacated Coordinator position is subject to election to that position at the next general membership meeting following the appointment. In the event that other BSCD members, in addition, have been nominated or have volunteered to fill the vacant position, a new Coordinator will be chosen at the meeting through election.
- 4.8 **Compensation.** The Coordinating Committee shall not permit any net earnings or capital of the BSCD to be paid out to any Coordinating Committee Coordinator, a Committee member or other private person or individual other than in payment of the fair value of goods or services provided by such person for services unrelated to the participation on the Coordinating Committee.

ARTICLE V

Meetings of the Coordinating Committee

- 5.1 **Regular Meetings.** The Coordinating Committee shall meet regularly at intervals, times and places as determined by the Coordinating Committee as necessary to properly conduct the business of the BSCD.
- 5.2 **Decisions.** The Coordinating Committee Coordinators shall determine the manner by which decisions will be decided whether by consensus, vote, or a mixture as per what would seem appropriate to the decision type under consideration.
- 5.3 **Quorum.** For a called Coordinating Committee meeting, the presence of at least half of the Coordinating Committee Coordinators constitutes the quorum whether held in a specific location, via conference call or via a virtual Internet meeting. Committee heads requested to be in attendance at any particular meeting are not part of the required quorum.
- 5.4 **Manner of Action.** Decisions made by the Coordinating Committee, whether by consensus or majority vote constitute an act of the Committee.
- 5.5 **Telephone, Internet or Similar Forms of Meeting.** Directors may hold meetings by means of telephone conference calls, Internet conference methods, multiple

emails or any other meeting method if the Coordinating Committee members agree to the type of meeting mode. If committee heads or other BSCD members are requested to be in attendance then the method of meeting, either at a physical location or by some virtual method must be such that all required attendees are able to fully participate in the meeting process.

5.6 Formal Action without a Formal Meeting. Any action which might be taken at a physical Coordinating Committee meeting can be taken without a formal meeting if all the Coordinators of the Coordinating Committee are involved in the decision and are in consensus as per (see 5.5). That decision is to be recorded in the minutes of the next regular meeting of the Coordinating Committee.

5.7 Disputes Relative to Meeting Conduct. The Coordinating Committee shall conduct its meeting in a manner best suited to the temperament of its members. However, in the event that a dispute arises relative to meeting procedures, Robert's Rules of Order will be considered the authority on meeting protocol. The "gavel" will be handed to a MAL, if present; otherwise a Coordinating Committee Coordinator will be designated by the flip of a coin. That Coordinator's vote will count in any decision determine while under his gavel.

ARTICLE VI

General Provisions

6.1 Conflict of Interest. Each Committee member is required to disclose any conflict of interest that might impact the operation of the Committee.

6.2 Minutes and Records. The Coordinating Committee shall record the minutes of its meeting which will be maintained in a permanent archive. Although there is no designated Secretary on the Committee, the Committee may solicit a volunteer from the general membership to act as a scribe or determine who among the Coordinating Committee (including MALs) is responsible for this function. Meetings that occur via telephone, Internet or similar forms of meeting shall also be recorded and archived. Notice of decisions and copies of the minutes shall be available to all members of the Coordinating Committee.

The BSCD shall keep, at its principal office, a record giving the names and addresses of the directors and officers, articles of incorporation, bylaws, Committee resolutions, the minutes of meetings, records of actions, financial statements, annual reports and any other information required under Federal or State of Ohio law.

6.3 Membership List. An up-to-date membership list shall be maintained the Coordinating Committee. For security considerations, that list will only be available to members in good standing. If a listing is published to active members, any BSCD member may "opt-out" of this public listing or limit what personal information may be published in it. However it is the responsibility of each BSCD member to inform the Committee when a change in a member's address or contact information occurs in order to maintain an efficient means of

communication for official BSCD announcements, calendar publications, meeting notifications and proxy procedures.

- 6.4 **Fiscal Year.** BSCD shall keep its books on a fiscal year basis to run from the first day of January to the last day of December. The Coordinating Committee is authorized to fix the fiscal year of the BSCD and to change the same from time to time as it deems appropriate.
- 6.5 **Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these bylaws shall be invalid or inoperative, so far as is reasonable and possible:
- (a) The remainder of these bylaws shall be considered valid and operative; and
 - (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 6.6 **Contents and Headings.** The table of contents and headings used herein are for organization and convenience and shall not affect the substance or interpretation of these bylaws.
- 6.7 **Relation to Articles of Incorporation.** These bylaws are subject to, and governed by, the Articles of Incorporation.
- 6.8 **Affiliation.** The BSCD is affiliated with the Country Dance and Song Society (CDSS) and subscribes to the general purposes of the CDSS.

ARTICLE VII

Amendments

- 7.1 **Power to Amend.** The Articles of Incorporation or bylaws of the BSCD may be amended. Changes to the Articles of Incorporation or the Bylaws shall be approved in whole or part by a 2/3 majority vote of quorum of the BSCD membership present or represented by a written or emailed proxy at the Annual Membership Meeting or at a Special Meeting called for this purpose. Potential amendments originate as follows:
- (a) The Coordinating Committee adopts a resolution setting forth the proposed amendment.
 - (b) Twenty percent (20%) of the BSCD membership in good standing approves a written petition setting forth the proposed amendment with a request for submission to the next BSCD Annual Membership Meeting. The request and petition must be presented to the Coordinating Committee at least 11 days and one dance prior to the membership meeting at which it will be presented.