

Bylaws

Established for California Dance Co-operative, Inc.

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Document Revision History

Date	Version	Revision	Editor	Articles
12/17/22	4.0	Revisions include: <ul style="list-style-type: none"> • Added Inc. to the name of the organization. • Redefined the terms “producers” and “affiliates”. • Added positions to the Board for producers of annual dance events and for officers. • Clarified and expanded upon election and resignation of different types of Directors. • Clarified the role of Secretary. • Votes that required approval by majority of the full Board now require approval by majority of the quorum (except voting to amend the bylaws). • Edited wording for clarity. Reorganized sections. 	Cyndia Zumpft-Klein, Frannie Marr, Renée Camus, Zofii Kaczmarek	I, IV, V, VI
07/04/2004	3.0	Updated document for readability. Applied formatting, headings and Table of Contents. No change to document content.	Dixie Swanson	Formatting only
11/24/2002	2.0	Amended by the Board of Directors		
11/13/1999	1.0	Approved by the Board of Directors		All

Article I: Name

The name of this organization is California Dance Co-operative, Inc. (hereinafter referred to as the Co-op).

Article II: Purpose

The Co-op is a non-profit organization for educational purposes. The purpose of the Co-op is to promote the study, preservation, and enjoyment of traditional and historical dance and music, primarily those of the United States, Canada, and the British Isles.

Article III: Membership

The organization shall have no members.

Article IV: Production of Events

Events can be produced in two different ways:

1. by affiliate groups (hereinafter known as Affiliate Producers) that are financially responsible for the success of their events,
2. or by individuals volunteering under the oversight of the Co-op Board of Directors (hereinafter referred to as the Board). These individual volunteers (hereinafter known as Co-op Producers) are responsible for producing particular recurring dance events, but are not financially responsible for the success of their events.

Section A: Affiliate Groups

Groups whose activities promote the objectives of the Co-op may become Affiliates. Such affiliation with the Co-op is exclusive of affiliation with any other organization, with the exception of the Country Dance and Song Society. Approval of affiliation requires a vote of two-thirds of a quorum. The date of this vote is the start of the affiliation of this group.

Affiliate groups sponsor their own events and are financially responsible for the success of their events. All events sponsored by Affiliates must meet the requirements set forth by the Board. Affiliates will operate as independently as possible within the constraints of the Co-op's bylaws, policies, and non-profit status. Affiliates will compensate the Co-op with a percentage of their revenue to support the Co-op's external costs, such as insurance.

The Co-op shall maintain active supervision of the actions of each Affiliate and, as the federally-recognized 501(c)3 organization, shall have responsibility for, and retain ownership of, the assets associated with the affiliate.

Section B: Co-op Producers

Co-op Producers are volunteers who have taken on the responsibility of a monthly dance or a dance-camp weekend on behalf of the Co-op.

All events run by Co-op Producers on behalf of the Co-op must meet the requirements set forth by the Board. Co-op Producers are required to track attendance, collect revenue, and make arrangements for payment of expenses. Co-op Producers need to report the income and expenses to the Co-op Treasurer. Co-op Producers must submit any profits from the dance or requests for reimbursement.

The Co-op shall have responsibility for, and retain ownership of, the assets associated with the Co-op. Co-op Producers are not financially responsible for the success of their dances; all profits and losses will be passed onto the Co-op.

Section C: Termination of Affiliates

The Co-op shall terminate affiliation with a group whose activities are not consistent with the purposes or the 501(c)3 status of the Co-op. Any affiliate may be removed, after notice and opportunity to be heard, by a two-thirds vote of a quorum. Any affiliate may remove itself from the Co-op by submitting written notice to the President. When affiliation is terminated, assets associated with the former affiliate group shall be retained by the Co-op, unless the Affiliate submits a written request within one year to the President of the Co-op Board that the assets be transferred to another 501(c)3 organization.

Article V: Board of Directors

Section A: Powers

The Board has sole responsibility and authority for all business matters of the Co-op. All powers and activities shall be exercised and managed directly by the Board or, if delegated, under the ultimate direction of the Board.

Section B: Composition

The Board shall be composed of

- Affiliate-Directors: A representative Affiliate Producer for each Affiliate group
- Co-op Producer-Directors: A representative Co-op Producer for each recurring dance event (including monthly and annual events).
 - A Co-op Producer-Director for each monthly dance event must serve on the board, but it is optional for annual events to have a Co-op Producer-Director serving.
- At-Large Directors: Two members of the general community
- Officer-Directors: A President, Secretary, and Treasurer

The same person can fulfill more than one of these designations. (For example, a Co-op Producer-Director can also be President. A Treasurer could also be considered an At-Large Director, but does not need to be. A single Co-op Producer-Director could represent multiple recurring dance events.)

Each Director shall have only one vote. Directors may not vote by proxy.

Section C: Meetings

The Board shall hold at least four regularly scheduled meetings per year, which shall be open to the general dance community. A meeting must be attended by a quorum of the Board to be considered a board meeting and to transact Co-op business.

Special meetings may be called by the President or by any two Directors of the Board.

Section D: Quorum

Two-thirds of the Directors in office as of the date of the meeting shall constitute a quorum.

A meeting at which a quorum was initially present may continue to transact business, despite the departure of any Directors during the meeting, as long as any action taken is approved by at least a majority of the required quorum.

Section E: Annual Election Meeting

Elections to the Board shall take place in the fall at one of the annual meetings, hereinafter referred to as the Election Meeting.

During election votes at this meeting, only current board members should be present in the room. Non-board members may be present before and after voting takes place.

Part 1: Affiliate-Directors

At the Election Meeting, an organizer from each Affiliate group should nominate a Director to represent that Affiliate (either a self-nomination or a nomination of another member of the Affiliate organization). The nominated Director should be present at the meeting and must be approved by a majority vote. These Directors may serve as many terms as they desire, subject to renomination and approval by the Board.

Part 2: Co-op Producer-Directors

At the Election Meeting, a Co-op Producer responsible for each recurring dance event should nominate a Director to represent that dance (either a self-nomination or a nomination of another Co-op Producer of that particular dance). The nominated Director should be present at the meeting and must be approved by a majority vote. These Directors may serve as many terms as they desire, subject to renomination and approval by the Board.

Part 3: At-Large Directors

At the Election Meeting, two At-Large Directors representing the community of dancers shall be nominated by the Board. The nominated Directors should be present at the meeting and must be approved by a majority vote. At-Large Directors may not be dance producers, callers, musicians, or anyone in a position to derive financial advantage from the activities of the Co-op. At-Large Directors may serve no more than five consecutive one-year terms.

Part 4: Officer-Directors

The Officer-Directors shall consist of a President, Treasurer, Secretary, and such other officers as may, from time to time, be determined by the Board. These Directors have a vote on the Board like any other Director, but will also hold responsibilities associated with their Officer position as described in the relevant sections below.

At the Election Meeting, a Director shall be nominated by the Board for each Officer-Director position. The nominated Directors should be present at the meeting and must be approved by a majority vote. Officer-Directors shall serve no more than five consecutive one-year terms.

Section F: Term of Office

All Directors' terms of office run from January 1 through December 31.

Section G: Resignation and Replacement of Directors

A Director may resign from the Board at any time and leave a vacancy to be filled. Resignation shall be effective upon receipt of written notice by the President and Secretary.

Co-op Producer-Directors and Affiliate-Directors must nominate in writing a replacement representative to fill the remainder of the unexpired term.

Vacancies for At-Large Directors and Officer-Directors may be left unfilled until the Board votes on a replacement.

A replacement for any Director vacancy can be nominated at any meeting and must be approved by a majority vote.

In the event of vacancies on the Board, the remaining Directors may exercise the powers of the full Board until the vacancies are filled.

Section H: Removal of Directors

A Director may be removed by the Board if they have willfully violated the Bylaws, demonstrated gross negligence, or been absent for three consecutive meetings. In these cases, a two-thirds vote is required for removal.

Section I: Payment

Directors may not be paid compensation for their services as Directors of the Board.

Section J: Inspections

Any Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of the Co-op, and to inspect the physical properties of the Co-op.

Article VI: Officer Duties

Section A: President

The President shall have general supervision of all business affairs, shall preside at Board meetings, and, with the Treasurer, shall sign all contracts for the organization.

Section B: Treasurer

The Treasurer shall collect, deposit, and disburse funds as directed by the Board; shall keep accurate financial and business records of the organization; shall prepare and submit an annual financial report to the Board; and, with the President, shall sign all contracts for the organization.

Section C: Secretary

The Secretary shall take and circulate full minutes of all Board meetings to the Board and make them available to the general community when requested; shall make known to the general community notices of meetings and vacancies to be filled; shall maintain current copies of the rules and policies as decided by the Board; shall provide these to any group applying for affiliation; and at the annual meeting shall distribute copies of any documents that have been revised during the preceding year.

Section D: Delegation of Authority

The President and the Treasurer each may authorize another Board member to sign contracts on their behalf.

Each officer may delegate their duties to another Board member.

Article VII: General

Section A: Fiscal Year

The Co-op's fiscal year shall be January 1 through December 31.

Section B: Use of Earnings

No part of the Co-op's net earnings shall inure to the benefit of private individuals. The Co-op shall not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

Section C: Dissolution

In case of dissolution of the Co-op, the assets of the Co-op shall be transferred to the Country Dance and Song Society or another 501(c)3 organization as determined by the Board.

Article VIII: Amendments

These bylaws may be amended by a vote of two-thirds of the full Board. A written notice of proposed amendments must be provided to all Directors at least 30 days before the vote; the notice must state the proposed changes.