

**AMENDED AND RESTATED BYLAWS**

**OF**

**PUDDLETOWN SQUARES NW**

**Effective:** \_\_\_\_\_

## **ARTICLE 1. PURPOSE**

**1.1 Purpose.** Puddletown Squares NW, also known as “Puddletown Squares” (referred to herein as “Organization”) is a non-profit corporation whose purpose is to promote the American folk-art of Modern Western Square Dancing for the benefit of Seattle’s Lesbian, Gay, Bisexual, and Transgender (LGBT) community and the community at large by:

**1.1.1.** Providing gender-neutral educational programs, workshops, and public dance events, without discrimination based on gender, gender identity or sexual orientation.

**1.1.2.** Educating, supporting, and assisting by financial scholarships or otherwise, the development of square dance callers who intend to work within the LGBT square dance community.

**1.1.3.** Aiding, supporting, and assisting by gifts, contributions, or otherwise, other corporations, non-profit organizations, funds, or foundations organized for similar purposes and in support of similar goals.

## **ARTICLE 2. OFFICES**

### **2.1 Principal Office**

The principal office of the Corporation shall be located at such place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

### **2.2 Registered Agent and Office**

The Corporation shall continuously maintain within the State of Washington a Registered Agent and a Registered Office as required by the Nonprofit Corporation Act of the State of Washington. The Registered Agent for the Corporation may be changed from time to time by the Board. To be effective, notice of any change in the registered agent or registered office must be filed with the office of the Secretary of State of the State of Washington.

## **ARTICLE 3. MEMBERSHIP**

### **3.1 Eligibility**

Membership is open to any person who is enrolled in or has graduated from any Mainstream Program in Modern Western Square Dancing (“MWSD”) and who supports the purposes of the organization, regardless of race, creed, gender, nationality, ethnicity, marital status, gender identity or sexual orientation. An eligible person is considered a member in good standing upon

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full payment of relevant dues or class tuition fees, with all associated rights and privileges.

### **3.2 Membership Year**

The membership year is defined as October 1 through September 30.

### **3.3 Membership Categories and Rights**

Membership categories and the rights associated with each Membership category shall be determined by the Board.

### **3.4 Limitations on Membership**

3.4.1 No member may receive any personal income from the organization except for explicitly contracted services rendered to the organization. Decisions to contract for services must be ratified by the board and executed on behalf of the organization by person(s) designated by the board. However, any member may be reimbursed for approved expenses incurred on behalf of the organization.

3.4.2. Power to establish and maintain any relationship or contract with any financial institution on behalf of the organization is limited to those designated by the board.

3.4.3 No member may use the organization or the organization's name to further any political agenda or election.

### **3.5 Revocation of Membership**

3.5.1 The Board maintains the right to suspend or revoke the membership of any member determined to have repeatedly engaged in inappropriate behavior at any event sponsored by or representing the organization.

3.5.2. The Board will set protocol for confidential hearing and handling any member complaints of inappropriate behavior and shall include it in the Standard Operating Procedures Manual ("SOP.")

### **3.6 Dues and Fees**

3.6.1 The amount and schedule for payment of dues and class fees will be set/changed as a part of the annual budgeting process, as detailed in SOP

3.6.2 The dues and fees will be processed and deposited by the Treasurer or a person designated by the Treasurer.

3.6.3 No individual will be denied membership because of inability to pay dues/fees. Board will provide procedure in SOP to request partial or full waiver of an individual's dues/fees for reasons of financial hardship. Requests will be held in strict confidence.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 General Powers**

The affairs of the Corporation shall be managed by the Board of Directors.

### **4.2 Directors**

#### **4.2.1 Number**

The Board of Directors shall be composed of no fewer than seven (7) and no more than twelve (12) voting members, none of whom shall be employed by the Corporation. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

#### **4.2.2 Composition of Board**

The Board shall consist of the currently serving President, Immediate Past President, Vice President, Secretary, and Treasurer (defined as “Board Officer Directors”), plus one director elected from each Dance Program which meets the qualifications outlined below (defined as “Program Directors”). All Board Directors must be current full Members in good standing during their tenure on the Board.

a. Any Dance Program at which there are at least eight full members in good standing, who choose to be identified with that Dance Program, will be entitled to elect one (1) Director to the Board.

b. Regardless of Program membership numbers, the Mainstream Dance Program will always be entitled to elect at least one (1) Director to the Board.

#### **4.2.3 Term of Office**

The Board Officer Directors shall each serve two (2) year terms and the other Directors shall serve one (1) year terms. All terms begin on the first day of the month following election.

#### **4.2.4 Election of Directors/Officers**

a. Elections for the Board Officer Directors will be held at the AGM. The elections for President and Secretary will occur in odd number years and the elections for Vice President and Treasurer will occur in even number years.

b. Program Directors will be elected at Dance Program caucuses by the full members in good standing at the AGM. A member may vote in only one caucus and each member may choose to caucus with their current dance level or any dance level below their current level.

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#### **4.2.5 Vacancies**

a. A vacancy in a Board Officer Director position, shall be filled by the affirmative vote of a majority of all the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

b. A vacancy in a Program Director position shall be filled by an affirmative vote of a majority of the remaining Directors. The person who fills a vacancy shall serve the unexpired terms of his or her predecessor in office.

#### **4.3 Annual Meeting**

The annual meeting of the Membership shall be held between September 1 and October 31 of each year, at such date and time as shall be specified by the Board of Directors, for the purposes of electing Directors and transacting such other business as may properly come before the meeting.

4.3.1 Quorum at Annual Meeting. For any meeting of the general membership, including the Annual Meeting, a quorum is defined as forty percent (40%) of the Full Membership Members.

#### **4.4 Board Meetings**

Meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors or, in the case of a committee meeting, by the committee chairperson. The person or persons authorized to call meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

#### **4.5 Board Meetings by Technology**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or any other communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **4.6 Notice of Board Meetings**

Notice of the annual meeting will be given to all Members no later than thirty (30) days in advance of the meeting and may be given in the newsletter, by email, on the member only section of the organization website and/or by postcard, and no later than seven (7) days before the annual meeting, the Board will provide a proposed agenda and a list of those known to be running for Board position. Notice of regular or special Board meetings will be provided to the entire membership no later than seven (7) days in advance and may be given by email and/or the

members only section of the organization website. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

#### **4.7 Wavier of Notice**

##### **4.7.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

##### **4.7.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **4.8 Quorum**

A majority of Board Officer and Program Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

#### **4.9 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

#### **4.10 Presumption of Assent**

A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.11 Action by Board Without a Meeting**

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Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. A signed consent may be sent by email. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of the Board meeting. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

#### **4.12 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.13 Board Committees**

**4.13.1 Standing Committees.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint standing committees, each of which shall consist of two or more members in good standing. Such committees shall have and exercise only such authority as the Board of Directors grants. No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets to the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of responsibility imposed upon it, him or her by law.

##### **4.13.2 Quorum; Manner of Acting**

A majority of the members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

##### **4.14.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, Secretary or chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time

specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE 5. OFFICERS OF THE CORPORATION**

### **5.1 Number and Qualifications**

The officers of the Corporation shall be President, Immediate past President, Vice President, a Secretary and a Treasurer. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **5.2 Election and Term of Office**

The elections for President and Secretary will occur in odd number years and the elections for Vice President and Treasurer will occur in even number years. The officers of the Corporation shall be elected by the members at the AGM as provided by these Bylaws. Unless an officer dies, resigns or is removed from office, he or she shall hold the office for two years.

### **5.3 President**

The President shall be the chief executive officer of the Corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties are assigned to him or her by the Board from time to time.

### **5.4 Vice President**

In the event of the death or resignation of the President or his or her inability to act, the Vice President shall perform the duties of the President, until a new President is elected by the Board. Vice Presidents may have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice Presidents shall perform such other duties as from time to time may be assigned by the President or the Board.

### **5.5 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and

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minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **5.6 Treasurer**

The Treasurer shall provide oversight to assure secure custody of all funds and securities of the Corporation; shall assure receipt of and providing receipts for all moneys due and payable to the Corporation from any source whatsoever, and the deposit of all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; shall sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

## **ARTICLE 6. VOTING**

### **6.1 Voting Procedures**

a. A quorum of full members in good standing must be established, in order to validate an election. Authorized proxies will be counted as part of quorum determination.

b. Board members will be elected by a simple majority of the quorum of full members present or represented by proxy, or by a simple majority of those voting in program caucuses, as applicable.

c. Voting will be by show of hands unless there is more than one candidate for an office, or by request, in which case voting will be by written ballot.

d. In the event of a tie for any office, a second vote will be taken following discussion. Proxy ballots will also be recounted.

e. In the event of a continuing tie, a runoff election will be held at a special meeting convened for only that purpose, within two weeks after the AGM.

### **6.2 Voting by Proxy**

a. Any full member in good standing may assign a vote by proxy, in writing, to any other specific member in good standing to vote on his/her behalf

b. Proxy forms will be made available to all members for the purpose of assigning a proxy.

c. The format and procedures for acceptance of proxies shall be as outlined by the Board in the SOP.

## **ARTICLE 7. ADMINISTRATIVE PROVISIONS**

### **7.1 Books and Records**

The Corporation shall keep at its principal or registered office, copies of its current Articles of Incorporation and Bylaws minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any Director.

### **7.2 Accounting Year**

The accounting year of the Corporation shall be the twelve months ending September 30

### **7.3 Loans Prohibited**

No loans shall be made by the corporation to any officer or to any Director

### **7.4 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## **ARTICLE 8. AMENDMENTS**

### **8.1 Proposal**

Directors shall propose amendments to the bylaws

### **8.2 Notification**

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The Board will notify the membership of the proposed change as part of their 30 day advance notification of AGM, and will repeat the notice as part of their 7 day advance distribution of the AGM agenda.

### **8.3 Ratification**

- a. Amendment proposal will be presented as part of the AGM agenda, under “New Business”
- b. Motion to accept the amendment will be accepted, and after second, discussed.
- c. Vote for or against ratification will be by written ballot only.
- d. Ratification of the amendment, and its inclusion into the bylaws, will be complete upon approval by a simple majority of the established quorum (40% of full membership)

The foregoing Amended and Restated Bylaws were adopted by resolution of the Membership on October \_\_\_\_\_, 2017

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Secretary