

Harrisburg Area Contra Dance Association

BYLAWS

Bylaw I: Name

The name of the organization shall be the Harrisburg Area Contra Dance Association, also known as HACDA. (“Association,” “Corporation”).

Bylaw II: Purpose

The purpose of the Corporation shall be to teach, promote, pass on, and enjoy the folk dance form known as contra dancing.

Bylaw III: Board of Directors

The governing body of the corporation shall be a seven-member Board of Directors, which shall be responsible for setting all policies and overseeing all business matters for the Corporation. The Board shall be composed of four officers, the immediate past president, and two directors. If the immediate past president is unable or unwilling to serve, a third director will instead be elected. These elected members of the Board shall serve until their successors are duly elected and begin serving their term.

Bylaw IV: Oversight and Liability

The Board shall be responsible for monitoring dance events and maintaining a comfortable atmosphere for all dancers. The Board shall investigate all reports of inappropriate behavior and promptly address each situation as necessary. The Board shall also ensure that each event is run smoothly and work to improve events as appropriate.

The Association shall not be responsible for any injuries that occur during its events. All participants dance at their own risk. The Association, however, shall take reasonable precautions to provide a safe activity environment.

Bylaw V: Election of Officers and Directors

Section 1: Nominations

The Board of Directors shall appoint an individual to seek new nominees for the Board, not later than 60 days before the upcoming annual meeting. The individual shall notify all Association members of the nominated persons at least 30 days before the annual

general membership meeting. Additional nominations, which are reserved to the general membership, may be submitted to the individual until and including the general membership meeting when the elections are held, providing that the person nominated is present to accept the nomination and is willing to be listed as a candidate.

Section 2: Election of Officers and Non-Officer Directors

Elections shall be held at the annual general membership meeting. The method of voting shall be at the discretion of the Board. However, if there is more than one nominee for any one office or non-officer directorship, the election shall be by secret ballot and by plurality vote. Only members whose dues are current at the time of the vote shall be permitted to vote or run for office.

Section 3: Term of Office

Officers and non-officer directors shall be elected annually. No officer shall serve more than three consecutive one-year terms in their respective office. No non-officer director shall serve more than four consecutive one-year elected terms.

Section 4: Qualification of Officers and Directors

New officers and non-officer directors of the Board of Directors shall assume their duties on the first day of the month following their election.

Section 5: Disqualification

When any officer or non-officer member of the Board of Directors of the Association fails to attend three consecutive meetings of the Board of Directors or of the general membership or any combination thereof, without having a valid reason for absence, as determined by the remaining officers and non-officer directors, the office or directorship shall be declared vacant. An office or directorship shall be declared vacant immediately upon the death or resignation of any officer or non-officer director.

Section 6: Removal of Board Member

A member of the Board may be removed from office by a majority vote of the entire membership or by two-thirds majority vote of the entire Board of Directors. The Board member shall be given reasonable notice and an opportunity to be heard.

Section 7: Vacant Officer and Director Positions

In the event of a vacancy in the office of President, the Vice-President shall immediately succeed the President. All other officer and non-officer director positions shall be filled by a majority vote of the remaining officers and non-officer directors. Persons selected to fill vacant positions shall serve the remainder of the unexpired term.

Section 8: Voting

Voting at meetings of the Board of Directors shall be by majority rule, with each Board member having one vote. Officer and non-officer members of the Board may not vote on issues that may result in their individual financial gain.

Bylaw VI: Duties of Officers

The Association officers shall have the following duties, as well as any other duties assigned by the Board of Directors:

Section 1: The President

The President shall: (1) oversee and coordinate the activities of the Board to ensure the smooth operation of the Association, (2) when in attendance preside over and conduct meetings in an orderly fashion, (3) supervise all correspondence sent by the Association, (4) be an ex-officio member of all committees, (5) call special meetings of the Association membership and of the Board of Directors, (6) appoint all Committee chairpersons and delegates to affiliated organizations, and (7) procure a yearly audit or review of the Association's financial records by a person who was not a member of the Board of Directors during the period being audited.

Section 2: The Vice-President

The Vice-President shall: (1) assist the President in all duties and functions of the Association, (2) preside over all meetings in the absence of the President, (3) fulfill the duties of any vacant office until such time as the vacancy is filled, and (4) perform such administrative duties as assigned by the President.

Section 3: The Secretary

The Secretary shall: (1) take and prepare minutes of all meetings of the Board of Directors and the general Association membership and ensure that the minutes are available to all Board members, (2) maintain the official copy of the Association's Constitution and Bylaws, and (3) prepare non-financial correspondence on behalf of the Association.

Section 4: The Treasurer

The Treasurer shall: (1) be responsible for handling all of the Association's finances, accounts, reports, and financial correspondence, (2) supervise the preparation of any tax returns or other reports required to be filed by the Association, (3) supervise the payment of the Association's bills and debts, as authorized by the Board of Directors, (4) maintain the Association's financial records for seven years, (5) provide at each meeting of the Board of Directors and general Association membership a report of the

Association's cash receipts and disbursements and overall financial status, (6) collect all dues and fees from Association members and maintain a list of members in good standing, (7) deposit all receipts to the Association's bank account, and (8) prepare a yearly financial statement of operations.

Section 5: Non-Officer Directors

Non-officer members of the Board of Directors shall have such duties as determined by the Board of Directors.

Bylaw VII: Membership and Dues

Any person, regardless of sex, race, color, religious creed, ancestry, national origin, handicap, sexual orientation, or disability, may become a member upon submission of an application form prescribed by the Board of Directors, signed by the applicant and accompanied by payment of the first year's dues. Membership in the Association is not, however, a prerequisite to participation in any of its activities, except with respect to voting or holding office or directorship.

Dues and admission fees are to be set by the Board of Directors following a review of the Corporation's financial condition and dues structure.

The fiscal year of the corporation is defined as August 1 through July 31 of each year.

Bylaw VIII: Delinquent Members

Any member whose dues are not current shall be considered delinquent and no longer a member in good standing.

Bylaw IX: Meetings of the Association's Membership

An annual general meeting of the Association's membership shall be held in May or June of each year on a date to be selected by the Board, at which time there shall be an election of officers and non-officer directors of the Board. At least 30 days written notice must be given to the membership, via email, website, poster at the dance, or other means.

Bylaw X: Quorum

Fifteen members or 50 percent of the membership, whichever is smaller, shall constitute a quorum for the election of officers and non-officer directors. A majority of the Board of Directors shall constitute a quorum for the transaction of all other business.

Bylaw XI: Meetings of the Board of Directors

The Board of Directors shall meet at least four times yearly. The time and place of meetings will be decided by the Board of Directors.

Bylaw XII: Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Bylaw XIII: Committees

The President shall appoint all committee chairs and delegates to affiliated organizations. Any committee member or delegate may be removed at the discretion of the President, subject to confirmation by the Board of Directors. The President shall be an ex-officio member of all committees.

Bylaw XIV: Amendments

These Bylaws may be amended by a two-thirds vote at any meeting of the General Membership or any meeting of the Board of Directors to which the general membership has been invited, provided that the notice of the meeting contains the proposed amendment along with instructions to obtain the complete text of the amendment. Any member of the Association may propose an amendment to the Bylaws, and such proposal shall be included in the notice of the meeting. Votes may be cast by any member in attendance whose dues are current at the time of the vote.

Bylaw XV: Compensation

No part of the income of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of these Bylaws.

Bylaw XVI: Corporate Activities

Notwithstanding any other provision of these Bylaws, the Corporation shall not involve itself in any other activities not permitted to be carried on (a) by 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of, nor against, any candidate for public office.

Bylaw XVII: Dissolution

The Corporation may not be dissolved except by a vote of the Association membership, and the voting procedure shall be the same as those provided for in Bylaw XIV, Amendments, and in compliance with the appropriate provision of laws. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the remaining corporate assets to such organization or organizations, as in their judgment have purposes most closely aligned to those of this Corporation, provided the transferee organization(s) shall then be qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and have been in existence and so qualified for a continuous period of at least 24 calendar months.

Any of the remaining assets not so distributed by the Board of Directors shall be disposed of by the court having jurisdiction of dissolution and liquidation exclusively to such organization(s) of similar purposes, as the court shall determine, which are then qualified tax-exempt organizations as defined above.

Originally adopted October 8, 1999

Revised February 22, 2002

Further revised May 10, 2013