

# **BYLAWS OF THE GLENVIEW SQUARE DANCE CLUB**

**EIN: 36-6633757**

**Adopted: April 9, 2016**

**Effective: May 15, 2016**

**Amended: January 28, 2017**

## **ARTICLE I – NAME & PURPOSE**

### **Section 1: Name**

The name of this organization shall be The Glenview Square Dance Club hereinafter referred to as The Club.

### **Section 2: Purpose**

The Club's purpose is to teach and promote square dancing and promote round dancing through the sponsoring of lessons and dances.

### **Section 3: Operation as Not-For-Profit, Tax Exempt Organization**

The Club is an incorporated organization, File Number 5449-402-5, General Not-For-Profit Corporation Act of Illinois, in force, January 1, A.D. 1944, operating for the purpose hereinafter set forth.

The Club is granted tax exempt status under Internal Revenue (IRS) Code Section 501 (c) (4).

### **Section 4: Life**

The Club shall have perpetual existence. (see "Dissolution")

## **ARTICLE II – MEMBERSHIP**

### **Section 1: Statement of Nondiscrimination**

Membership shall not be denied to anyone otherwise qualified because of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status.

### **Section 2: Categories of membership**

- (a.) Member – a person who has submitted an annual membership application and has paid the required dues.
- (b.) Life member – a person who has been granted, by the Board of Directors, membership for life and whose dues are waived for life.

### **Section 3: Annual Membership Dues**

- (a.) Dues shall be determined by the Board of Directors by a majority vote of the votes cast.
- (b.) Annual membership dues shall cover the period of September 1 through August 31.
- (c.) Annual membership dues paid after the deadline established by the Board of Directors may incur a late fee.
- (d.) Life members shall be exempt from paying annual membership dues.

### **Section 4: Dance and Special Event Fees**

- (a.) Admission fees to dances and special events shall be determined by the Board of Directors.
- (b.) Members and Life Members shall be admitted to regularly scheduled Club dances at no charge.

### **Section 5: Meetings**

- (a.) There shall be one required general membership meeting to be held in April of every year for the purpose of electing the Club officers.
- (b.) The time and location of all meetings shall be determined by the Board of Directors and communicated to the general membership.
- (c.) Any motion brought to the floor at a general membership meeting shall pass by a majority vote of the votes cast.
- (d.) There shall be no representation or vote by proxy or absentee ballot.

## ARTICLE III – BOARD OF DIRECTORS

### Section 1: General Powers

The Board of Directors shall conduct the affairs and operations of The Club.

### Section 2: Designation

- (a.) All members of the Board of Directors shall be current members of The Club.
- (b.) The Board of Directors shall consist of:
  - Elected Officers
  - Immediate Past President
  - Chairpersons of Permanent Committees
  - Individual Permanent Positions

### Section 3: Resignations/Vacancies

- (a.) Any Board member may resign at any time by giving written notice to the Board of Directors or the President of The Club.
- (b.) The effective date of a Board member's resignation shall take effect when the notice is delivered unless the notice itself specifies a future date.
- (c.) The President shall appoint members to fill Board vacancies, except the position of Immediate Past President, with approval of the Board of Directors.

### Section 4: Meetings

- (a.) Board meetings shall be held at least four (4) times per year including in January, March, and June as specified in the bylaws.
- (b.) Board members shall be provided a minimum of five (5) days' notice of the meeting. Notice may include regular mail, fax, email or telephone.
- (c.) Special Board meetings may be called by the President or two members of the Board of Directors, with a minimum of twenty-four (24) hours advance notice to all members of the Board of Directors.
- (d.) The time and location of a meeting shall be determined by those calling the meeting.
- (e.) Each meeting shall have a quorum of 60% of the Board including at least two (2) elected officers.

### Section 5: Voting

- (a.) Each Board position shall have one vote, with the President position voting only in the case of a tie vote.
- (b.) If a Board member fills two or more positions, he shall cast only one vote.
- (c.) Any motion brought to the floor at a Board meeting shall pass by a majority vote of the votes cast.
- (d.) There shall be no representation or vote by proxy or absentee ballot.

### Section 6: Electronic Participation at Meetings

- (a.) Board of Directors members may participate in any meeting of the Board through the use of audio-visual electronic technology.
- (b.) Electronic participation in a meeting shall constitute attendance at the meeting. Email is not considered a proper form of electronic participation.

### Section 7: Other

The Board of Directors shall approve all non-budgeted expenses in excess of \$100.00.

## ARTICLE IV – OFFICERS

### Section 1: Designation

The Officers of The Club shall consist of:

- President
- Vice-President
- Recording Secretary
- Corresponding Secretary
- Treasurer

## **Section 2: President**

The President shall:

- (a.) Preside at all meetings of The Club and Board of Directors.
- (b.) Designate a host for the Club dances.
- (c.) Negotiate, award, and maintain a permanent record of all contracts and agreements.
- (d.) Maintain a permanent record of General Liability Insurance coverage.
- (e.) Serve as joint custodian with the Treasurer of The Club's funds and accounts.
- (f.) Serve as an ex-officio member of all committees, except the Nominating Committee.
- (g.) Ensure The Club is in compliance with State and Federal rules and regulations and Metropolitan Chicago Association of Square Dancers (MCASD) guidelines.
- (h.) Schedule and announce a minimum of four (4) Board of Directors meetings, and a General Membership meeting date in April for election of officers.
- (i.) Appoint Chairpersons of Committees, except the Nominating Committee, with approval of the Board of Directors.
- (j.) Appoint Individual Permanent Positions with approval of the Board of Directors.
- (k.) Appoint members to fill Board vacancies, except Immediate Past President, with approval of the Board of Directors.
- (l.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

## **Section 3: Vice-President**

The Vice-President shall:

- (a.) Perform the duties of the President in the President's absence.
- (b.) Assume responsibility for publicity and inter-club communications.
- (c.) Serve as an ex-officio member of all committees, except the Nominating Committee.
- (d.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

## **Section 4: Recording Secretary**

The Recording Secretary shall:

- (a.) Record the minutes of the Board of Directors and General Membership meetings.
- (b.) Maintain a permanent record of the Board of Directors and General Membership proceedings.
- (c.) Notify Board members of the upcoming Board meeting date, time, and location a minimum of five (5) days prior to the meeting.
- (d.) Forward the Board Meeting Agenda, as provided by the presiding officer, to Board members a minimum of five (5) days prior to the next meeting.
- (e.) Send minutes of Board meetings to Board members a minimum of five (5) days prior to the next meeting.
- (f.) Notify Board members of a Special Board meeting a minimum of twenty-four (24) hours in advance.
- (g.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

## **Section 5: Corresponding Secretary**

The Corresponding Secretary shall:

- (a.) Ensure completion of general correspondence upon direction from the President.
- (b.) Maintain records of general correspondence.
- (c.) Maintain historical records of The Club.
- (d.) Serve as Registered Agent for The Club with the Illinois Secretary of State.
- (e.) Monitor due dates for required State and Federal filing deadlines.
- (f.) Maintain a permanent record of State and Federal filed documents with supporting documentation.
- (g.) Maintain official copy of The Club's Articles of Incorporation.
- (h.) Maintain previous and current bylaw versions.
- (i.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

### **Section 6: Treasurer**

The Treasurer shall:

- (a.) Serve as joint custodian with the President of The Club's funds and accounts.
- (b.) Collect guest fees and maintain sign-in sheets at scheduled Club dances.
- (c.) Receive annual membership applications and collect membership dues.
- (d.) Compile and maintain a membership list.
- (e.) Maintain records of receipts and disbursements for each fiscal year.
- (f.) Pay The Club's debts and obligations as authorized by the Board of Directors.
- (g.) Submit a financial report at each Board meeting.
- (h.) Schedule the Annual Review of Financial Records with a certified public accountant at the end of the fiscal year to include the preparation and filing of IRS Forms 1099 and 1096 per current or subsequent IRS regulations and preparation and filing of IRS Form 990N by November 15<sup>th</sup> of each year per current or subsequent IRS regulations by the certified public accountant.
- (i.) Submit the Annual Review by the certified public accountant to the Board of Directors at the August Board of Directors meeting.
- (j.) Maintain IRS Forms 1099 and 1096 per current or subsequent IRS regulations.
- (k.) Maintain IRS Form 990N by November 15<sup>th</sup> of each year per current or subsequent IRS regulations.
- (l.) Collaborate with the Corresponding Secretary to maintain any additional IRS forms per IRS regulations.
- (m.) Develop and monitor a budget for the fiscal year.
- (n.) Present the proposed budget for approval by the Board of Directors at the March Board meeting.

### **Section 7: Terms of Office**

- (a.) Elected officers shall serve a term of one year.
- (b.) No member shall hold more than one elected position at any one time.
- (c.) If an officer cannot complete his term of office, an interim successor may be appointed by the President and approved by the Board of Directors.

### **Section 8: Election of Officers**

- (a.) Election of officers for The Club shall be held once per year at the general membership meeting in April.
- (b.) The Nominating Committee shall be appointed by the President and approved by the Board of Directors at the January Board of Directors meeting.
- (c.) The Nominating Committee shall submit a slate of candidates to the Board of Directors in March of each year. The approved slate of officers shall then be presented to the general membership in March.
- (d.) Additional nominations may be accepted from the floor at the general membership meeting in April.
- (e.) The election of officers shall be open to all Club members.
- (f.) In the case of only one candidate for office, the election may be by voice vote. If more than one candidate is running for an office, the election of that office shall be by secret ballot.
- (g.) The elected officers shall be introduced at a dance in May. At the June Board of Directors meeting outgoing Board members shall pass the gavel to incoming Board members.
- (h.) There shall be no representation or vote by proxy or absentee ballot.

## **ARTICLE V – IMMEDIATE PAST PRESIDENT**

### **The Immediate Past President shall:**

- (a.) Act as an advisor to the President and Board of Directors.
- (b.) Automatically be a member of the Board of Directors for two years after leaving office.

## ARTICLE VI – PERMANENT COMMITTEES

### Section 1: Purpose

Permanent Committees have specific and ongoing functions that are essential to the operation of The Club. Members of Permanent Committees may change when new chairpersons are appointed, but the purpose of the committees and their functions and duties do not change.

### Section 2: Designation

Permanent Committees include:

- Membership
- Lesson
- Refreshment
- Banner Stealing and Retrieving

### Section 3: Appointment of Committee Chairpersons

The President shall appoint Chairpersons of Committees with approval of the Board of Directors.

### Section 4: Committee Chairperson Duties

- (a.) Appoint members of the committee unless membership is specified in the bylaws.
- (b.) Call meetings.
- (c.) Organize and oversee all assigned work of the committee.
- (d.) Provide a report of committee activities at each Board of Directors meeting.
- (e.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

### Section 5: Electronic Participation at Meetings

- (a.) Committee members may participate in any meeting through the use of audio-visual electronic technology.
- (b.) Electronic participation in a meeting shall constitute attendance at the meeting. Email is not considered a proper form of electronic participation.

### Section 6: Membership Committee

The Membership Committee shall:

- (a.) Formulate and implement plans to recruit and retain membership with Board approval.
- (b.) Initiate the annual membership enrollment.
- (c.) Coordinate production and distribution of badges.

### Section 7: Lesson Committee

The Lesson Committee shall:

- (a.) Coordinate lessons.
- (b.) Publicize activities appropriate for students.
- (c.) Communicate lesson information to students and Club members.
- (d.) Submit registration fees and class enrollment forms to the Park Board designee.
- (e.) Ensure lesson callers' employment requirements are met.
- (f.) Collect guest fees and maintain sign-in sheets at student dances not held as regular Club dances.
- (g.) Submit receipts and sign-in sheets to the Club Treasurer.
- (h.) Submit itemized cash disbursements to the Club Treasurer.

### Section 8: Refreshment Committee

The Refreshment Committee shall:

- (a.) Coordinate refreshments for Club dances.
- (b.) Communicate refreshment responsibilities to the general membership.

### Section 9: Banner Stealing and Retrieving Committee

The Banner Stealing and Retrieving Committee shall:

- (a.) Coordinate Club members' participation in stealing, retrieving, and visiting activities.
- (b.) Maintain all records per MCASD banner stealing rules.

## ARTICLE VII – INDIVIDUAL PERMANENT POSITIONS

### Section 1: Definition/Function

Individual Permanent Positions are individuals who perform specific and ongoing functions that are essential to the operation of The Club.

### Section 2: Designation

Individual Permanent Positions include:

- MCASD Delegates (2 positions)
- Webmaster
- Venue Liaison
- Newsletter Editor

### Section 3: Appointment of Individual Permanent Positions

The President shall appoint Individual Permanent Positions with the approval of the Board of Directors.

### Section 4: MCASD Delegates (2 positions)

MCASD Delegates shall:

- (a.) Interface with MCASD and represent The Club at MCASD general meetings.
- (b.) Comply with MCASD delegate duties.
- (c.) Submit a report at each Club Board meeting.
- (d.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

### Section 5: Webmaster

The Webmaster shall:

- (a.) Oversee the development and maintenance, in conjunction with the Vice President, of social media sites to market and publicize The Club.
- (b.) Develop and maintain the Club website to promote The Club.
- (c.) Report site activity at each Club Board meeting.
- (d.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

### Section 6: Venue Liaison

The Venue Liaison shall:

- (a.) Interface with venue representatives to coordinate room requirements and reservations for The Club.
- (b.) Submit a report at each Club Board meeting.
- (c.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

### Section 7: Newsletter Editor

The Newsletter Editor shall:

- (a.) Solicit information from the general membership, Board members, and other sources for newsletter articles.
- (b.) Develop, publish, and distribute a newsletter.
- (c.) Submit projected income and/or expenses to the Club Treasurer by February 15<sup>th</sup> for budget development for the coming fiscal year.

## ARTICLE VIII– SPECIAL COMMITTEES

### Section 1: General Purpose

Special Committees shall be created, as needed, to perform specific tasks and are dissolved when the tasks are completed and the final report is submitted.

### Section 2: Appointment

The President shall appoint chairpersons of special committees, except for the Nominating Committee, with approval of the Board of Directors.

## ARTICLE IX – BYLAWS

### Section 1: Rules/Regulations Not Covered by Bylaws

Any rules and/or regulations not covered in The Club Bylaws or in the MCASD Bylaws will be governed by Robert’s Rules of Order.

### Section 2: Amendment, Alteration, and/or Repeal

The Board of Directors shall have the power to amend, alter, make, and repeal the bylaws of The Club with a majority vote of the votes cast.

### Section 3: Mandatory Review of Bylaws

The Club shall review the bylaws at least every five (5) years.

### Section 4: Signing and Dating of Revised Bylaws

Upon adoption of bylaw revisions, members of the Board of Directors shall immediately sign and date the original document.

### Section 5: Distribution of Revised Bylaws

The Recording Secretary shall provide a copy of the revised bylaws to the general membership within 30 days of adoption by the Board of Directors.

## ARTICLE X– DISSOLUTION

### Section 1: Definition

Dissolution means the end of The Club’s existence as a legal entity. The Club is no longer permitted legally to enter into contracts or otherwise operate, except for taking necessary actions to close out The Club’s affairs.

### Section 2: Adoption/Confirmation of Resolution to Dissolve

- (a.) The Board shall adopt a “Resolution to Voluntarily Dissolve” with a majority vote of the votes cast.
- (b.) The general membership shall confirm the “Resolution to Voluntarily Dissolve” with a two-thirds vote of those present and voting in person.

### Section 3: Debts and Liabilities

The Club shall catalog debts and obligations.

### Section 4: Assets

The Club shall identify all assets.

### Section 5: Submission of Articles of Dissolution

The Club shall submit Form NFP112.20 Articles of Dissolution General Not for Profit Corporation Act (rev. December 2003) or any successor form to the Illinois Secretary of State.

### Section 6: Notification of the IRS

The Club shall notify the IRS of termination of The Club when the Annual Return or notice is filed.

### Section 7: Distribution of Remaining Funds

After payment of debts and obligations, The Club shall distribute remaining funds to MCASD or to one or more qualifying square dance oriented organizations described in Section 501 (c) (4) of the Internal Revenue Code or any successor statute (Plan of Distribution).

## ARTICLE XI– BOOKS AND RECORDS

### Section 1: Designated Records to be Maintained

- (a.) Original Not-for-profit Form 1024 Application for Recognition of Exemption for perpetuity.
- (b.) Original IRS Determination Letter for perpetuity.
- (c.) Federal tax filings Form 990, Form 990-EZ, Form 990-N and/or Form 990-T and supporting documents for the previous three (3) years.
- (d.) Federal tax forms 1099 and/or 1096 for the previous five (5) years.
- (e.) Illinois Articles of Incorporation for perpetuity.
- (f.) Illinois Annual Report to the Secretary of State submitted by the registered agent for the previous three (3) years.
- (g.) Financial Annual Review including written recommendations for the previous three (3) years.
- (h.) General Liability Insurance policies for the past ten (10) years.
- (i.) Previous and current version of bylaws.
- (j.) Meeting minutes of the Board of Directors for the previous three (3) years.

### Section 2: Location Where Records are Maintained

Records shall be maintained by the elected officers as designated in the bylaws.

### Section 3: Right of Inspection

The following information is available to the public upon request:

- (a.) Original Not-for-Profit Form 1024 Application for Recognition of Exemption for perpetuity.
- (b.) Original IRS Determination Letter for perpetuity.
- (c.) Federal tax filings Form 990, Form 990-EZ, Form 990-N, and/or Form 990-T and supporting documents for the previous three (3) years.

***END OF BYLAWS***

### Attachments:

- Board of Directors Bylaw Adoption of Revisions Signature Page
- Glossary For Bylaws



## GLOSSARY FOR BYLAWS

### ***Absolute Majority***

Constitutes 50% of the votes plus one. This is a whole number.

### ***Abstention vote***

The phrase “abstention votes” is an oxymoron, an abstention being a refusal to vote. To abstain means to refrain from voting and, as a consequence, there can be no such thing as an “abstention vote”. In the usual situation, where either a majority vote or a two-thirds vote is required, abstentions have absolutely no effect on the outcome of the vote since what is required is either a majority or two thirds of the votes cast. On the other hand, if the vote required is a majority or two thirds of the members present, or a majority or two thirds of the entire membership, an abstention will have the same effect as a “no” vote. Even in such a case, however, an abstention is not a vote and is not counted as a vote. [RONR (11th ed.), p. 400,11.7-12; p.401,11.8-11; p.403,11.13-24]

### ***Debt***

Money already owed for goods and services received or to be received.

### ***E-Postcard (IRS Form 990-N)***

The Club is required to file electronically the e-Postcard, Form 990-N, with the IRS annually. Form 990-N is due every year by the 15th day of the 5th month after the close of The Club’s fiscal year. The Club’s due date is November 15th of each calendar year.

If The Club’s 990-N is late, the IRS will send a reminder notice to the last address received. While there is no penalty assessment for filing Form 990-N late, organizations that fail to file required Forms 990, 990-EZ or 990-N for three consecutive years will automatically lose their tax-exempt status. Revocation of the organization’s tax-exempt status will happen on the filing due date of the third consecutively missed year.

### ***Ex-officio member***

Person who is a member based on position held in The Club. Serves in an advisory capacity. Has same rights and privileges as other members, including the right to vote. Is excluded in determining quorum.

### ***Financial Annual Review***

Report prepared by an independent CPA that indicates the financial statements are complete.

### ***Fiscal Year***

July 1 to June 30 of each year.

### ***Illinois Annual Report to Secretary of State***

Annual report submitted to the Illinois Secretary of State each year by The Club’s Registered Agent. Reporting due date for The Glenview Square Dance Club is November of each calendar year.

### ***IRS Form 1099 Misc.***

If payments are made by The Club to an individual (caller or round dance leader) of \$600 or more during a calendar year for services rendered, IRS requires the filing of a Form 1099 which reports the amount paid to the Internal Revenue Service and to the recipient of the payments. This reporting is due to the recipient by January 31 and to the Internal Revenue Service by February 28.

### ***Majority Vote***

A majority vote of votes cast is more than half of the votes cast, ignoring blanks, at a legal meeting where a quorum is present. A majority vote is a whole number.

### ***MCASD***

Metropolitan Chicago Association of Square Dancers.

***Membership Year***

September 1 to August 31 of each year.

***Obligations***

Money payable in the future or a contractual obligation to pay in the future.

***Pass the Gavel***

The practice of passing control from one person to another.

***Proxy Voting***

A ballot cast by one person on behalf of another.

***Quorum of the Board of Directors***

60% of the Board of Directors positions including two (2) elected officers.

***Regularly scheduled Club dances***

Club dances that are typically held the 1st and 3rd Fridays of each month from September to May.

***Registered Agent***

The registered agent for The Club is the member to whom official correspondence from the Secretary of State is sent and whom is required to submit the Annual Report to the Secretary of State each year (see Illinois Annual Report to the Secretary of State). The registered agent must be:

- (a.) A natural person, resident in Illinois.
- (b.) The address of the registered office must be in Illinois and must be a street or road address, not a P.O. Box number.

***Simple Majority vote***

Greatest percentage of votes when there are more than two options.

***Square Dancing***

Square dancing is herein defined to include square dancing, round dancing, clogging, contra dancing, line dancing, etc. (MCASD).

**END OF GLOSSARY**