

By Laws

CONROE COUNTRY COUSINS SQUARE DANCE CLUB

Adopted with changes on January 24, 2013.

ARTICLE I- NAME

The name of the club perfected hereunder shall be Conroe Country Cousins Square Dance Club ("the Club").

ARTICLE II- PURPOSE

The purpose of the club is to promote square dancing as a recreational activity, maintain this activity according to high standards and promote the pleasures of square dancing in a spirit of friendliness and good fellowship.

This Club shall be a nonprofit entity and no Member shall have any vested interest in any funds, property or assets of the Club, nor shall any funds or assets of the Club be allowed to inure to the benefit of any Member, except as they are benefited by the lawful and authorized activities of the Club. No funds of the Club will be expended for any purpose other than the declared purposes of the Club.

In the event of dissolution of the Club, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property rights thereto shall be transferred to a recognized charitable or educational organization as determined by vote of the Club's Members (as hereinafter referred) prior to such dissolution.

ARTICLE III- MEMBERSHIP AND DUES

SECTION 1- MEMBERSHIP:

To be an active member in good standing ("Member") Dues (as hereinafter defined) must be paid through the previous month. Members should attend dances regularly, and serve the Club when called upon. Membership shall be open to individuals 16 years or over, who have completed a basic/mainstream class in square dancing.

Single, adult, individuals, (meeting the membership qualifications set forth by these Bylaws) may join the Club.

SECTION 2- DUES AND FEES

Dues:

There will be no initiation fee. New Members will be charged an amount as established by the Board of Directors ("the Board" as hereinafter defined) for Club badges. Monthly Club dues as established by the Membership (the "Dues") shall be payable the first dance of every month. Dues can also be paid quarterly, semi-annually and/or yearly. A Member who is delinquent in Club Dues for more than two (2) months shall be notified by a member of the Board. A Member will be dropped from the Membership at three (3) months delinquency unless the Board waives this provision. A Member has the option to take a leave of absence. Members requesting a leave of absence are to notify the Treasurer (as hereinafter defined). A Member on leave of absence may visit any regular dance by paying a regular visitor's donation. A Member exceeding six (6) months leave of absence may be dropped from the Club Membership.

Fees:

The Club is affiliated with the Texas State Federation of Square and Round Dancers ("TSFRSRD") and the Sam Houston Square and Round Dance Association ("SHSRDA). The Club, Officers and Members receive various Insurance coverage and other benefits associated with the affiliation with the within named organizations. The Club shall collect from the Members an amount assessed by SHSRDA for membership in these organizations (the "Annual Fee"). Members who hold membership with other clubs may be exempt from such Annual Fee.

ARTICLE IV- MEETINGS/DANCES OF THE CLUB

SECTION 1: REGULAR MEETINGS:

The Board shall schedule four (4) meetings of the Membership each fiscal year, approximately one each quarter (the "Regular Meeting(s)" in which the Membership shall receive any proposals from the Board, vote on proposals or conduct any other business as provided by these Bylaws. The Regular Meeting directly preceding the end of the Fiscal Year (as hereinafter defined) shall be the Annual Meeting (the "Annual Meeting").

SECTION 2: SPECIAL MEETINGS:

Special meetings and/or dances of the Club may be held as the Board may deem necessary and advisable. Special meetings ("Special Meeting") of the Club may be called by a majority vote of the Members present and in good standing at any Regular Dance (as hereinafter defined). Any special meeting called by the Board or by the Members shall require a minimum of fourteen (14) days notice to the Membership, said notice to be given by the Secretary (as hereinafter defined) or other designated individual via email or telephone call. Notice shall include the date and purpose of such Special Meeting. Transmission of an email and/or telephonic message to the email/telephone number(s) provided by the Member shall constitute proper notice.

SECTION 3: DANCES

Regular dances shall be held each Thursday night of the month (the "Regular Dance"), unless the Officers (as hereinafter defined) of the Club make prior arrangements.

ARTICLE V- OFFICERS

SECTION 1: OFFICER POSITIONS

The Officers ("Officers") of the Club shall be President ("President"), Vice President ("Vice President"), Secretary ("Secretary") and Treasurer ("Treasurer"). Officers of the Club shall be elected and serve as hereafter provided.

SECTION 2: PERSONAL LIABILITY

Debts or obligations incurred by an elected Officer of the Club for the declared purposes of the club and as approved by the Board of Directors shall be an obligation of the Club and no personal liability shall attach thereto.

ARTICLE VI- BOARD OF DIRECTORS

SECTION 1: FUNCTION OF THE BOARD

The Board shall be the governing body and will act in the best interest of the Club when it is not practical to call a business meeting.

SECTION 2: BOARD OF DIRECTORS

The Board of Directors (the "Board") of the Club shall consist of the elected Officer positions and one immediate past President position (each position referred to as "Director").

Each immediate past President is to serve one consecutive year as a Director.

SECTION 3: CHAIRMAN OF THE BOARD

The President of the Club shall serve as Chairman of the Board of Directors and shall preside at all meetings of the Board. In the event the absence of the Present or inability to serve as Chairman of the Board of Directors, the Vice-President shall so preside.

SECTION 4: BOARD MEETINGS

The Board of Directors shall hold at least four regular meetings during the fiscal year, one each quarter. The regular Board meeting time and place shall be announced to the Club at least two (2) weeks previous to the meeting. The Chairman of the Board of Directors may call special meetings as he deems necessary.

SECTION 5: ADVISORY COMMITTEE

An Advisory Committee (the "Advisory Committee") to the Board shall consist of the following:

- A. One or more Members (depending on the size of a square dance class) shall be appointed as a Class Coordinator(s) by the Club President for each class, and serve as an Advisor(s) to the Board of Directors.
- B. The Club Caller (as hereinafter defined) will also serve as Advisor to the Board of Directors

These Advisors will be honorary members of the Board of Directors with no voting rights

SECTION 6: AUDIT COMMITTEE

On an annual basis, the Board shall appoint two (2) Members who are not currently Officers or Directors to audit the books and records of the Club (the "Audit Committee"). The Audit Committee will report its findings to the Membership at the first Regular Meeting after the Fiscal Year (as hereinafter defined).

SECTION 7: QUORUM

A majority of the Directors shall constitute a quorum for the transaction of all business to come before the Board of Directors.

ARTICLE VII- ELECTION OF OFFICERS

SECTION 1: NOMINATING COMMITTEE

The Nominating Committee (the "Nominating Committee") will consist of two (2) Directors and three (3) Club Members not members of the Board of Directors. The Board of Directors shall appoint the Nominating Committee.

SECTION 2:

The Nominating Committee shall meet at least two (2) weeks prior to the regular Club meeting designated for election of Officers and shall submit the names of one (1) or more nominees for each office (the "Office") to be filled during the annual election of Officers. It is expressly provided, however, that Members of the Club may make nominations for any Office from the floor at the time of the election. No more than one (1) nomination for each Office to be filled may be made by a Member.

SECTION 3: ELECTIONS

The election of all the Officers of the Club shall be by majority vote of the Members present and in good standing at the time of the election. Said election shall be held at a Regular Meeting designated by the Board of Directors within the last two (2) months of the fiscal year.

SECTION 4: TERM OF OFFICE

The term of office for elected Officers of the Club shall be from June 1 to May 31st, each year. No Officer shall hold the same office for more than two (2) consecutive years.

SECTION 5: OFFICER/DIRECTOR COUPLES

Individual Members may be nominated and elected to an Officer/Director position as a couple (the "Couple") with each individual Member of said Couple designated as a co-holder of said office however; the office has only one (1) vote in any voting by the Board.

ARTICLE VIII- OFFICERS QUALIFICATION

All potential Officers or Directors shall be a Member in good standing of the Club.

ARTICLE IX- VACANCIES

Should any office of the Club become vacated by reason or resignation or otherwise, the Board of Directors shall fill that office within thirty (30) days. Such appointees will serve until the next regular election of Officers.

ARTICLE X- DUTIES OF OFFICERS

SECTION 1: PRESIDENT

The President of the Club ("the President") shall have the general responsibility over the business and affairs of the Club and shall preside at all meetings of the Board of Directors and the Club. The President shall act in emergencies, subject to approval of the Board of Directors. The President may appoint any special committee that is necessary for the betterment of the Club. The President shall be an ex-officio member of all committees. The President shall perform all duties that are usually incident to the office of President.

SECTION 2: VICE PRESIDENT

The Vice President (the "Vice President") shall, in the absence of the President, perform the duties of presiding at all meetings of the Board of Directors of the Club and shall perform such other duties as are delegated to him by the President of the Board of Directors.

SECTION 3: SECRETARY

The Secretary ("the Secretary") shall keep the minutes of all meetings of the Board of Directors and the Club; the Secretary shall maintain an official membership list and a list of all committees; the Secretary shall be responsible for all official correspondence of the Club, maintain such records as might from time to time be required by the Board of Directors, and prepare and distribute all notices required under these Bylaws.

SECTION 4: TREASURER

The Treasurer ("the Treasurer") shall have custody of all funds and accounts of the Club. The Treasurer shall keep accurate books and records of the financial condition of the Club and shall make such books available to the members by the Board of Directors. The Treasurer shall collect all dues, fees and other receipts and pay all bills. The Treasurer shall give a financial report at all regular Board of Directors meetings and submit a written itemized financial report

to the Club semiannually. The Treasurer shall prepare any and all financial reports or forms as may be required by any governmental entity and any affiliated institution. The Treasurer shall be responsible for maintaining bank signature cards.

The Treasurer shall have available, at the end of the Fiscal Year (as hereinafter defined) all books and records available for audit and review by the Audit Committee.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Club shall be from June 1st to May 31st of each year (the "Fiscal Year").

ARTICLE XII: CLUB CALLER

The Board shall, on an annual basis, attempt to enter into an agreement with a qualified individual to preside at Regular Dances in accordance with any schedule decided on my the Board and be designated as "the Club Caller". The Club Caller shall not be an employee of the Club.

In the event the Club Caller is unable to fulfill his duties, on short notice, will attempt to get a substitute. If unable to get a substitute, the Club Caller will contact the Club President

ARTICLE XIII- SQUARE DANCE LESSONS

Square Dance Lessons will be held annually or as determined by the Board. Enrollment fee shall be decided by the Board.

ARTICLE XIV- SALARIES

No Officer or Director of the Club shall receive a salary. The elected Officers shall be entitled to reimbursement for expenses incident to the handling of the affairs of the Club.

ARTICLE XV- VOTING

SECTION 1:

A majority of those present and voting at a legally constituted meeting of the Board of Directors or Club is sufficient to carry any motion or question before the body. A candidate for any office of the Club who receives the majority vote shall be declared elected to that office

SECTION 2:

No person shall be elected as an Officer of the Club unless, prior to the nomination for such office, the individual has signified their consent to accept such office or such individual must be present at the meeting and signify their acceptance in person

SECTION 3:

In ordinary business coming before the Board of Directors of the Club, the presiding Officer shall take a voice vote on all motions or questions before the body unless the person making the motion request a secret ballot.

SECTION 4:

Changes in Club dues, Club Caller, hall, regular dance night or established programs shall be approved by a majority vote of the Members present and in good standing

SECTION 5:

An appeal on any decision of the Board of Directors may be taken to the floor at any Regular or Special Meeting. Said appeal shall include a remedial action to be taken in the event of rejection. A vote shall be held at said meeting with a majority vote of the Members present and in good standing approving or rejecting the decision by the Board.

SECTION 6:

To be able to vote on any Club issue a Member must be in good standing.

ARTICLE XVI- VESTED RIGHTS

This Club shall be a nonprofit entity and no Member shall have any vested interest in any funds, property or assets of the Club, nor shall any funds or assets of the Club be allowed to inure to the benefit of any Member, except as they are benefited by the lawful and authorized activities of the Club. No funds of the Club will be expended for any purpose other than the declared purposes of the Club. The Board of Directors may authorize expenditure of funds up to a maximum of \$300.00. Expenditures of funds in excess of \$300.00 must be approved by the general Membership. Any committee chairperson and/or Member who has a need to make purchases for any special event/dance, etc. must submit a budget to the general Membership through the Board of Directors, for approval prior to disbursement of Club funds.

ARTICLE XVII- AMENDMENT

These bylaws may be amended by a two-thirds (2/3) vote of Members present and in good standing at any regular meeting of the Club or any special meeting called for that purpose, provided that the Board of Directors is notified of any proposed amendment at least thirty (30) days prior to such meeting. Any proposed amendment to these Bylaws must be submitted in writing.

All business not covered in these Bylaws may be acted upon by the Board of Directors

ARTICLE XVIII- CLAUSE

Should any article or section of these Bylaws be held invalid by operation of law, such invalidity shall not affect the validity of the remaining portions of the Bylaws.

ARTICLE XIX-GOVERNING LAW

These Bylaws shall be governed by the laws of the State of Texas.

ARTICLE XX- CONCLUSION

These amended Bylaws were submitted to the Members of the Club at a regular meeting held on the 24th day of January, 2013, in Montgomery, Texas and by such members were approved and ratified as the basic law governing the operation of the Club.