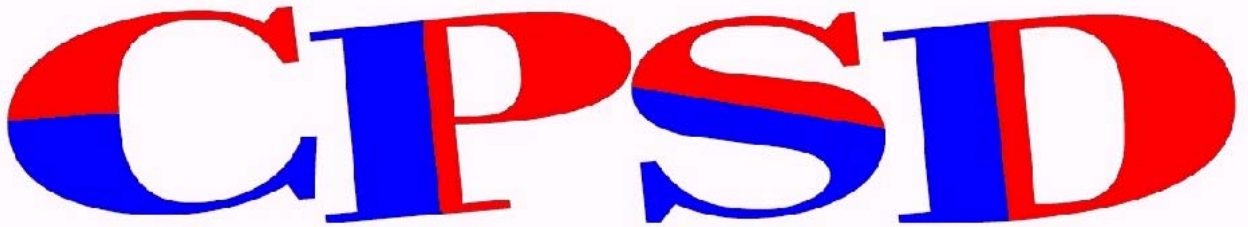


BY-LAWS & STANDING RULES

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The logo for the Committee to Promote Square Dancing (CPSD) features the letters 'CPSD' in a large, bold, serif font. Each letter is filled with a red and blue color scheme, with the top half being red and the bottom half being blue, separated by a white horizontal line.

COMMITTEE TO PROMOTE SQUARE DANCING

By-Laws Revision 3
May 15, 2011

Standing Rules Revision 4
May 15, 2011

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BY-LAWS

Committee to Promote Square Dancing

Revision 3
May 15, 2011

ARTICLE 1 - ORGANIZATION

1.1 NAME OF THE CLUB

This club shall be known as *The Committee to Promote Square Dancing*, hereinafter referred to as "CPSD".

1.2 PURPOSE

The purpose of CPSD is to increase community awareness of the social and health benefits of square dancing and hence increase the participation in this fun activity. To this end, CPSD may initiate classes for dancers and callers, initiate and conduct demonstration dances, community dance programs, and classes in club organization and operation. It may also provide a website and other advertisements of CPSD and other square dance related activities.

1.3 GEOGRAPHIC SCOPE

CPSD may operate within the boundaries of the United States of America.

ARTICLE 2 - MEMBERSHIP

2.1 MEMBERS OF CPSD

A club member may be any person who is interested in the promotion of square dancing and who is willing to participate in CPSD activities. Club members may be asked from time to time to perform certain functions, such as assisting in square dance classes, communicating with other square dance clubs by talking to club Officers, distributing flyers, and bringing proposals to the members of The Board of CPSD.

2.2 LEVELS OF MEMBERSHIP

CPSD has two levels of membership: members of the Board of Directors and members of the club. The Board appoints new members of The Board and elects Officers from the current members of The Board, without the vote of the general club membership.

2.3 MEMBERSHIP DUES

There are no club dues for any category of membership in CPSD. All members must pay for dancer insurance and dancer association dues (if any) through either CPSD or another approved square dance club to qualify for CPSD membership. Some club members may choose to pay dancer insurance and association dues (if any) through CPSD so that CPSD can qualify to join one or more regional, state, or national dance associations.

ARTICLE 3 - GOVERNANCE

3.1 BOARD OF DIRECTORS

The executive body of CPSD shall consist of a Board of Directors, hereinafter referred to as “The Board”, which comprise:

- Four (4) Officers: Chairman, Vice Chairman, Secretary and Treasurer, and
- Up to 11 non-officer members with the title of Director.

A member may be added to or removed from the Board of Directors by a two-thirds vote of all of the current board members.

3.1.1 Duties of the Chairman

The Chairman shall:

- Preside over all meetings of The Board and over any general meeting of CPSD.
- Present a summary of the previous year’s activity at each annual meeting,
- Appoint all committees, temporary or permanent,
- See that all financial books, reports and certificates required by law are properly kept or filed,
- Be one of the Officers who may sign the checks or drafts of CPSD, and
- Have such powers as may be reasonably construed as belonging to the chief executive officer of any organization.

3.1.2 Duties of the Vice Chairman

The Vice Chairman shall act as Chairman in the absence or inability to act of the Chairman of CPSD, with all the rights, privileges and powers as if the Vice Chairman had been the duly elected chairman. The Vice Chairman shall also assist the Chairman, as needed.

3.1.3 Duties of the Secretary

The Secretary shall:

- Keep the minutes, records, correspondence and membership roster of CPSD in appropriate books or files,
- Document the passage of propositions at each face-to-face or email meeting, and add clauses reflecting these propositions to the Standing Rules when appropriate,
- File any certificate required by any federal or state statute,
- File any paperwork required for admission to a regional, state, or national square dance association,
- Give and serve all notices to members of CPSD,
- Be the official custodian of the records and seal of CPSD,
- Submit to the Board of Directors any communications received,
- Attend to all correspondence of CPSD, and
- Exercise all duties incident to the office of Secretary.

3.1.4 Duties of the Treasurer

The Treasurer shall:

- Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of CPSD,
- Cause to be deposited in a regular business bank or trust company part of the funds of CPSD, not to exceed \$10,000. The balance of the funds shall be deposited in a savings bank.
- Be one of the Officers who may sign checks or drafts of CPSD.
- Render at stated periods, as shall be determined by the Board of Directors, a written account of the finances of the organization. (Such report shall be physically affixed to the minutes of such meeting of the Board of Directors), and
- Exercise all duties incident to the office of Treasurer.

3.1.5 Board Members Responsibilities

- Attend board meetings (6 to 8 per year, approximately 4 hours per meeting).
- Attend CPSD-sponsored events, and help in their organizing and implementation (e.g. class, hoedowns, etc.).
- Actively promote square dancing.
- Maintain competency in square dancing.
- Maintain a positive CPSD public persona.

3.1.6 Powers of The Board

The Board shall have all powers to govern CPSD except as preempted herein. These include the powers, by majority vote of The Board, to:

- Elect officers from within The Board,
- Appoint and dismiss members of The Board,
- Add and dismiss members of CPSD,
- Raise funds by donations and/or fund-raising events,
- Appoint and disband all committees,
- Initiate activities, negotiate contracts and spend funds relating to CPSD activities,
- Hire, determine salary and terms of employment for, and dismiss employees,
- Write and accept contracts for contractors such as callers and instructors,
- Amend these By-Laws,
- Create and amend Standing Rules, and
- Dissolve CPSD.

3.2 MEETINGS OF THE BOARD

The Board shall meet face-to-face at least quarterly and once a year in November to elect Officers whose terms shall run from January 1st to December 31st of the following year.

Single propositions brought before The Board may be presented, discussed, and voted upon by email communication over the Internet, without having a face-to-face meeting. The Chairman shall convene and conclude such electronic meetings. The Secretary shall document such meetings with a summary printout, prepared and entered into CPSD records as minutes.

Any proposition, including the election of Officers, can be passed by a simple majority vote (one more than half) of all of the members of The Board. There is no quorum requirement.

The secretary shall document the passage of propositions at each face-to-face or email meeting, and add clauses reflecting these propositions to the Standing Rules.

3.3 RECORDS RETENTION

The minutes of all face-to-face and email meetings of CPSD, as well as financial statements, membership records, and all legal documentation shall be retained for the period of time determined by the limits prescribed by state and federal law for non-profit organizations, or a minimum of five (5) years, whichever is greater.

ARTICLE 4 – AMENDMENT TO THE BY-LAWS

Proposed changes to these By-Laws shall be presented in writing to The Board. Changes must be approved by simple majority vote of The Board.

ARTICLE 5 – DISSOLUTION OF CPSD

Any proposal to dissolve CPSD must be submitted in writing to The Board, distributed to the club membership for discussion, and then voted on by simple majority of The Board. If The Board votes to accept the proposal, a written notification shall be given to the club members and to the community at large.

In the event CPSD should dissolve, all equipment and property owned by CPSD shall be sold to the highest bidder and the proceeds of the sale, together with any funds on hand, shall be used to pay any outstanding debts of CPSD. The remaining funds shall be contributed to a charitable institution to be selected by a vote of The Board. The charitable organization must be one approved by the Internal Revenue Service.

STANDING RULES

Committee to Promote Square Dancing

Revision 4
May 15, 2011

1.0 STANDING RULES DEFINITION

The Standing Rules are a supplement to the By-Laws that clarify how CPSD should be managed and operated. Article 3 of the By-Laws empowers The Board to change these Standing Rules without a vote by the general membership.

2.0 EMAIL BOARD MEETINGS

The following procedure shall be followed for email meetings of The Board:

- Any two members of The Board may make a motion that has been seconded by sending an email to the Chairman that contains the motion, the name of the person making the motion, and the name of the person seconding the motion.
- The Chairman shall initiate an email meeting by forwarding this email to all members of The Board requesting discussion on the motion.
- Each member of The Board, including the Chairman, should send a “reply to all” email if they have comments on the motion.
- After 120 hours (5 days) of discussion, the Chairman shall send an email requesting a vote (FOR, AGAINST, or ABSTAIN) from all members of the Board. This email shall state the motion and have appended all of the email discussion regarding the motion.
- The Chairman makes a PASS decision if a majority of the members of the Board vote FOR the motion. If a member of the Board does not vote within the designated time, his or her vote is recorded as NONE.
- If the Chairman cannot obtain a definite PASS decision within 48 hours (2 days), the motion fails.
- At any time during the time frame of the motion, the Chairman may contact the board members to be sure that they are aware of the current proceedings.
- Once the Chairman has made the PASS or FAIL decision, the Chairman shall send an email to all members of the Board that contains the motion, the PASS or FAIL decision on the motion, and the vote cast by each member of The Board.
- If the motion passes, the Secretary shall add this summary email to the CPSD records. The Secretary shall also add the content of the motion to the Standing Rules when it is appropriate.

3.0 PAYMENT OF INSURANCE AND ASSOCIATION DUES

Each member of the CPSD Board must pay for dancer insurance and (if applicable) dues to any dancer's association with which CPSD might be affiliated. The CPSD Treasurer will determine who owes what amount and pay the required amount with a CPSD check by the appropriate due date. The Treasurer will collect the corresponding individual payments from each Member of the Board.

Non-board square dancers will be admitted as a CPSD member upon receipt of the dancer insurance premium and (if applicable) dues to any dancer's association with which CPSD might be affiliated.

4.0 PARLAMENTARY PROCEDURE

Face-to-face meetings of the Board will be guided by Robert's Rules of Order.

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