

By-Laws of Puddletown Squares NW

Article I: Name

The name of the organization will be Puddletown Squares NW, also known simply as Puddletown Squares.

Article II: Purpose

This is a non-profit corporation whose purpose is to promote the American folkart of Modern Western Square Dancing, including the Basic, Mainstream, Plus, Advanced, and Challenge programs (as delineated by CALLERLAB Association of America) for the benefit of Seattle’s Lesbian, Gay, Bisexual, and Transgender (LGBT) community and the community at large by:

1. Providing gender-neutral educational programs, workshops, and public dance events, without discrimination based on gender, gender identity or sexual orientation.
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.
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 III: Definitions and Terminology

“The Organization” refers to Puddletown Squares. “The Board” refers to the organization’s Board of Directors. “Officers” refers to officers of the board (Pres., Immediate Past, Pres., VP, Sec., Treas). “IAGSDC” refers to the International Association of Gay Square Dance Clubs. “MWSD” refers to Modern Western Square Dancing. “AGM” refers to the annual general meeting of organization membership. “ABM” refers to the annual budget meeting of organization membership. “SOP” refers to the Standard Operating Procedures Manual. “Fly-in” refers to an annual weekend-long dance and workshop event.

Article IV: Fiscal Year

The organization’s fiscal year will be October 1 through September 30

Article V: Membership

Section A. Eligibility

1. Membership is open to any person who is enrolled in or has graduated from any Mainstream Program in 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 full payment of relevant dues or class tuition fees, with all associated rights and privileges.

Section B. Membership Year

1. Membership year is defined as October 1 through September 30

Section C. Membership Categories and Rights/Privileges

1. Full Membership
 - a. includes full and open participation in activities and special events of the organization
 - b. receipt of all relevant organizational communications, including email, mailings, phone, and newsletter
 - c. voting privileges at AGM, ABM, and Special Meetings of general membership

- d. right to serve on the board, and to serve on/chair committees
 - e. right to receive and wear organization name badge and insignia
 - f. right to receive other benefits as determined by the board.
2. Contingent Membership
 - a. currently enrolled students in the organization's Basic/Mainstream Program class are contingent members until graduation, at which time they become full members until the end of the membership year in which they graduated.
 - b. receipt of all relevant organizational communications including email, mailings, phone, and newsletter
 - c. no voting rights of any kind
 - d. may serve on committees, but not as committee chair
 3. Associated Membership
 - a. bestowed by approval of the board to callers, honorary supporters, and leadership of other non-profit organizations associated with Puddletown Squares
 - b. receipt of all relevant organizational communications including email, mailings, phone, and newsletter
 - c. right to receive and wear organization name badge and insignia
 - d. no voting rights of any kind
 - e. may not serve on Board or committees
 4. Other
 - a. Board has right to propose/define additional categories of membership and their associated rights/privileges

Section D. Limitations

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

Section E. Revocation of Membership

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.
2. The board will set protocol for confidential hearing and handling any member complaints of inappropriate behavior. Protocol becomes part of SOP.

Article VI: Dues and Fees

Section A. 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

Section B. Dues/Fees processed and deposited by Treasurer

Section C. 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 VII: Board of Directors

Section A. General Powers and Responsibilities

1. Board shall oversee the day to day affairs of the organization consistent with the Articles of Incorporation and these bylaws, to further the purposes of the organization.
2. Maintain liability insurance
3. Maintain all organization records as required by statute and these by-laws
4. Create, update, and maintain a policy and procedural manual (Standard Operating Procedures [SOP]) available to any member for perusal upon request
5. Oversee the purchase of, and maintain in good working order, the organization's technical equipment
6. Pursue/obtain financial support for the organization; grants, donations, etc.
7. Search for and procure space for use by the organization as needed for meetings, lessons, events, etc.
8. Oversee the publication of newsletter; content, frequency, format
9. Create committees and appoint/oversee committee chairs as needed
10. Hire instructors/callers to conduct the classes/workshops/dances
11. Fulfill/Maintain all requirements for ongoing membership in IAGSDC
12. Meet at least bi-monthly, or more often upon agreement, or upon request from any board member via notification/agreement of majority of remaining board members (notification by email, phone, or other)
13. Compile and propose an annual budget to be approved at ABM
14. Oversee organization finances, as managed & reported by treasurer.
 - a. Board will designate one of its members to review treasurer's monthly reconciliation report in order to ensure appropriate financial controls.
 - b. Board will designate individual(s) with authority to sign contracts and establish financial accounts.
15. Create/Annually Review/Amend an organizational plan laying out 1 yr, 2 yr, and 5 yr goals
16. Board members may serve as committee chairs
17. Every Board member will serve as liaison to one or more committees
18. Besides their particular duties and responsibilities, all board members will perform other general duties/responsibilities as necessary, when requested by the Board

Section B. Composition and Structure of the Board of Directors

1. The number of elected board members shall be no fewer than seven, **and no more than twelve**, consisting of President, Immediate Past President, Vice President, Secretary, and Treasurer, who together will be designated "board officers", plus a Program Representative for each Callerlab Dance Program as outlined in these bylaws.
 - a. Any Callerlab 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 a Program Representative to the Board.
 - b. Regardless of Program membership, the Mainstream Dance Program will always be entitled to elect a Program Representative to the Board.
2. All board members must be current full members in good standing during their tenure

Section C. Terms of Office

1. President, Immediate Past President, Vice President, Secretary, and Treasurer shall serve two year terms
2. Program Representatives shall serve one year terms
3. All terms will begin the first day of the month following election.

Section D. Election of Board Members

1. Elections will be held at AGM or at Special Meeting as provided for in these bylaws
 - a. President, Immediate Past President, Vice President, Secretary, and Treasurer will be elected prior to Dance Program caucuses, by full members in good standing.

- b. Program Representatives will be elected at Dance Program caucuses, by full members in good standing at each caucus.
 - c. Every Dance Program that qualifies to have a board representative will have a caucus.
 - d. A member may participate in any Dance Program caucus, up to and including the most recent program (s)he has completed. No member may participate in more than one caucus.
2. Election of President, Immediate Past President and Secretary will alternate years with election of Vice President and Treasurer, while election of Program Representatives will be annual.
 3. Procedures for Special Elections will be provided for in SOP Manual, as determined by the Board, and these bylaws.

Section E. Board Vacancies

1. Officer Vacancies (Pres, VP, Sec., Treas.)
 - a. Remaining Board members will select a willing full member in good standing to be interim Board officer, by vote of the majority of the Board
 - b. Interim officer will serve out the term of the officer who vacated the position
2. Officer Vacancies (Immediate Pres.)
 - a. In the event of a vacancy, this office shall remain vacant until current President succeeds into this position.
3. Dance Program Representative Vacancies
 - a. Members in good standing of the Dance Program of the missing representative will select a willing member of that program to be interim representative, by vote of the majority of the members of that Dance Program
 - b. Ballot for interim representative will be at special meeting, or by procedure set by Board for Special Elections, in SOP
 - c. Interim representative will serve out the term of the representative who vacated the position

Section F. Removal of Board Members

1. Board member may be removed for negligence in the performance of duties by a 2/3 majority of eligible members of the organization present and voting at a special meeting called as per Article XI, Section G.
2. Board Member in question may offer a rebuttal to the charges at the special meeting, either verbally or in writing, before vote takes place.
3. Upon removal of the Board member, the vacancy will be filled immediately as provided for in Article VI, Section E. Section G. Description of Duties of Board Members

1. President
 - a. Chairs meetings of the Board and of the general membership, provides notification of meetings, and prepares and distributes agendae.
 - b. Coordinates/facilitates work of Board and Committees by monitoring progress and providing supporting activities
 - c. Facilitates annual planning and budgeting processes to assure the long-term and short-term viability of the organization
2. Immediate Past President
 - a. The primary role of the Immediate Past President is to serve as a “senior statesperson” within the organization. They may assist the President/Board as requested with duties and matters pertaining to the organization, and will be available for assistance and counsel on organization business. They shall make their knowledge and skills gained in the organization highest office available to the organization
3. Vice President
 - a. Assumes the duties of the President in the event of the President’s absence
 - b. Assists President in facilitating the work of Board and Committees
 - c. Coordinates/facilitates location of, contracts with, and communication with facilities for classes, dances, and other activities not related to fly-ins.

4. Secretary
 - a. Records minutes of each Board Meeting and AGM, and of Special Meetings as needed. Publishes and distributes minutes for review at the following meeting of Board or general membership, as appropriate
 - b. Maintains and oversees the maintenance of official documentation as required by statute and bylaws, including but not restricted to
 - i. SOP
 - ii. Official membership roster
 - iii. Mailing labels for newsletter and other organization mailings, as needed
5. Treasurer
 - a. Is responsible for the collection and distribution of general funds of the organization, as directed by the board.
 - b. Actively monitors balances in any financial accounts the organization may hold
 - c. Maintains detailed financial records as required by statute and these bylaws.
 - d. Prepares a written monthly report to the board, and an annual report to be distributed at AGM
 - e. Prepares other financial reports as requested by the Board and/or the general membership
 - f. Works with President to prepare and present to the membership an annual budget plan
6. Dance Program Representatives
 - a. Represent program-specific interests and needs of members to the Board, communicating information from Board back to program membership
 - b. Propose calendar/schedule for program dances/workshops
 - c. Propose program-specific budgetary needs to board as part of board's annual budgeting process
 - d. Act as class liaison when program classes are offered
 - i. Attend Program classes regularly, and coordinate setup/preparation for classes
 - ii. Coordinate with caller/teacher to advise students of cancelled classes
 - iii. Monitor attendance of students & angels at lessons, follow up via email and/or phone with students missing lessons and members not seen in a while, and report issues back to the board.
 - iv. Facilitate class and instructor evaluations and summarize results for organization files.

Article VIII: Business Records

Section A. Standard Operating Procedures (SOP) Manual

1. A separate document, supplemental to these bylaws, more fully defining the tasks of officers and committees as well as policies sanctioned by the board, in order to provide continuity as Board turns over
2. SOP Manual may not conflict with Articles of Incorporation or these bylaws
3. SOP Manual will be available for viewing by any member in good standing, upon reasonable request and accommodation

Section B. Other Business Records

1. All business records maintained will be available for viewing by any member in good standing upon reasonable request and accommodation.
2. All financial, policy, and other operational materials created or compiled for the business of the organization become the property of the organization, and are passed forward to the next board and/or committee chairs

Section C. Confidentiality

All personal information contained in documentation compiled for the business of the organization is for organization business use only. No personal information published, either on hard copy or online, will be shared with other individuals or parties without express written consent on file. To do so is a violation of the bylaws, and renders the violator subject to punitive action by the board.

Article IX: Employees, Volunteers, and Instructors

Section A. Compensation

The board, whenever possible, will elect to financially compensate individuals for square dance instruction, calling, or other related work of a specialized nature. Any such compensation must have prior sanction of the board.

Section B. Conflicts of Interest

Any otherwise eligible voting member will abstain from any vote to hire or compensate himself or herself, in addition to any vote to hire or compensate any member of his or her immediate family, including member's significant partner

Section C. Removal

Any employee or volunteer other than a board member may be removed by the board without cause whenever it is in the best interests of the organization, without prejudice to the contract rights, if any, of the employee removed.

Article X: Committees

Section A. Standing Committees and Ad Hoc Committees

1. The standing committees of the organization will be
 - a. Caller Liaison
 - b. Membership Coordination
 - c. Outreach
 - d. Fly-In
 - e. Club Historian
 - f. Newsletter
 - g. Website
 - h. IAGSDC Representation
 - i. Fundraising
2. Ad Hoc Committees may be created at the will of the board, as the need arises, and may be disbanded upon completion of their tasks or at the will of the board
3. Any Ad Hoc Committee may be converted to a standing committee if the board deems that an ongoing need exists.
4. Any committee may be chaired by a board member or by any full member in good standing

Section B. General Responsibilities

1. After the first meeting of any committee, a list of committee members will be given to the board
2. Standing committees will prepare an annual report of their activities to the membership at the AGM
3. Standing committees will prepare and submit a budget request for the following fiscal year to the board at least 30 days prior to ABM.

Section C. Responsibilities of Committee Chairs – All are appointed or reaffirmed annually by the board, following the AGM

1. All Committee Chairs
 - a. participate with board and/or other committees to further the purposes of the organization, upon request or as outlined in SOP
 - b. Assemble committee as needed to conduct committee business
 - c. Provide financial and progress reports to board or board liaison at regular intervals
2. Caller Liaison

- a. Provides financial and progress reports to board or board liaison at regular intervals.
 - b. Acts as liaison between the organization and hired callers
 - c. Contracts callers for Club Dances and workshops, excluding fly-in, as needed by the organization and requested by the board
3. Membership Coordinator
 - a. Coordinates annual membership drive, including management of forms, etc.
 - b. Works with board Secretary to compile and maintain membership roster
 - c. Oversees/coordinates recruiting efforts at community events including Pride, Folklife, etc.
 - d. Plans, promotes, and schedules demo tips and introduction to Square Dancing events
 - e. Maintains periodic contact with current and former members concerning organization events and opportunities
 4. Outreach
 - a. Coordinates or prepares public relations articles for area general newspaper and online venues
 - b. Acts as liaison between the organization and other area square dance clubs, and with regional councils and state federation
 5. Rain Festival FlyIn – co-chairs appointed annually by the board, approximately 17 months before a given Fly-In, after the assumption of duties of each new board in October. One of the co-chairs may be the board liaison.
 - a. Coordinate all aspects of annual fly-in held by the organization
 - b. Submit a detailed written budget proposal to the board for approval a *minimum* of six months before the fly-in.
Subsequent expenditures more than 10% in excess of approved budget must have prior approval of the board
 - c. Submit to the board a complete written financial report detailing all income and expenses, no later than three months after the fly-in, for board presentation to the next AGM. Receipts for all expenditures shall accompany this report.
 6. Club Historian
 - a. Maintains an archive of organization events and photos of historical interest to the organization
 7. Newsletter Editor
 - a. Compiles, formats, and creates club newsletter in print and electronically, at least quarterly, for distribution to the membership
 8. Social Media Editor
 - a. Maintains the organization’s website & social media and keeps it updated.
 9. IAGSDC Representative and Alternate
 - a. Represents the organization at the annual IAGSDC convention and reports back to the board at the meeting immediately following.
 10. Fundraising
 - a. Initiates and coordinates activities designed to raise money for organization activities

Article XI: Meetings

Section A. Rules of Conduct

1. Conduct of meetings will be governed by Robert’s Rules of Order
2. President will act as Parliamentarian, or may appoint another member in good standing of whatever body is meeting.

Section B. Quorums

1. For any meeting of the general membership, a quorum is defined as 40% of all the full members of the organization
2. For any board meeting, a quorum is defined as any number greater than 50% of current board members

Section C. Minutes

1. Minutes of all Board and general membership meetings will be recorded, signed and dated by the Secretary
2. Approved minutes will be kept in official files of the organization, and will be available for review as required by statute and by the bylaws

Section D. Annual General Meeting (AGM)

1. A meeting of the general membership will be held in September every year for the primary purpose of electing board members. Additional agenda items may also be considered as indicated in SOP
2. Any organization member in good standing may attend and participate in AGM. Full members in good standing may vote
3. A quorum of full members in good standing must be established to validate any votes taken at the AGM. Authorized proxies will be counted as part of quorum determination.
4. Notification of the date, time, and location of the AGM will be provided to the entire membership of the organization no later than 30 days in advance. Notification may be in the newsletter, by email, on the website, and/or by postcard.
5. No later than 7 days before the meeting, the board will provide a proposed agenda and a list of those known to be running for board positions. This information will be posted on the members only page in the website
6. One element always present on the agenda will be the program caucuses at which program representatives will be elected.

Section E. Annual Budget Meeting (ABM)

1. A meeting of the general membership will be held in conjunction with the AGM every year for the purpose of approving a budget for the following fiscal year.
2. Notification of the date, time, and location of the ABM will be provided to the entire membership of the organization no later than 30 days in advance. Notification may be in the newsletter, by email, on the website, and/or by postcard.
3. No later than 7 days before the meeting, the board will provide a proposed budget. This may be accomplished by email, on the member-only page of the website, and/or by mail.
4. Any Organization member in good standing may attend and participate in ABM. Full members in good standing may vote on the budget approval.
5. A quorum of full members in good standing must be established in order to approve a budget. Authorized proxies will be counted as part of quorum determination.
6. Budget will be approved by a simple majority of the quorum of full members present or represented by proxy.
7. Budget may be approved by voice vote unless any member present requests a written ballot, in which case a written ballot will be required.

Section F. Board Meetings

1. A board meeting will be held no less frequently than bi-monthly (every two months)
2. A quorum of current board members must be present to make any business decisions
3. Notification of date, time, and location of board meetings will be provided to the entire organization membership no later than 7 days in advance. Notification may be by email and/or on the website.
4. Any organization member in good standing may attend and comment. Voting is limited to current Board members.
5. Board members will abstain from any vote in which they have a conflict of interest
6. Board meetings will focus on day-to-day business of the organization, organizational policy, and membership issues. All decisions affecting organizational structure will be voted on at AGM or at Special meeting called for that purpose.

Section G. Special Meetings

1. Called by the Board
 - a. Special meetings of either the Board or the general membership may be called by the President or by the Board

- b. All Board members or general members, as applicable, will be notified of the date, time, and location of the special meeting as per Article XI Sections D-4 and F-3. Meeting notice will contain an agenda for proposed action
 - c. Only business on the provided agenda may be transacted at the special meeting.
2. Called By The Membership
- a. A special meeting of the general membership will be called upon presentation to the Board of a petition requesting such a meeting signed by at least 30% of the full members in good standing
 - b. All organization members will be notified of the date, time, and location of the meeting as per Article XI Section D-4 c. Meeting notice will contain an agenda for proposed action
 - d. Only business on the provided agenda may be transacted at the special meeting

Article XII: Elections

Board members will be elected annually or biennially, as applicable, at the AGM

Section A. Voting Procedures

1. 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.
2. 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.
3. 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.
4. In the event of a tie for any office, a second vote will be taken following discussion. Proxy ballots will also be recounted.
5. 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.

Section B. Elections Panel and Nominations

1. The board will appoint a panel of three members not seeking office to oversee elections and voting
2. The election panel will be composed of one standing board member and two other full members in good standing.
3. Elections panel will accept nominations for any position from any member any time from 45 days before the AGM to 15 days before the AGM.
4. In addition to the ballot prepared by the panel, nominations will be taken from the floor of the AGM
5. Additional nominating and election procedures may be outlined in SOP Section C. Voting by Proxy
 1. 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
 2. Proxy forms will be made available to all members for the purpose of assigning a proxy.
 3. Signed proxy form in a sealed envelope must be received by the board prior to the meeting at which the vote will be taking place.
 4. Envelope(s) will be opened at the meeting, and proxies will be counted along with votes of eligible members present.

Article XIII: Amendments

Section A. Proposal

Any full member in good standing may propose amendments to these bylaws, for decision at the next AGM, provided the proposal is received by the board at or before the board's last meeting that is at least 60 days before the AGM.

Section B. Notification

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.

Section C. Ratification

1. Amendment proposal will be presented as part of the AGM agenda, under “New Business”
2. Motion to accept the amendment will be accepted, and after second, discussed.
3. Any proposed changes to the wording or content of the amendment must be approved by a simple majority of the established quorum before the motion to amend the bylaws is voted upon.
4. Vote for or against ratification will be by written ballot only.
5. 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)

Article XIV: Indemnification

NO INDIVIDUAL MEMBER OF THE BOARD OR ITS SANCTIONED AGENT(S) WILL BE HELD LEGALLY OR FINANCIALLY LIABLE FOR THE COLLECTIVE DEBTS OR ACTIVITIES OF THE ORGANIZATION

Article XV: Dissolution

Section A. Proposal

A motion to dissolve the organization may be presented to the membership by the board at the AGM or at a special meeting convened for that purpose.

Section B. Notification

Board will notify the general membership of the proposed dissolution, and of the date, time, and location of the meeting to decide the motion, at least 30 days prior to the meeting.

Section C. Decision - Dissolution question will be the only item on the agenda if a special meeting is called, and will be the first order of business if at AGM

1. Motion to dissolve will be accepted, and after second, discussed
2. Vote for or against dissolution will be by written ballot only
3. Motion to dissolve must be carried by a 2/3 majority of the established quorum (40% of full membership)

Section D. Disposal of Organization Assets - In no event will any assets of the organization be distributed or returned to any individual member, representative, or board member of the organization

- 1) Financial accounts will be closed, and the funds donated to any non-profit organization selected by the board
- 2) Real assets will be donated to a non-profit organization selected by the board, or will be liquidated in a timely manner and the resulting funds will be so donated.

These By-laws were accepted by vote of the members at the Initial General Meeting on Saturday, September 10, 2016)