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BYLAWS

SANTA CLARA VALLEY SQUARE DANCERS ASSOCIATION, INCORPORATED

Articles of Incorporation Number D3571950

Incorporation Date: July 10, 1958

*Employer Identification Number 94-237-7609

*I.R.S. Identification Number L 179 Code 428 SF-EO-78-740

Bylaws Revised and Approved at General Delegates Meeting
September 28, 2008

*U.S. law forbids the use of this number by any individual clubs.

PREAMBLE:

We, the members of the Santa Clara Valley Square Dancers Association, Inc. (SCVSDA) are banded together to preserve the historical heritage of the American Square Dance including its special regional and historical variations, for the continuation of the square dance heritage through the instruction of new generations of square dancers and to share in the benefits and pleasure of square dancing.

The SCVSDA goes on record as follows: This Association recognizes and supports National, State, and Local Square Dancing. That the president shall delegate each dancer of our Association to represent our area and square dancing organization(s) with the same dignity as we conduct ourselves at local dances.

Charter members of SCVSDA shall consist of the following Clubs:

Boompsi-Daisies	Paws and Taws
Covered Wagons	Rafter Rockers
Cross Trailers	Redwood Squirrels
Dancin Dandies	Shooting Stars
Dudes and Dolls	Silverspurs
Evergreenhorns	Skirts and Flirts
Flyin' Squares	Squares and Flares
Hayshakers	Star Swingers
Highland Hillbillies	Sues 'N' Ques
Hot Timers	Surf Twirlers
Jaywalkers	Swingin Saints
Jokers	Western Squarenaders
Korn Krackers	

Other than the Articles of Incorporation, these By-Laws and accompanying Standing Rules are the only governing rules of operation of the Santa Clara Valley Square Dancers Association, Incorporated, and from date of acceptance supersedes all previous By-Laws and Standing Rules.

The incorporation date of the Santa Clara Valley Square Dancers Association, Incorporated is July 10, 1958.

Statement of Policy: The current paid membership card in any affiliate membership of California Square Dance Council, Inc. and United Square Dancers of America entitles the holder of this card the same privileges and benefits as afforded the sponsoring affiliate's members when participating in any event sponsored by any member of the California Square Dance Council, Inc. and the United Square Dancers of America.

ARTICLE I - MEMBERS, MEETINGS AND VOTING

Section 1 - Membership

The membership of the Santa Clara Valley Square Dancers Association, Inc., which shall hereinafter be referred to as "SCVSDA", shall be comprised of the members of Square Dance, Round Dance, Contra Dance, Clogging, and other American Folk Dance groups affiliated with SCVSDA. Such affiliated groups shall be hereinafter referred to as "the clubs".

SCVSDA is a member of the California Square Dance Council, Inc., and the United Square Dancers of America (USDA). All Clubs and individual members of SCVSDA are also members.

Section 2 - Qualifications for Club Membership

Clubs applying for membership in SCVSDA:

- a. shall have membership of at least eight (8) people.
- b. shall have a stable membership and control over the admission or rejection of its members.
- c. shall be devoted to American Square Dance, Round Dance, Line Dance, Clogging, Contra Dance, or other American Folk Dance activity recognized by SCVSDA.
- d. shall have a regular program of instruction or dancing taking place within the boundaries of SCVSDA.
- e. shall agree to promote the USDA Code of Ethics.
- f. shall acknowledge that the club membership in their club is not transferable.
- g. shall agree to abide by the Bylaws and Standing Rules of SCVSDA.
- h. shall submit an application along with:
 - 1) a full list of club members names and addresses
 - 2) club's full mailing address
 - 3) a list of the current club officers
 - 4) names of the proposed SCVSDA delegates
 - 5) a copy of the clubs Bylaws and other governing documents

- 6) a check in the amount of the current application fee and the cost of the delegates badges.
- 7) the first years dues for the members proposed
 - a) Membership
 - b) Insurance
- 8) such other items as the Board acting on behalf of the General Committee may from time to time require.

Section 3 - Club Membership Acceptance

Clubs may be admitted to Membership after investigation of their qualifications by the Vice President, with a favorable recommendation of the Board, followed by ratification by the General Committee.

Section 4 - Continuing Requirements for Membership

Clubs shall submit items h-1) through h-4) in Section 2 above on a yearly basis.

Section 5 - Individual Affiliate Membership

- a. An individual affiliate member is a dancer who does not belong to a Member club of the SCVSDA. Members of other Square Dance Associations belonging to the California Square Dance Council shall be affiliate members of SCVSDA without fee. Other such individual affiliate members shall pay dues as described below.
- b. From the initial donation for participation in SCVSDA activities or functions, an annual individual membership fee, not to exceed annual dues which shall be set by the Board of Directors with the ratification of the General Committee, shall be recorded by the Treasurer as funds received from individuals within this membership classification.
- c. Individuals within the Affiliate Group shall HAVE (HOLD) no elective office, but may participate in a non-voting capacity at any public SCVSDA meeting. **No other rights are granted or implied.**

Section 6 - Dues and Insurance Agreement

Club Membership will not be valid each year until the dues payment and membership list (including full address of each member) has been submitted to SCVSDA.

- a. **Dues shall be due and payable on June 1 and delinquent after July 31st of each year.**

- b. The Dues year for the SCVSDA shall be from June 1 to May 31st of the following year.
- c. Individual membership dues will be set by the Board of Directors and ratified by the General Committee. Changes for the next fiscal year MUST BE ratified no later than March 31st.
- d. Members of more than one SCVSDA club shall pay dues through only ONE of the clubs.

Section 7 - Insurance

- a. The Liability insurance shall be secured annually by the Board of Directors and ratified by General Committee.
- b. Individuals holding membership in Member Clubs shall pay such insurance premiums as are approved by the Board of Directors and ratified by the General Committee.
- c. **Insurance shall be due and payable on June 1 and delinquent after July 31st of each year.**

Section 8 - Termination of Membership and Suspension

- a. **The membership of any club failing to submit its membership list and dues by July 31st shall be automatically suspended,** until such time as these requirements are met. If by the beginning of the next General Committee Meeting the requirements have not been met, the suspension automatically will change to a termination.
- b. Clubs shall be represented at all Regular or Special meetings of the General Committee. **Failure to be represented at three (3) consecutive meetings shall constitute cause for termination of the club membership from SCVSDA.** A motion to terminate the membership of a club may be made at any Regular or Special meeting of the General Committee if that Club did not attend that and both of the two prior Regular or Special meetings of the General Committee. Such motions require a two-thirds (2/3) majority to effect such termination. A notice of termination will be sent to said Club within seven (7) days of said meeting. The club may appeal such termination to the Board of Directors within forty-five (45) days of the date of notice. The Board shall review such an appeal at their next regular meeting and shall submit the appeal and their recommendation to the General Committee at its next regular or special meeting for action.
- c. If a Club is not represented at a Regular or Special General Committee meeting, the Secretary shall notify the Club that its absence was noted and reminding it that three (3) consecutive absences will allow the termination of its membership in SCVSDA.

- d. Termination of a Club from membership in SCVSDA for any cause shall also terminate at the end of the appeal period all benefits accruing to the Club and its members.
- e. Any member or Club that is in violation of the Bylaws or Standing Rules shall be subject to such disciplinary action as provided for in these Bylaws or may be voted out by the two-thirds (2/3) affirmative vote of those present and voting at a meeting of the General Committee, with a quorum present.

Section 9 - Life Members

- a. The Past Presidents of Santa Clara Valley Square Dance Association, Incorporated, shall be life members and shall be honorary members of the General Committee. The life membership card shall be withheld until all duties are fulfilled.
- b. Life Members shall have all rights and privileges of attending meetings and participating in the discussion of any business brought before the committee, except the right to vote. No other privileges are granted or implied.

ARTICLE II - GENERAL COMMITTEE

The General Committee shall be composed of representatives (delegates) of ALL the Member Clubs in SCVSDA.

Section 1 - Voting Rights/Representation

Member Clubs having paid dues for fewer than 8 (eight) members will have no voting rights for that year or until they have paid dues for 8 (eight) or more members. Member Clubs without a vote will not count toward quorum.

Member Clubs having paid dues for 8 (eight) or more members and having submitted a roster for fewer than 24 (twenty-four) members will receive up to two votes and count toward quorum.

Member Clubs having paid dues for 8 (eight) or more members and having submitted a roster of 24 (twenty-four) or more members will receive up to four votes and count toward quorum.

Voting rights are altered upon a report from the Treasurer that appropriate dues and rosters have been received. The September meeting shall open with a Membership report from the Treasurer.

Section 2 - Annual Meeting

The Annual Meeting of the General Committee shall be held in September of each year. At this meeting, the Delegates shall elect, by plurality vote, the officers and directors of SCVSDA, and transact such other business as may properly be brought before the meeting. This meeting shall be open to all interested persons.

Section 3 - Special Meetings

Special Meetings shall be called by the President, the Board of Directors, or upon the written request of fifteen per cent (15%) of the Delegates.

- a. There shall be three (3) or more special meetings per year, and shall be open to all interested persons.

Section 4 - Notice of Annual and Special Committee Meetings

Notice of time and place, and a copy of the Agenda of all meetings of the General Committee shall be mailed to the Delegates, at the addresses appearing on SCVSDA records, at least fourteen (14) days before such meetings.

Section 5 - Place of Meetings

The place of meetings shall be fixed by the President and Board of Directors.

Section 6 - Quorum

Voting Delegates from a majority of the Member clubs that count toward quorum shall constitute a quorum for the purpose of transacting business.

Section 7 - Powers of General Committee

The General Committee shall determine SCVSDA policy and shall have power to make rules and regulations consistent with the Bylaws for the guidance of the officers in the management of SCVSDA.

- a. Shall elect Officers and Directors as provided for in these Bylaws.
- b. Shall discuss any matters of interest to the SCVSDA and establish its policies.
- c. Shall amend the SCVSDA Bylaws.
- d. Shall establish and amend the SCVSDA Jubilee Guidelines which shall have the power of a main motion when not in conflict with the Bylaws or Standing Rules of the SCVSDA (I.e. they may be temporarily or permanently altered by a majority vote at any General Committee meeting).
- e. Shall establish and amend the Standing Rules of SCVSDA.
- f. Shall have any and all other powers ascribed to it by the Bylaws and Standing Rules of the SCVSDA.
- g. Shall act on behalf of the Board of Directors in the event the Board of Directors is unable to act as a board.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Board of Directors

Board of Directors

- a. The Board of Directors shall be composed of four (4) elected officers plus three (3) elected Directors. Hereinafter this group shall be referred to as the "Board".
- b. Each Officer and Director shall consist of a pair of members, a Primary and a Secondary, the Secondary member is optional and need not be filled. In balloting, the Primary name shall be listed first on the ballot.
- c. There shall be no more than three (3) elected Members of the Board of Directors from the same Club as follows:
 - either two (2) elected Officers and one (1) elected Director from the same Club or one (1) Officer and two (2) Director from the same Club.
- d. Should there be sufficient candidates to maintain a ratio of one (1) officer and one (1) Director from the same Club, the Nominating Committee shall maintain this ratio.
- e. No member of the Board of Directors shall be a member of the Board of Directors of another Square, Round, Contra or Round Dance Association.
- f. To serve as an elected Officer, an individual shall have reached his/her 18th birthday.
- g. Officers, Board of Directors, and Delegates shall be NON-SALARIED, and shall donate their time, effort, and talents to SCVSDA.
- h. No part of any net earnings of SCVSDA may accrue or inure to the benefit of any Officer, Director, Delegate, or member.
- i. Powers

All Association powers and policies as assigned by the General Committee shall be exercised by or under the Board of Directors, and said Board shall control the business and affairs of SCVSDA. The Officers and Directors have no powers other than those set forth in these Bylaws. Members of the Board of Directors (who are not also Delegates) shall not be entitled to vote at the General Committee meeting, except to cast one (1) vote as a body (by the majority vote of the Board Members present) in case of a tie vote in the General Committee.

j. Responsibilities

A summary report of the business meetings of the Board of Directors shall be presented to the General Committee at any regular or special meeting following the Board of Directors meeting or meetings. The report shall be incorporated in the minutes of the General Committee meeting at which presented.

k. Time and Place of Meetings

The Board shall hold at least one regular meeting per year at a time and place set by the President or, in his/her absence, by the Vice President. Special meetings shall be called by the President and shall be open to all interested persons. Special meetings may also be called when requested by one-third of the board.

l. Notices

Notices of regular or special meetings shall be in writing and mailed to each Officer and Director at least fourteen (14) days before said meeting. (The Officers and Directors may in writing waive such notice.)

m. Voting

The Primary or Secondary or both may attend Board meetings to participate in discussions and vote on any question brought before the Board. The Primary President and Secondary President shall not vote in Board Meetings except in the event of a tie vote, when the Primary President shall cast the tie-breaker, or in the event of a tie vote with Primary President absent the Secondary President shall cast the tie-breaker. No other privileges are granted or implied except as otherwise provided for in these Bylaws.

n. Quorum

A majority of the elected Officers and Directors of the Board of Directors shall constitute a quorum for the transaction of business. The Primary or Secondary but not both shall be counted toward quorum.

o. Electronic Voting

The Board may vote on motions electronically between meetings, with approval having the same effect as approval at a meeting.

1) The Secretary shall establish, subject to approval by the Board, procedures for electronic voting using e-mail or similar technologies, making suitable provision for security and for participation by all Board members.

2) The Secretary shall initiate an electronic vote upon submission of a motion by members representing at least two Board positions.

- 3) Members shall be allowed at most seven days to vote, and may change or withdraw their vote at any time before the voting is closed.
- 4) If after seven days members representing at least five Board positions have not voted, the motion will be considered to have failed.
- 5) Voting will be closed immediately at any time after three days if all members have voted.
- 6) The Secretary shall report the result of the vote, including the full text of the motion and the final vote cast by each member voting, to all Board members immediately upon the voting being closed, and shall make the same report available to others on the same basis as minutes of a Board meeting.

Section 2 - Officers

The Officers of SCVSDA shall be President, Vice President, Secretary, and Treasurer.

a. President

- 1) The President shall have general supervision and direction of the business affairs of the SCVSDA and shall sign all contracts and obligations of the SCVSDA.
- 2) The President shall preside at all meetings of the General Committee and Board of Directors.
- 3) The President shall appoint all committees, with the approval of the General Committee and the Board of Directors. The President shall be ex-officio member of all Committees EXCEPT the Nominating Committee.
- 4) The President shall have custody of SCVSDA files.
- 5) The President shall receive all mail for SCVSDA and log all mail pertinent to SCVSDA business. The President shall maintain and record all mail received and shall distribute the mail to the proper individuals or committees for action as may be required.
- 6) The President shall keep the files up-to-date and ensure that all past SCVSDA records are in proper order.
- 7) A copy of the ARTICLES OF INCORPORATION shall be in the President's custody.

- 8) Upon completing term of office, the President, shall surrender the files and all documents pertaining to SCVSDA to the duly elected successor (no later than) at the joint meeting of the outgoing and incoming Boards of Directors.
- 8) Upon due certification of the Board of Directors and elected officers that all records and reports have been turned over from the outgoing Board of Directors THEN, and ONLY THEN, shall the General Committee award a lifetime membership.
- 10) Shall serve as liaison to the Callers Association.

b. **Vice President**

- 1) The Vice President shall, in the absence of, or temporary disability of the President, act with full powers of the President.
- 2) The Vice President shall perform all duties delegated to him/her from time to time by the President.
- 3) The Vice President shall be in charge of membership. Vice President shall examine the qualifications of all applicants of membership and present a report and recommendations to the Board of Directors.
- 4) Shall surrender all SCVSDA files and property to the out going President, at the end of his/her term.

c. **Secretary**

- 1) The Secretary shall keep or cause to be kept at the principal office of SCVSDA, or such other place as the Board of Directors may order, a book or minutes of all meetings of the Board of Directors and the General Committee.
- 2) All Minutes shall be written in a form that complies with the current standards as required by the California State law.
- 3) Shall keep a membership register showing the names of member clubs, club Presidents, and Delegates, with mailing addresses for each, along with cub dance nights, locations, and callers/cuers.
- 4) Shall give or cause to be given, notice of all meetings of the General Committee, and of the Board of Directors required by Bylaws or official directive.
- 5) Shall maintain a subscription list for the minutes of the General Committee meetings of the SCVSDA. All Standing

Committee Heads shall have a free subscription while they serve. All member clubs shall have a free subscription. All Officers and Directors shall have a free subscription while they serve. All Past Presidents shall also have a free subscription for five (5) years after leaving office and may thereafter subscribe for one half (1/2) price. Any interested party may subscribe to the minutes for the price shown in the Standing Rules.

- 6) Shall transmit the minutes and perform other duties as may be prescribed by the Board of Directors.
- 7) Shall surrender all SCVSDA files and property to the out going President, at the end of his/her term.

d. **Chief Financial Officer**

- 1) The Chief Financial Office, hereafter referred to as **Treasurer**, shall receive and disperse funds of SCVSDA and pay out or withdraw funds as instructed by the Board of Directors, using SCVSDA checks carrying the address of SCVSDA which shall bear the signatures of at least two (2) of the following elected officers:
 - a) The Treasurer
 - b) The President
 - c) The Vice President
 - d) The Secretary
- 2) Shall keep accounts of SCVSDA financial transactions, on a Fiscal year basis. The Fiscal year shall be defined as November 1 to October 31 of the following year.
- 3) Shall store or cause to be stored all pertinent past financial documents of the SCVSDA and the Jubilee.
- 4) Shall file or cause to be filed the appropriate IRS and Financial Tax Board declarations.
- 5) Shall recommend to the Board of Directors suggested investments of surplus SCVSDA funds.
- 6) Shall notify each SCVSDA Club by letter, on or before April 20th each year as to the amount of membership dues and insurance fees which shall be due June 1.
- 7) The Treasurer's books of accounts shall be verified by an accountant selected by the Board of Directors, prior to their transfer to the incoming Treasurer.

- 8) A reasonable sum shall be authorized by the Board of Directors to be transferred to a new account, to be available when the incoming Treasurer has taken office.
- 9) The outgoing Treasurer may not write checks after November 15 and must notify bank of same.
- 10) Shall surrender all SCVSDA files and property to the out going President, at the end of his/her term.

e) **Jubilee Treasurer (Not an Association Officer)**

- 1) The Board of Directors shall approve the selection of the Jubilee Treasurer.
- 2) Jubilee Treasurer MAY NOT be an authorized signature on SCVSDA account.
- 3) Shall receive and deposit all funds of the Jubilee and pay all bills as directed by the Jubilee Committee.
- 4) Shall surrender all Jubilee files and property to the current Chief Financial Officer, after the audit, at the end of his/her term.

Section 3 - DIRECTORS

Directors shall be elected from the Delegates to the General Committee or the Board of Directors, or from the General Membership (see Article IV-Nominating Committee). The duties of a Director, in addition to those outlined below or in Article III, Section 1, shall include such duties as may be assigned by the President.

- a. Directors shall assist, along with other Board members, in maintaining communication with member clubs through attendance at club nights, classes, and special dances, visiting clubs in whose activities they do not ordinarily participate, and making themselves available to club officers for discussion of topics relating to SCVSDA.
- b. Shall attend all Board of Directors and General Committee Meetings. Absences of a Director from two consecutive Board of Directors or General Committee Meetings without excuse shall be cause of dismissal.
- c. Shall surrender all SCVSDA files and property to the out going President, at the end of his/her term.

Section 4 - Election and Tenure of Office

- 1) All Officers and Directors shall be elected by ballot at the Annual Meeting of the General Committee, to serve for a term of one (1) year. Their term of office shall begin November 1 following their election. An Officer or Director who, for any reason, ceases to be an active member of a Club, forfeits his/her office unless he/she joins another member Club within sixty (60) days. All Officers are **ineligible** to hold the position of Club Delegate.

The Association President shall not hold the position of Jubilee Chairman. The Association Treasurer shall not hold the position of Jubilee Treasurer. All Officers and Directors are also **ineligible** to hold two positions on the Board of Directors.

Section 5 - Advisor (Junior Past President)

If most recent Past President (Junior Past President) is/are a member in good standing of a member club then they (Primary and Secondary) shall be a member of the Board of Directors in an advisory capacity. No other privileges are granted or implied.

Section 6 - Succession

- a. The President may not serve in excess of two (2) consecutive times as President.
- b. An officer member (other than President) of the Board of Directors may not serve in excess of five (5) consecutive times in any one(1) office.
- c. A Director may serve as many times as elected.
- d. The Secretary may serve as many times as elected or ratified.
- e. Term limits as described in sections 6(a) and 6(b) notwithstanding, if any office would remain unfilled due to a complete absence of candidates, those term limits shall not apply and the existing officeholder shall be allowed to continue in that office if they choose.

Section 7 - Recall

- a. A member of the Board of Director may be recalled for:
 - 1) Failure to abide by these Bylaws;
 - 2) Failure to pay SCVSDA dues;
 - 3) Failure to observe the Square Dancing Code of Ethics;

- 4) Or other conduct detrimental to the square dance movement as determined by a hearing before the General Committee of the SCVSDA.
- b. Recall of an Officer or Director may only occur following a hearing before the General Committee of SCVSDA. Such hearing may be requested by a majority of the SCVSDA Board of Directors or by written request of delegates from 15% (rounded up) of the Member Clubs of the SCVSDA General Committee. Such hearing and recall vote shall be scheduled between 14 and 30 days of the request for the hearing.
- c. An accused Officer or Director shall be removed from office IF two-third (2/3) of the delegates present and voting favor the removal.
- d. A second method by which a director or officer may be recalled is by a vote of two-thirds (2/3) of the remaining board moving that the director or officer is unable to fulfill the duties of the office.

Section 8 - Vacancies

1. **Vacancies shall exist** on the Board of Directors when:
 - a. **Both the Primary and Secondary member of an Officer or Director of the Board of Directors is/are absent two (2) unexcused consecutive meetings.**
 - b. A member of the Board of Directors has resigned, been recalled or otherwise terminated his position or has been deemed unable to fulfill the duties of the office through motion of the board as described in Article III section 7(d).
 - c. If the Primary for an Officer or Director resigns, has been recalled, terminated, or been properly removed from the Board, then if not vacant, the Secondary shall become the Primary and the Secondary shall be vacant.
2. Vacancies shall be filled on the Board of Directors in the following manner:
 - a. An officer vacancy(ies) shall be filled by an election, to be held at the next General Committee Meeting.
 - b. The Board of Directors shall have the right to temporarily fill the position of secretary until elections can be held, so that SCVSDA business can be transacted.
 - c. Should the office of Director become vacant, the Board of Directors shall have the right to fill the position, with

confirmation of their actions by a majority vote of the General Committee, taking place at the next General Committee Meeting.

3. The Primary for any Officer or Director for which the Secondary is vacant may nominate a Secondary at a General Committee Meeting. A majority vote of the General Committee Meeting shall fill that vacancy.

Section 9 - Standing Committees

The President shall appoint the members of all committees and designate the Chairman, subject to the approval of the Board of Directors. Selection of standing committees should represent a cross section of the member Clubs and may include non-association members. Principal committees shall be Historian, Jubilee, Insurance, Publicity, Dancing at the Fair, Whing Ding, Calendar and Advisory.

- a. Historian

Shall keep a history of SCVSDA.

- b. Jubilee

Shall coordinate all activities of the Annual Jubilee in accordance with the SCVSDA Jubilee Guidelines.

- c. Insurance

This committee shall consist of up to three (3) members. Their duties are to coordinate and expedite all insurance activities. All policy renewals recommended shall be approved by the Board of Directors and ratified by the General Committee.

- d. Publicity

Committee shall consist of up to three (3) members. Their duties shall be to promote all SCVSDA activities in various media.

- e. Calendar

The duties of the calendar chairman shall be the maintenance of a five-year working calendar of the clubs activities. SCVSDA will publish an annual Calendar listing only:

- 1) SCVSDA meetings, dances, and events approved by the Board.
- 2) SCVSDA Club Anniversary Dances.
- 3) SCVCA (Callers Association) meetings and events approved by the SCVSDA Board.
- 4) California State and National Square Dance Conventions.

- 5) Dance Festivals and events sponsored by California Square Dance Council and Council Member Associations in good standing.
- 6) Out of State, State Festivals, or Conventions with Board approval.
- 7) Benefit or other dances, sponsored by commercial enterprises, WILL NOT be listed on the same date as a SCVSDA member Club, without written approval from the club with an event listed on the same date.
- 8) All 5th Saturdays shall be reserved for SCVSDA activities.

f. Dancing at the Fair

Chairman of Dancing at the Fair shall coordinate member Clubs and Callers to dance during the Fair.

g. Whing Ding

This committee shall produce and promote fifth-Saturday Whing Dings. Subject to guidelines established by the Board or General Committee, this committee shall have the authority to secure facilities, callers, and cuers for these dances, as well as to determine the program and pricing. If SCVSDA enters into an agreement with any other organization(s) for co-sponsorship of these dances, that agreement may provide for the other organization(s) to appoint members to this committee, and this joint committee will operate subject to the provisions of such agreement. Whing Dings will not be held on New Year's Eve.

h. Advisory

This committee shall consist of five (5) members: past officers, who are still dues paying members of an SCVSDA club, or members of the General Committee with the approval of the Board of Directors. This committee is "advisory". No member can serve more than three (3) consecutive years. At least two (2) members shall be appointed each year.

ARTICLE IV - NOMINATING COMMITTEE

Section 1 - Nominating

- a. At the March General Committee meeting the President shall appoint the Nominating Committee, with the approval of the General Committee. It shall consist of five (5) members: one (1) selected from the current board of Directors, three (3) from the Delegates or from the General Membership, and one (1) a Past Officer or a Past President who is still active in SCVSDA and a member Club.
- b. The Committee may nominate one or more candidates for each office, as set forth in these By-Laws. All nominees for office may be chosen from the current Delegates to the General Committee, the eligible members of the Board of Directors, or from the General Membership, or as otherwise defined by the Standing Rules.

Section 2 - Nominees

Nominations shall be open to the members of the General Committee at the Annual Meeting. Such nominees must meet the same qualifications as the nominees proposed by the Nominating committee and these By-Laws.

ARTICLE V - DISSOLUTION OF SCVSDA

In the event this corporation and Association should be dissolved, all equipment owned by the Corporation shall be sold to the highest bidder and the proceeds of the sale, together with any funds on hand, after all bills and obligations have been settled, shall be contributed to a charitable institution to be selected by the Delegates at a Special Meeting of the General Committee to be called by the President or the Board of Directors for this purpose. Said charitable organization shall be acceptable to the Internal Revenue Service (IRS).

ARTICLE VI - PARLIAMENTARY AUTHORITY

Section 1 - Rules of Order

Roberts Rules of Order (Newly Revised) shall be the governing Parliamentary Law of SCVSDA in all cases not definitely provided for in these Bylaws and Standing Rules.

Section 2 - Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definition contained in the California General Non-Profit Corporation Law shall govern the construction of these By-Laws.

ARTICLE VII - CODE OF ETHICS

The UNITED SQUARE DANCERS OF AMERICA, INC., The National Organization for Square Dancers, has adopted a Dancers Code of Ethics. During its third annual meeting held in Baltimore, Maryland on June 29, 1984, concurrently with the 33rd National Square Dance Convention, the UNITED SQUARE DANCERS OF AMERICA Board of Directors approved the following resolution urging all Square Dancers to adhere to an accepted Code of Ethics.

"Square Dancers everywhere are encouraged to comply with an appropriate Code of Ethics which will enhance the public image and the pleasure of the movement to all dancers and non-dancers, as well.

Among the unique aspects of this wholesome activity is the attractive attire which is an intrinsic part of the image of the Square Dance. Accordingly the wearing of appropriate apparel is as important to the enjoyment of the participants as it is to those watching. Not only should the clothing of the dancers be appealing to the eye, but also functional to the others within the Square. This includes the wearing of long sleeved shirts and ties for the men and full skirts for the ladies.

Avoidance of alcoholic beverages both before and during dances is essential to ensure the enjoyment for everyone. A single drink can severely diminish the response time required to execute the intricate moves of the dance. Square Dancing in itself has the capability of providing sufficient exhilaration to warrant abstinence from alcohol on dance nights.

Courtesy to others is important at all times. This includes personal cleanliness, as square dancing is an energetic recreation which can be offensive should adequate precautions not be taken.

The welcoming of others into the Dance and into the squares is an integral part of the social aspect of Square Dancing. Walking out of a square at any time is considered a severe insult. At the end of a dance, no one should leave the square before thanking everyone who contributed to the joy and the fun of dancing together.

Conforming to the accepted and generally taught maneuvers for execution of the movements helps to eliminate any uncertainty among other dancers. Proper styling while dancing is as important to the enjoyment of the square dance as is proper execution of the movements.

Adherence to these guidelines should be encouraged from the very early stages of beginners class. The best means of achieving this is through example by experienced dancers and leaders and by the incorporation of Ethics into the educational process during the class."

It is felt that through the re-affirmation of these long recognized rules of conduct, dancers everywhere will be reminded of the importance of courtesy, friendliness and personal hygiene. All of these things are an integral part of the Square Dance activity.

ARTICLE VIII - AMENDMENTS

Amendments to these Bylaws shall be sponsored by delegates from fifteen (15) percent of the clubs or by a majority of the Board of Directors.

Amendments to these Bylaws shall have been submitted at the General Committee meeting previous to the General Committee meeting at which they shall be considered or ninety (90) days written notice shall have been given. Acceptance of any amendment shall be by two-thirds (2/3) affirmative vote of those present and voting at a meeting at which a quorum is present; the notice specified above having been given.