

The Missouri Federation of Square 'N Round Dance Clubs, Inc.

**Constitution and Bylaws**

Revised October 9, 2022

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# The Missouri Federation of Square 'N Round Dance Clubs, Inc.

## Constitution and Bylaws

### Articles of Incorporation

#### Affiliation

The Missouri Federation of Square 'N Round Dance Clubs, Inc. is an affiliate of the United Square Dancers of America, Inc. (USDA) and agrees to abide by the USDA Bylaws and Standing Rules and further agrees to subscribe to the *United Square Dancers of America Code of Ethics and Code of Conduct*.

The Missouri Federation of Square 'N Round Dance Clubs, Inc. was designated a Missouri General Not for Profit Corporation by action of the Secretary of State on June 7, 1975 with the following stated purpose:

#### Social and Cultural

1. To promote square dancing as a recreational activity of the highest standard;
2. To provide for the advancement thereof through the establishment of membership clubs; and
3. To hold annual festivals thereof by and through the membership organizations.

### Article I: Name

The name of this federation shall be the Missouri Federation of Square 'N Round Dance Clubs, Inc., a general not-for-profit corporation, originally established in 1959.

### Article II: Purpose

The purpose of this federation shall be:

- Section 1. To promote square and round dancing as a recreational activity of the highest standard.
- Section 2. To provide for member districts promotional and organizational assistance with regard to new or existing clubs within their areas, if requested.
- Section 3. To encourage, support and assist the member districts in their efforts toward development and advancement of leadership in the various phases of square and round dancing activities such as club management, promotional activities, dance callers, round dance cuers, etc., if requested.
- Section 4. To promote and have active charge of an annual state dance to be held any Saturday in October or either of the first two Saturdays in November. A dance will be held on the preceding Friday night. Area callers and cuers of dues-paying Missouri Federation clubs will do the calling and cuing on Friday night and Saturday as available time permits, and a nationally-known caller and cuer will be the featured caller and cuer on Saturday.

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Section 5. To maintain communications between districts with regard to information for square and round dance activities.

Section 6. To maintain communication between the Missouri Federation and the national organization known as United Square Dancers of America (USDA).

**Article III: Membership**

Section 1. Membership in this federation shall be composed of dues paying clubs in federated districts.

Section 2. A membership fee shall be assessed each year from each member square and/or round dance club in each district. This fee shall be due and payable October 1 of each year.

Section 3. Membership fees shall be submitted by district presidents or treasurers and shall be accompanied by a list of the clubs within that district for which dues are being submitted. This list should include the club president's name, address and telephone number, the club callers and/or cuers name and address, and the number of club members.

Section 4. The Missouri Federation requires that each member club be covered by at least \$1 million liability insurance naming the Missouri Federation of Square 'N Round Dance Clubs, Inc. as additional insured.

Section 5. Membership is open to all square dancers regardless of sex, race, creed, color, age, national origin, or physical abilities. This Federation is an equal opportunity organization and will not participate in discrimination.

Section 6. Lifetime membership shall be presented to all past presidents of the Missouri Federation. The card shall be made of a permanent type material imprinted with their names and year of service. This card entitles the past presidents free admission to all Missouri Federation sponsored functions and voting privileges at all board of directors meetings.

**Article IV: Board of Directors**

Section 1. The board of directors is the governing body of the Missouri Federation with all powers which are allowed by the laws of the State of Missouri.

Section 2. The board of directors shall consist of the members of the executive committee, all members of the past president's committee, three delegates from each member district (one of which must be the district president or vice president), insurance coordinator, webmaster and the staff of the Federation's official publication, The Show Me Doin's. (The Doin's staff being: editor, circulation manager and advertising manager). A member of this board shall consist of a

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couple/single entitled to one vote only. If a couple or individual fills more than one position they or he/she may have only one vote.

- A. All members of the board of directors must be members of a dues-paying club in the district which they represent.
- B. All past presidents who have come off the past presidents committee are not a part of the established board of directors quorum needed for conducting meetings, but their votes count during any balloting. They may attend meetings and retain their lifetime voting privileges at meetings of the Missouri Federation of Square 'N Round Dance Clubs, Inc. as long as they are dues paying members of a Missouri Federation club. These past presidents are counted as an addendum to the quorum.
- C. The names of all delegates and alternates must be recorded with the secretary by January 31 of each year, in order for those delegates or alternates to be eligible to cast a vote at any meeting. Additionally, any change of delegates or alternates shall be recorded with the secretary not later than three weeks before the next scheduled meeting in order for those delegates or alternates to be eligible to cast a vote at any meeting. In an emergency alternates may serve if notice is given to the president and/or secretary prior to a regular meeting of the board of directors at which the alternates will serve. An emergency alternate must have the spoken or written approval of the district president.
- D. An office holder or director may also serve as a presidential appointee identified in Article VII, Committees.

Section 3. A vacancy created on the Board of Directors by resignation shall be filled by the district affected by the vacancy.

**Article V: Officers and Their Duties**

Section 1. Officers

The elected officers shall be president, first vice president, second vice president, secretary and treasurer.

Section 2. Duties

- A. The president, subject to the direction of the board of directors, shall have general responsibility over the affairs of the federation and shall preside at all meetings. The president shall be an ex-officio member of all committees except the nominating committee. The president shall perform such other duties as are usually incident upon the office of the president.

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- B. The vice presidents, in their respective order, shall in the absence of the president perform all duties of the office.
- C. The secretary shall keep the minutes of all meetings, shall notify the board of directors of all meetings, and shall be responsible for any correspondence delegated by the president, executive committee and/or the board of directors.
- D. Treasurer
  - a. The treasurer shall deposit the federation's funds in the name of The Missouri Federation of Square 'N Round Dance Clubs, Inc. into a bank account established in a financial institution covered by the Federal Deposit Insurance Corporation (FDIC) located in close proximity to the treasurer's home. Funds can be disbursed only by the signature of the treasurer or president.
  - b. The treasurer shall keep a ledger of all income, expenses and investments. Such ledger shall be available at any reasonable time for inspection by the executive committee, board of directors or its designee.
  - c. Shall submit the financial ledger and supporting documents in February, for the calendar year just ended, to the audit committee for an annual audit.
  - d. Immediately following the annual audit the treasurer shall prepare the annual income tax return (Form #990 EZ), which is due without penalty by May 15 of each year.
  - e. At the annual meeting, the treasurer shall submit a proposed budget for the up-coming year.
  - f. The treasurer shall report to the Executive Committee, Insurance Coordinator and all district presidents a listing of all clubs, by district, of all dues received by the deadline set in Article III, Membership.
  - g. The treasurer is responsible for officer memorials, i.e. purchasing and sending a suitable floral arrangement or monetary contribution to a named charity in accordance with the Standing Rules, Article XIII: Officer Memorials.

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Section 3: Terms of office

Officers shall serve from January 1 to December 31.

Section 4: Nominations and elections

- A. A nominating committee shall present a slate of officers at the July meeting of the board of directors. Nominations for each office may also be made from the floor. Consideration should be given to nominating only one officer from a district, if possible, so that representation may be diversified. Consent of nominees must be obtained before their names are presented.
- B. Officers of this federation shall be elected by the board of directors during the State Festival meeting in October/November.
- C. A majority of those present and voting is required to elect. A voice vote will be allowed when there is only one candidate for a position.
- D. A vacancy in an office by reason of resignation or otherwise, shall be filled by an election by the board of directors at its next meeting. The nominating committee shall present one or more names as candidate/candidates for the office vacancy.

Section 5: Fiscal Year

The Fiscal Year of the federation shall be January 1 through December 31.

**Article VI: Meetings**

Section 1: Regular

Regular meetings of the board of directors shall be held four times a year, hosted by member clubs or via conference call. Meetings will be held in the district in which the club is a member. A dance, the night before the meeting, shall be held if possible. Meetings shall be held on a Sunday in the months of January, April, July and October/November, with the meeting designated as the festival meeting held on the Sunday of the annual festival. Within ten days of each state meeting, each board of director member will receive uncorrected minutes of said meeting, either by e-mail to those who have e-mail addresses, or mailed to those members who do not have e-mail addresses. Notices of upcoming meetings with a copy of the previous meeting minutes and agenda of all business known to the executive committee to be brought before the board of directors shall be either e-mailed to those with an e-mail address, or mailed to those members of the board of directors who do not have an e-mail address, postmarked at least 10 days before the meeting. The meeting dates for the coming year shall be adopted at the October/November festival meeting.

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Section 2: Annual

The October/November meeting of the board of directors shall be designated as the annual meeting and held on the Sunday of the Annual festival, if feasible.

Section 3. Special

Special meetings of the board of directors may be called by the president or by written petition to the executive committee by at least two member districts. Failure of the executive committee to comply within 15 days to a properly petitioned request for a special meeting shall qualify petitioning districts to call a special meeting by notifying in writing all members of the board of directors at least 10 days prior to the date of the special meeting.

Section 4. Quorum

- A. Regular Meetings – A quorum shall consist of four members of the executive committee and all other members of the board of directors present.
- B. Special Meetings - A quorum shall consist of all members of the board of directors present when the meeting is called by petition of member districts.
- C. For any meeting at which business includes election of officers, changes in the Constitution and Bylaws and/or Standing Rules, or dissolution of the Missouri Federation, a quorum shall be 51 percent of the directors.

Section 5. Hosting Meetings

A district wishing to host a meeting shall make a request of first and second choice for the month desired at the October meeting. The October or November meeting shall be held in the festival city.

**Article VII: Committees**

Section 1. Executive Committee

- A. The executive committee shall consist of the elected officers and the immediate past president.
- B. The executive committee shall conduct routine business of the federation between board meetings and carry out projects authorized by the board of directors.
- C. The executive committee meets in January. Additional meetings will be called by the president as needed.
- D. A quorum of the executive committee shall be four committee members.

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Section 2. Past Presidents' Committee

- A. The members of the past presidents' committee shall consist of the immediate past three active past presidents, excluding the most recent past president.
- B. This committee serves as an advisory body to the executive committee and shall meet as needed.

Section 3. Nominating Committee

The nominating committee shall consist of the four immediate past presidents. If any of them are unable to serve, the next past president in sequence will serve.

Section 4. Caller/Cuer Hall of Fame Selection Committee

The Hall of Fame selection committee shall consist of the immediate past president of the federation as chairman, and four members from the board of directors selected by secret ballot no later than the April meeting, with no two members from the same district. The previous year's recipient is to be a member-at-large. Nominations from the floor will not be accepted.

Section 5. Square Dancer of the Year Selection Committee

The Square Dancer of the Year selection committee shall consist of all district presidents. The committee will select a member to act as chairman.

Section 6. Presidential Appointments

- A. The president, with the approval of the executive committee, may appoint committees or positions as deemed necessary.
- B. All appointees and committees shall be relieved of their duties at the completion of the calendar year on December 31.

**Article VIII: Parliamentarian**

Section 1. The president shall appoint a parliamentarian.

Section 2. The parliamentarian shall assist the presiding officer on all questions of procedure and rules.

Section 3. The rules contained in Robert's Rules of Order (Revised) shall govern the federation in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws or Standing Rules.



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**Article IX: Indemnification of Members of the Board of Directors**

Section 1. Indemnification

- A. When authorized in accordance with Section 1, (c) hereof, the Federation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Federation) by reason of the fact that such person is or was a director or officer of the Federation, or is or was serving at the request of the Federation as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interest of the Federation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interest of the Federation, nor, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such conduct was unlawful.
- B. When authorized in accordance with Section 1, (c) hereof, the Federation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Federation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Federation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to the liable for negligence or misconduct in the performance of such person's duty to the Federation unless and to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

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- C. Any indemnification under Section 1, (a) or (b) hereof (unless ordered by the court) shall be made by the Federation only as authorized in a specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 1. (a) or (b) hereof. Such determination shall be made:
1. By the Board of Directors, by unanimous vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
  2. If such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
  3. To the extent that such director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1. (A) or (B), or in defense of any claim, issue or matter therein, such person shall be indemnified by the Federation against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.
- D. Expenses (including attorneys' fees) incurred in defending a civil or criminal action., suit, or proceeding may be paid by the Federation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 1, (c) upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Federation as authorized in this Section 1.
- E. The indemnification provided by this Section 1, shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.
- F. The powers and duties of the Federation to indemnify any person under this section shall apply with equal force whether an action, suit or proceeding is threatened or commenced in the state of incorporation or outside the state.

**Section 2. Further Indemnification**

If now or hereafter the laws of this State shall so permit, any director or officer of the Federation who is then serving or who has theretofore served in such capacity shall further be entitled to all additional indemnification or reimbursement from the Federation to the full extent permitted by applicable laws, for his damages and so much of his expenses of defense, including attorneys' fees, which are actually incurred

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in the defense of any suit or action, criminal or civil, seeking to establish such officer's or director's liability arising out of his alleged dereliction of duty to the Federation.

**Section 3. Procedure**

Any officer or director seeking indemnification hereunder shall follow such prescribed procedures as the Board of Directors of the Federation and applicable laws shall require.

**Section 4. Applicability**

All provisions of this Article shall apply equally to officers, directors and persons appointed by the Federation officers and/or directors to serve on committees or in functional offices in accordance with Articles VII and VIII.

**Article X: Amendments**

Section 1. The Constitution and Bylaws may be amended at any regular meeting of the board of directors by a two-thirds vote of members present with the required quorum, providing that the amendment has been submitted in writing at a previous meeting.

Section 2. Any addition or amendment to the constitution and bylaws, failing to obtain the required number of votes shall not be considered by the Board of Directors again, in whole or in part, for a minimum of one year.

**Article XI: Dissolution\***

a) No part of the organization's assets or net earnings may inure to benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.

b) The federation may be dissolved only by vote of two-thirds of the board of directors with the required quorum present. Upon dissolution, any assets remaining after all outstanding obligations are satisfied shall be distributed to another nonprofit organization under section 501 (c)(3) of the Internal Revenue Code," or shall be distributed to the federal government, or to a state or local government, for public purposes.

c) The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

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**Article XII: Status of Constitution and Bylaws**

This Constitution and Bylaws, when approved by the board of directors, supersedes any and all previous Constitutions and Bylaws and their amendments.\*\*

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## Notes:

\*Required by the IRS for all tax-exempt organizations.

\*\*This document revised:

October 2001

January 2003

April 2008

October 2008

December 2008

June 2014 (Article V, Sections 3, 4)

December 2018

June 2, 2019 (Article VII, Section 4)

January 5, 2020 (Article III, Section 4, 5, 6)

August 16, 2020 (Article V, Section 2, Para D)

April 18, 2021 (Article III, Section 2; Article V, Sections 3 & 4A; Article VI, Sections 1 & 2; Article VII, Section 6B;)

July 18, 2021 (Article V, Section 5 (added))

October 9, 2022 (Article V, Section 1)