

**BYLAWS
OF
ST. LOUIS METRO SQUARE AND ROUND DANCE ASSOCIATION**

Incorporated in the State of Missouri

April, 2008

Amended May 3, 2014, May 4, 2019, November 18, 2019, May 1, 2023, November 11, 2014

A Not-for-profit Organization

Article I.

Section 1. Name of Organization

The name of this district shall be the ST. LOUIS METRO SQUARE AND ROUND DANCE ASSOCIATION (referred to within this document as “Association”) (Amended November 18, 2019)

Section 2. Type of Organization

This Association is a not-for-profit organization incorporated in the State of Missouri. (Amended November 18, 2019)

Section 3. Mission Statement

To promote, teach and coordinate square and round dancing and associated activities in the St. Louis District of the Missouri Federation of Square ‘N Round Dance Clubs, Inc. (Missouri Federation) to fairly represent the issues and interests of clubs and supporting organizations; to facilitate communication between all facets of the activity within the community, and to foster an environment of fun and fellowship. (Amended November 18, 2019)

Article II.

Section 1. Membership in the Association

The Association shall be comprised of any square or round dance club or supporting organization interested in the Mission Statement of the Association, who applies for membership, pays the requisite dues, and adheres to the rules of the Association as contained in the bylaws and other governing directives. (Amended November 18, 2019)

A. Clubs

A club shall consist of an organized group of square and/or round dancers. A club is defined as a minimum of eight (8) people or being a caller or cuer run club. All members of dues-paying clubs are considered members of the association.

(Amended May 1, 2023)

B. Members Emeritus and Life Members

All members emeritus and life members of the former Greater St. Louis Folk and Square Dance Federation shall become members emeritus and life members of the Association without further membership costs.

Article III.

Section 1. Restrictions on the use of the Association

- A. The Association shall not be used for business, religious or political purposes or for the monetary gain or profit of its members.
- B. The Association shall not discriminate on the basis of age, sex, race, religion, sexual orientation, national origin or disability. (Amended November 18, 2019)
- C. The Association may cooperate with and solicit the cooperation and/or sponsorship of legitimate advertisers in projects and programs designed to further the purposes of the Association.
 - 1. The Association shall at all times retain control of such arrangements and shall retain the right to reject offensive or partisan advertising, publicity and promotion.
 - 2. The Association may enter into such arrangements for such values as it can secure. Said value may be in money, sponsorship and financing of a program, or other valuable consideration.
 - 3. Agreement of cooperation shall not necessarily constitute endorsement of the advertiser's product or service; and such endorsement shall not be stated or implied.
 - 4. Every proposal for such an arrangement shall be subject to the approval of the Board of Directors.
 - 5. The Executive Committee shall appoint and approve a committee for each project. The committee so appointed shall have complete authority to act for the Association and the Board of Directors in accordance with the rules and directives as the Association and Board of Directors may set forth.
- D. No arrangement or agreement may be made under this article involving financial liability to any member.

Article IV.

Section 1. Cost of Membership (Amended November 18, 2019)

- A. Clubs
Membership dues for clubs shall be determined by the Board of Directors.
- B. Supporting Organizations
Membership dues for supporting organizations shall be determined by the Board of Directors.

Section 2. Metro NEWS (Amended November 18, 2019)

- A. Any person can purchase an annual subscription of Metro NEWS. Subscribers to Metro NEWS are not considered to be members of the association unless they are also members of dues-paying clubs.
- B. All life members of the former Greater St. Louis Folk and Square Dance Federation shall receive the Metro NEWS publication at no charge.

Article V.

Section 1. Elected Officers (Individuals)

- A. President
- B. Vice President
- C. Recording Secretary
- D. Corresponding Secretary

Section 2. Elected Representatives-at-Large (Individuals)

There shall be three (3) elected Representatives-at-Large to support Association activities. (Amended November 18, 2019)

Section 3. Dance Club Representatives (Individual or couple)

There shall be one (1) representative designated from each club.

Section 4. Appointees

The President shall appoint individuals/committees to the following positions:

- A. Treasurer
- B. Parliamentarian
- C. Nominating Committee
- D. Auditing Committee

Section 5. Optional Appointees and Committees

The President may appoint individuals or couples to the following positions or committees. The President may add or remove any position or committee with board approval by two-thirds (2/3) vote. (Amended April 5, 2008)

- A. Historian
- B. District Delegates to Missouri Federation (Amended November 18, 2019)
 - 1. Two (2) District Delegates
 - 2. One (1) Alternate Delegate
- C. Publication Editor
- D. Map Book Editor
- E. Schedule Book Editor
- F. Printer
- G. Publicity
- H. Property
- I. Membership
- J. Sweetheart Dance
- K. Jamboree
- L. Picnic
- M. Benefit Dance
- N. Education Committee
- O. Finance
- P. Advance Planning
- Q. Honored Dancer(s) Committee
- R. New Dancer Retention Committee

Section 6. Supporting Organization Representatives (Amended November 18, 2019)

- A. One (1) Callers Guild
- B. One (1) Round Dance Council

Section 7. Position Restrictions

The positions of elected Officers, elected Representatives-at-Large, Square and Round Dance Club Representatives, Appointees, Optional Appointees, Supporting Organization Representatives and Committees shall be filled by members of the Association. These officers

and representatives shall hold only one (1) voting position within the Association. (Amended November 18, 2019)

Article VI.

Section 1. Voting

A. Every member of a dues paying club is a member of the Association and shall have one (1) vote at the annual or special membership meetings. (Amended November 18, 2019)

B. Voting at the Bi-Monthly Business Meetings (Amended May 4, 2019)

1. Each individual filling a position as an elected officer other than President, shall have one (1) vote.

2. The President may vote only in the event of a tie or to create a tie. (Amended April 5, 2008)

3. Each elected Representative-at-Large shall have one (1) vote.

4. Each Dance Club shall have one (1) vote. (Amended April 5, 2008)

5. Each Supporting Organization shall have one (1) vote. (Amended November 18, 2019)

Article VII.

Section 1. Policy and Direction of the Association

The overall policy and direction of the Association shall be vested in a membership which shall be made up of all members of the Association.

Section 2. Management of the Association

The management of the Association shall be vested in a Board of Directors which shall carry out the policies decided upon by the membership.

Section 3. Board of Directors

The Board of Directors shall consist of the elected officers, elected Representatives-at-Large and Dance Club Representatives.

Section 4. Executive Committee

The Executive Committee shall consist of the elected officers. The Treasurer and the Parliamentarian shall be non-voting members. (Amended April 5, 2008)

Section 5. Restrictions

No more than two (2) individuals who are professional square dance callers, round dance cuers or teachers at the time of their election or appointment shall serve on the Executive Committee.

Section 6. Compensation

No member of the Board of Directors shall receive compensation.

Article VIII.

Section 1. Terms of Office

The terms of office of elected and appointed positions in the Association are defined as follows:

- A. The President, Vice-President, Recording Secretary, Corresponding Secretary, and the Representatives-at-Large shall be elected for a term of one (1) year. They shall be elected each year. (Amended November 11, 2024)
- B. The Dance Club Representatives shall serve for a term of one (1) year. (Amended April 5, 2008)
- C. The President, with two-thirds (2/3) approval of the Board of Directors, shall appoint a Treasurer to serve on a continuous basis.
- D. The President, with two-thirds (2/3) approval of the Board of Directors, shall appoint a Parliamentarian to serve on a continuous basis.
- E. The President, with two-thirds (2/3) approval of the Board of Directors, shall appoint a Nominating Committee Chair to serve each year.

Section 2. Effective Date

The Board of Directors shall be sworn-in at the conclusion of the November business meeting and their terms shall be effective on January 1 of the following year. (Amended November 18, 2019)

Section 3. Vacancies or Unexpired Terms

- A. Should the presidency become vacant prior to the expiration of the term of office, the Vice President shall immediately succeed to the office.
- B. Should any other elected office become vacant prior to the expiration of the term of office, the remaining members of the Board of Directors may appoint another Association member to fill the vacancy for the remainder of the term.
- C. Should both the office of President and Vice President become vacant, so that both are vacant at the same time, the Parliamentarian shall act as President pro-tem and shall call for an election by the membership within ninety (90) days of the latest vacancy.
- D. A vacancy of the Treasurer shall be filled by appointment by the President with two-thirds (2/3) approval of the Board of Directors.
- E. A vacancy of the Parliamentarian shall be filled by appointment by the President with two-thirds (2/3) approval of the Board of Directors.
- F. A vacancy of a Dance Club Representative shall be filled by the club within sixty (60) days. New representatives will be sworn-in at his/her first bi-monthly meeting. (Amended May 4, 2019)

Section 4. Attendance Requirements

Members of the Board of Directors are required to attend at least two-thirds (2/3) of the bi-monthly board meetings in each year of their term of office. Failure to do so shall result in the Board of Directors declaring this office or position vacated and prescribed procedures shall be followed for the filling of the vacancy. (Amended May 4, 2019)

Article IX.

Section 1. Meetings of the Association

- A. The Board of Directors shall meet at on a bi-monthly basis. Meetings to be held in January, March, May, July, September and November of each year. (Amended May 4, 2019).
- B. A membership meeting shall be called by the Board of Directors annually.
- C. Any ten (10) members of a dues-paying club(s) may petition the Board of Directors for a meeting of the membership and such meeting shall be called within a reasonable time. (Amended November 18, 2019)
- D. Members present at all meetings shall constitute a quorum.

Article X.

Section 1. Elections

Officers of the Association and Representatives-at-Large shall be elected at the annual membership meeting.

- A. Candidates for elected offices and Representatives-at-Large shall be recruited by a nominating committee.
- B. The nominating committee's slate of officers shall be presented at the annual membership meeting and additional nominations may be made from the floor.
- C. Elections shall be by secret ballot. Candidates who receive a plurality of the votes cast for their respective offices shall be declared elected. The President will present his/her ballot only in the event of a tie.
- D. All ballots shall be destroyed after thirty (30) days.

Article XI.

Section 1. Funds of the Association

- A. The funds of the Association shall be used for the legitimate expenses required in its conduct and maintenance and to further the mission of the Association.
- B. Funds required for normal operations and activities may be deposited, or invested, in interest or dividend yielding accounts, all subject to the following controls:
 1. At least once each fiscal year the Treasurer shall report to the Board of Directors his/her recommendation of the average amount of funds to be available for normal operations. The Board of Directors shall then stipulate the average amount of funds to be available for normal operations, either through adoption of the Treasurer's report or adoption of a recommendation from the floor, by simple majority of the votes cast. Funds so stipulated shall be deposited as normal operational funds, which shall be immediately available by check or withdrawal. The depository for the operational funds shall be approved by a simple majority of the Board of Directors.
 2. When, in the opinion of the Treasurer, funds in excess of normal operational funds are available they shall be deposited or invested in interest or dividend yielding accounts. Such deposits or investments shall be in federally insured financial institutions from which funds may be withdrawn and available on reasonable notice. The depository for the excess funds shall be approved by a simple majority vote of the Board of Directors.

Article XII.

Section 1. Duties of the Board of Directors

- A. President
 1. The President shall preside at all meetings.
 2. The President shall decide on all questions of order according to *Robert's Rules of Order*.
 3. The President shall appoint all committees and act as ex-officio member of all committees except the Nominating Committee. The President shall never serve as Chairman of a committee.

4. The President shall ensure that all committees perform the duties assigned to them within a reasonable time.
5. The President shall call special meetings, when in his/her judgment, they are required.
6. The President shall perform such other duties as are right and proper for this office or as directed by the membership or Board of Directors.

B. Vice President

1. The Vice President shall assist the President in the execution of his/her duties and shall serve in the absence of the President.
2. The Vice President shall serve as advisor to all annual events chairmen.
3. The Vice President shall perform such other duties as are right and proper for this office or as directed by the membership or Board of Directors.

C. Recording Secretary

1. The Recording Secretary shall keep accurate minutes of each meeting of the membership or Board of Directors and report same at each succeeding meeting.
2. The Recording Secretary shall keep and file all reports.
3. The Recording Secretary shall ensure the official by-laws; special rules of order and current minutes book are available for reference at all meetings.
4. The Recording Secretary shall perform such other duties as are right and proper for this office or as directed by the membership or Board of Directors.

D. Corresponding Secretary

1. The Corresponding Secretary shall keep a roster of the Board of Directors and the Club Presidents. These lists shall be kept as up-to-date as possible and available for any legitimate inspection.
2. The Corresponding Secretary shall notify the members of all scheduled meetings. Such notification shall be by inclusion in the official publication as nearly as possible one month in advance of the meeting. Notice of special meetings shall be sent by mail/email to the Board of Directors when advance notice cannot be included in the official publication.
3. The Corresponding Secretary shall handle Association correspondence of a general nature with local and out-of-town correspondents and shall report to the Board of Directors.
4. The Corresponding Secretary shall issue special mail/email bulletins to the Board of Directors and Club Presidents.
5. The Corresponding Secretary shall ensure that elected officers and appointees, when elected or appointed, are provided a copy of the bylaws and other appropriate guidelines.
6. The Corresponding Secretary shall perform such other duties as are right and proper for this office or as directed by the membership or Board of Directors.

E. Representatives-at-Large

1. Representatives-at-Large shall represent all dancers.
2. Representatives-at-Large shall represent the Association at special anniversary dances.
3. Representatives-at-Large shall be responsible for We-Done-It records and shall represent the Association at We-Done-It dances. (Amended May 4, 2019)
4. Representatives-at-Large shall perform such other duties as are right and proper for this position or as directed by the membership or Board of Directors.

F. Dance Club Representatives

1. Club representatives shall act as liaison between the Association and the club they represent.

2. Club representatives shall be responsible for voting on behalf of the club they represent.
3. Club representatives shall perform such other duties as are right and proper for this position or as directed by the membership or Board of Directors.

Section 2. Duties of the Appointees

A. Treasurer

1. The Treasurer shall be the custodian of all funds of the Association. All funds of the Association shall be deposited in a financial institution approved by the Board of Directors.
2. The Treasurer shall maintain a detailed record of all Association funds, receipts and expenditures.
3. The Treasurer shall pay all bills approved by the Board of Directors.
4. The collection of all monies shall be under the direction of the Treasurer.
5. The Treasurer shall render a financial report of the Association at each bi-monthly meeting. (Amended May 4, 2019)
6. The Treasurer shall render an annual financial report at the annual membership meeting.
7. The Treasurer shall render a financial report when requested by the Board of Directors.
8. The Treasurer's records shall be available for inspection by any member of the Association at any reasonable time.
9. The Treasurer shall submit the records for audit annually and upon the expiration of his/her term of office.

B. Parliamentarian

1. The Parliamentarian shall ensure that *Robert's Rules of Order* is followed for all meetings.
2. The function of the Parliamentarian is to allow the majority to make decisions effectively and efficiently while protecting the rights of the minority and giving each member the right to voice his/her opinion.
3. The Parliamentarian may present motions, second motions, amend motions and discuss motions on the floor, but may not vote on any motion.

C. Nominating Committee

1. The Nominating Committee shall identify willing and qualified individuals to become candidates for elected offices.
2. The Nominating Committee shall evaluate incumbent Executive Committee members and Representatives-at-Large whose terms are expiring and consider their qualifications to stand for re-election.
3. The Nominating Committee shall consider suggestions from Association members for all elected offices.

D. Auditing Committee

1. An Auditing Committee of two (2) members shall be appointed by the President whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the next meeting. (Amended May 4, 2019)
2. No member of the Board of Directors shall serve on the Auditing Committee.

Section 3. Duties of the Optional Appointees and Committee Chairmen

Duties shall be determined by the President and assigned with two-thirds (2/3) approval of the Board of Directors.

Article XIII.

Section 1. General Rules of the Association

- A. The Treasurer's books shall be audited at least once a year.
- B. No member of the Board of Directors of this Association shall serve on the Auditing Committee.
- C. The Auditing Committee shall render its report to the Board of Directors who will render it in full or summary to the membership at the next membership meeting.
- D. The Treasurer shall be furnished bond to the extent of the monies under his/her control. The cost of such bond shall be paid by the Association.
- E. It shall be the policy of the Association not to interfere with any of the plans or projects of the square and round dance clubs, nor for any commercial purpose.
- F. The Association name or related records shall not be used by any individual, club or affiliated organization for any purpose without prior written authorization.

Article XIV.

Section 1. Insurance

Each member club shall be covered by at least a \$1 million Liability Insurance policy. This coverage can be obtained via the following options. (Amended November 18, 2019)

- A. Apply for the United Square Dancers of America (USDA) Insurance through the Missouri Federation Insurance Chairman.
- B. Have USDA Dancer Insurance through another organization. The clubs who pursue this option shall notify the Missouri Federation Insurance Chairman in writing/e-mail by November 1 of the current insurance year of the organization they are insured through and number of club members. Prior to January 1 of each year, the clubs shall also send a copy of the Certificate of Insurance to the Missouri Federation Insurance Chairman.
- C. Obtain insurance through a non-USDA affiliated agent. The clubs who pursue this option shall notify the Missouri Federation Insurance Chairman in writing/e-mail by November 1 of the current insurance year of the company they are insured through and number of club members. Prior to January 1 of each year, the clubs shall also send a copy of the Certificate of Insurance to the Missouri Federation Insurance Chairman with the "Missouri Federation of Square 'N Round Dance Clubs, Inc. listed as an Additional Insured.

Section 2. Service Agreements

The Board of Directors may authorize payments for service agreements for printers and other equipment.

Article XV.

Section 1. Indemnification

- A. Each member, or former member, of the Board of Directors of the Association, and its legal representatives, shall be indemnified by the Association against liabilities, expenses, council fees and costs reasonably incurred by them or their estate in connection with, or arising out of any action, suit, proceeding or claim in which they are made a party by reason of their being, or having been, a member of such Board of Directors; and any person who, at the request of the Association, served on the Board of Directors of another corporation in which the corporation owned corporate stock, and their legal representatives, shall in like manner be indemnified by the Association, provided that in neither case shall the corporation indemnify such Board member with respect to any

matters as to which they shall finally be adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of their duties as Board member. The indemnification herein provided for, however, shall apply in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Board member (including legal expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromised settlement and determined that the Board member involved was not guilty of negligence or misconduct; but in taking such action any Board member involved shall not be qualified to vote thereon, and if for any reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three (3) persons appointed by the members of the Association at a duly called special meeting or at a regular meeting. (Amended November 18, 2019)

B. In determining whether or not a Board member was guilty of negligence or misconduct in relation to any such matters: the Board of Directors or committee appointed by the members of the Association, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such Board member may be lawfully entitled.

C. In every action and legal proceeding hereafter instituted by any member of the Association against any member, or former member, of the Board of Directors of the Association, or their legal representatives, either in the right of the Association or in their own behalf, the court having jurisdiction upon final judgment favorable to the Board member or other parties named as defendant, may require the plaintiff or plaintiffs to pay to such Board member or other parties named as defendant the reasonable expenses, including counsel fees, incurred by them in the defense of such action or proceeding.

D. In every action and legal proceeding hereafter instituted or maintained by any member of the Association against any member, or former member, of the Board of Directors of the Association, or their legal representatives, either in the right of the Association or in their own behalf, the Board member or other parties named as defendant shall be entitled at any time before final judgment to require the plaintiff or plaintiffs to give security for the reasonable expenses, including counsel fees, that may be incurred by them in connection with such action or proceeding. The amount of such security may from time to time be increased or decreased, at the discretion of the court, upon showing that the security provided has or may become, inadequate or excessive. The Board member's or other party's defendant shall have recourse to such security in such amount as the court having jurisdiction shall determine upon the termination of such action, whether or not the court finds the action was brought without reasonable cause.

Article XVI.

Section 1. Amendments

The bylaws may be amended at any membership meeting by a majority of members present, provided that the amendment has been published twice prior to the meeting.

Article XVII.

Section 1. Dissolution

The Association may be dissolved by a vote of two-thirds (2/3) of the membership present, provided that the notice of dissolution has been published twice prior to the meeting. If dissolution is approved, any assets remaining after all outstanding obligations

are satisfied shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code.

Article XVIII.

Section 1. Effective Date of the Bylaws

These bylaws become effective upon the approval by a simple majority of the Association members present at a meeting called to pass upon their adoption.

These bylaws were adopted on April 5, 2008.

Amended May 3, 2014, May 4, 2019, November 18, 2019, May 1, 2023, November 11, 2024