

CHARLOTTESVILLE SCOTTISH COUNTRY DANCERS, Inc.
BYLAWS, April 2011
Revised November 2016

I. PURPOSE AND GOALS.

Charlottesville Scottish Country Dancers, Inc. (hereinafter "CSCD") is organized to provide instruction in Scottish country dancing in conformance with the standards of the Royal Scottish Country Dance Society (RSCDS). CSCD also assists in training teachers of Scottish country dancing in conformance with RSCDS standards. CSCD promotes traditional Scottish country dance through classes, parties, and demonstrations.

CSCD desires to provide a congenial setting wherein all dancers receive expert dance instruction while experiencing the social pleasures of Scottish dancing. CSCD strives to provide its Teachers with full opportunity to develop their teaching skills.

II. MEMBERSHIP.

Membership in CSCD is open to any person twelve years of age and older who is interested in the purpose and goals of CSCD. Membership confers the right to vote in CSCD elections and to stand for election to the CSCD Board.

To become or remain a member of CSCD, a dancer must have attended five CSCD classes or events in the preceding twelve months. A dancer who qualifies for membership can become a member by indicating the intent to be a member of CSCD and signing the membership book. Membership is renewed annually in January, at which time each eligible dancer is polled by the Secretary and must affirmatively indicate the intent to become or remain a member of CSCD in order to become or remain a member.

Any person is welcome to attend classes and other events without becoming a Member of CSCD.

III. NONDISCRIMINATION.

CSCD admits persons of any race and any national or ethnic origin to all activities, programs, privileges, and rights. CSCD does not discriminate on the basis of race, national or ethnic origin, sex, sexual orientation, gender identification, age, or religion.

IV. BOARD OF DIRECTORS: ELECTION and TERMS of OFFICE.

The sole governing body of CSCD is the Board of Directors ("the Board"), composed of three Officers: Chair, Secretary, and Treasurer.

The election of Officers of the Board takes place in April. Officers serve until the April election of the following year.

Early in the month of April the Board notifies the membership that nominations for officers are being accepted. The Board shall actively encourage members to consider serving on the Board. Any Member or Officer may submit nominations. Only Members are eligible to be nominated. No one may accept nomination for more than one office in the same year.

Officers may be nominated and re-elected to serve subsequent terms.

The Secretary places all nominees on the ballot and transmits it by email to the Members, with instructions to reply to the Secretary. The voting period is open until all ballots are returned or for seven days, whichever is earlier.

Election is by a simple majority of all votes cast. If there are more than two candidates for an office, the candidate with the most votes wins.

If there is a vacancy in any office outside of the month of April, the remaining Board members nominate a replacement within 30 days, after which time the Members vote by email to approve the new officer, by simple majority of all votes cast.

V. BOARD OF DIRECTORS: DUTIES.

The Board of Directors supervises and schedules all classes, parties, workshops, and other activities and events. The Board has custody of all property owned by CSCD, including, but not limited to, funds, sound equipment, CD's, and dance instruction manuals. The Board may temporarily entrust this property to Members or Teachers for the convenience of CSCD.

One member of the Board of Directors serves as the Registered Agent for CSCD. The Registered Agent timely files the annual report with the Virginia State Corporation Commission.

A. CHAIR.

The Chair is the chief executive officer of CSCD and is responsible, subject to the direction of the Board, for the direction and conduct of the affairs of CSCD during the Chair's term of office.

The Chair presides at Board meetings and at Membership meetings.

The Chair gives notice to the Board and the Members of all Board and Membership meetings.

The Chair signs, in the name of CSCD, all contracts, legal instruments, and other papers necessary for the transaction of CSCD affairs.

If the Secretary is not present at a meeting of the Board or of the Membership, the Chair designates another officer to record the minutes of the meeting.

B. SECRETARY.

The Secretary keeps a register of all Members of CSCD, including email addresses of all Members.

The Secretary takes the minutes of all Board Meetings and Membership meetings, and promptly transmits the minutes to the Board and to the Members.

The Secretary attends to all correspondence and brings to the Board's attention as soon as possible all communications received.

The Secretary maintains a corporate notebook containing the Certificate of Incorporation, the Articles of Incorporation, the By-laws, and all Minutes.

The Secretary transmits a copy of the current Bylaws to each incoming Officer and to any Member, upon request by the Member.

The Secretary turns over the corporate notebook to his or her successor in office.

C. TREASURER.

The Treasurer receives, deposits, and accounts for all monies collected by CSCD from Members and from other sources.

The Treasurer is the custodian of the CSCD checking account and is the primary signer on the checking account. The Treasurer is responsible for disbursing all funds on behalf of CSCD, assuring that all disbursements are proper, justified, and appropriately approved and documented.

The Treasurer maintains financial accounts that can be submitted for IRS audit, if required. The Treasurer prepares a current Treasurer's report for every Board meeting. The Treasurer timely files annual federal and state income tax returns for CSCD bank accounts.

The Treasurer timely pays the annual insurance premium and keeps a copy of the insurance policy. The Treasurer keeps the IRS document assigning the Employer Identification Number.

If the Registered Agent is not also the Treasurer, the Treasurer reimburses the Registered Agent for paying the annual state incorporation fee in any year in which the Registered Agent is not also the Treasurer.

The Treasurer must keep copies of all receipts, invoices, contracts, and other documents associated with payments made by CSCD.

The Treasurer is encouraged to keep the financial records in a commonly used software program. The Treasurer is required to keep paper copies of the financial records.

VI. BOARD OF DIRECTORS: MEETINGS.

The Board meets at the call of the Chair as often as needed, but not less often than quarterly. The Chair transmits timely notice to each Officer and Member concerning the date, time, location, and agenda of the meeting.

A newly elected Board holds its first meeting within three weeks of election.

A quorum of two officers is required to transact business.

All Board meetings are open to the Members.

VII. FINANCIAL MANAGEMENT.

The fiscal year for CSCD begins on May 1 and ends on April 30 of the following year.

All money raised by, or on behalf of, CSCD is used to further the objectives of CSCD and for no other purpose.

All CSCD funds must be kept in federally insured financial instruments. CSCD must have a checking account for payment of all expenses. Excess funds may be kept in a savings account, certificates of deposit, or other instruments offered by the bank for this purpose. All accounts must be in the name of CSCD.

The Treasurer has signature authority over CSCD's bank accounts. A second Board member must also have simultaneous signature authority; however, under no circumstances may two Board members from the same household hold signature authority during the same term.

If the Treasurer cannot be present at an event to collect fees and pay bills, the Treasurer arranges in advance for another Officer or Member to perform these tasks.

VIII. CLASS FEES; ADMISSION FEES

Members and any guests or other attendees pay the weekly class fee, special party or workshop admissions, and admissions to any other paid event.

Spectators do not pay class fees or admission fees.

Teachers do not pay for the classes they teach, the workshops they conduct, the parties for which they serve as master of ceremonies, or for any other event at which they are responsible for the Scottish country dance content of the event.

Class fees are set by the Board. Admission fees to other events are determined by the Coordinator or Chair of the specific event, with the approval of the Board. At its discretion, the Board may reduce or waive any specific fee for families, students, or hardship cases.

IX. COMMITTEES; COMMITTEE CHAIRS

The Board may appoint Chairs from among the Members to head committees to carry out special activities of the Group (including, but not limited to: Burns birthday celebration; spring dance and picnic; workshops with guest teachers). Such appointments may overlap different Board terms of office. Committee Chair appointments automatically terminate at the end of the special event for which they were created. Committee Chairs are subject to Board supervision.

X. ACTIVITY COORDINATORS

At the start of each fiscal year, or throughout the year as needed, the Board may appoint Activity Coordinators from among the Members to organize the regular supporting activities of the Group. These activities include, but are not limited to, refreshments for class; scheduling of class musicians; archivist; website maintenance; publicity. These appointments automatically terminate at the end of the fiscal year but may be renewed each year for as long as a Member desires to volunteer for the same activity. Activity Coordinators are subject to Board supervision.

XI. TEACHERS AND CLASSES

CSCD Teachers must hold the Teachers Certificate of the RSCDS or have successfully passed Level One of the Teachers Certificate of the RSCDS.

The Board and the CSCD Teachers deliberate jointly on policies and practices that affect the Teachers and the teaching in general; they also confer on the conduct of activities with Scottish country dance content, including (but not limited to) weekly classes, special classes or workshops, demonstrations or performances, and dance parties. The Board and the Teachers inform each other of all teaching-related matters that come to their separate attention. The Board and the Teachers apprise each other of any matters they believe affect CSCD's collegial spirit and well being, owing to the effect these matters might have on the teaching. At the Teachers' discretion, or if the Board so requests, the Teachers may select one Teacher to represent their interests at a Board meeting. The Teacher Representative may be a different Teacher from one Board meeting to the next, as the Teachers so desire. The Teacher Representative does not count toward the quorum of Board officers required to conduct a Board meeting. The Teacher Representative does not have voting rights at a Board meeting.

The Teachers, in consultation with the Chair, devise a teaching rotation that reflects an equitable and mutually agreeable distribution of teaching time.

All regular Scottish country dance classes are taught by Member certificated Teachers, to the maximum extent feasible. Certificated teachers from other Scottish country dance groups may be invited to teach from time to time with approval of the Board.

Newly certificated Teachers from within CSCD, certificated Teachers new to CSCD, and certificated Teachers who rejoin CSCD may be invited to teach at the discretion of the incumbent Teachers and the Board.

Members who take the Candidate Class for teacher certification shall be given class teaching time, under the supervision of the certificated Teachers, as needed to further their progress in the Candidate Class.

Members with previous teaching experience, but who do not hold an RSCDS certificate, may be invited to teach at the discretion of the certificated Teachers and the Board, under the supervision of the Teachers.

Members interested in briefing dances, selecting music, and performing other activities related to conducting a dancer-led social evening may do so at the discretion of the certificated Teachers and the Board, after receiving basic instruction from the Teachers.

XII. MEMBERSHIP MEETINGS

Meetings of the membership may be called at any time by the Chair, with the prior consent of a majority of Board members. The Chair must call a Membership Meeting if 30% of the membership requests that there be a meeting.

The Secretary transmits timely notice to the Members and Board concerning the date, time, location and reason for which the meeting is called.

Minutes are kept at every Membership Meeting and promptly transmitted to the Members and Board. If the Secretary is not present, the Chair designates a Member to record the Minutes.

For a Membership Meeting to take place, a majority of the Members must be present. If a majority does not attend, the matter is either tabled for future discussion and voting, or dismissed for lack of interest.

XIII. CODE OF CONDUCT

Attendees at CSCD events are expected to conduct themselves in a courteous manner. Anyone whose behavior is determined by the Board to be offensive, dangerous, or disruptive to the enjoyment of an event for other participants will not be allowed to participate in that event.

Members of CSCD are expected to act in accordance with the goals and purposes of the Group. Anyone whose behavior is determined by the Board to undermine, subvert, or otherwise interfere with the Board's governance or CSCD's functioning will be suspended or expelled from Membership.

XIV. SUSPENSION AND EXPULSION OF MEMBERS

The Board may suspend or terminate the membership of any Member whose conduct the Board deems prejudicial to the interests of CSCD. Before being suspended or expelled, the Member must be informed of the proposed action and the reasons therefor, and must be given the opportunity to be heard at a Special Meeting of the Board called for that purpose, and to show cause against such suspension or expulsion. A unanimous vote by the Board is required for suspension or expulsion.

Any Member, having been so suspended or expelled, has the right of appeal. Said Member may petition 30% of the membership to request a Membership Meeting within 30 days after the action of the Board. A majority of the Members must be present at such a Membership Meeting. The vote of a majority of the Members present is sufficient to reverse or modify the suspension or expulsion.

Suspension or expulsion from CSCD does not alter the status or the rights of the person concerned as a member of the Royal Scottish Country Dance Society.

XV. RECALL OF OFFICERS

Members may recall Officers whose leadership they observe to be grossly ineffectual; whose actions or decisions they deem to be arbitrary, unfair, partial, or otherwise in violation of the Bylaws; or whose conduct they believe subverts or undermines the best interests of CSCD.

Only Officers who have served at least three months in a current term may be recalled.

All Officers must attend the Recall Meeting.

The Chair must call a Recall Meeting if 30% of the Membership requests same. The Chair requests the Secretary to transmit timely notice to the Members and Board concerning the date, time, and location of the meeting. Minutes are kept and promptly transmitted to the Group.

For a recall vote to take place, a majority of the Members must be present. If no such majority is present, the recall is dismissed. An officer is recalled by a majority vote of the Members present. A separate vote is taken for each officer to be recalled.

If one Officer is recalled, the remaining Officers nominate the replacement officer within 30 days, after which the Group votes to approve the new officer to complete the current term.

If two or more Officers are recalled, a quorum no longer exists to conduct Board business; at this point the Board ceases to exist. The Members organize themselves to elect a new Board. The new Board completes the term of the dissolved Board. Officers who were not recalled are eligible to stand for any office in this special election.

Recalled officers are not eligible to stand for any Board office until two full election cycles have been completed after their recall.

Members may choose the less severe discipline of reprimand for first-time or less serious offenses.

XVI. PROXY VOTING

There is no proxy voting at any election.

XVII. COMMUNICATIONS

All communications for the conduct of CSCD business are assumed to be by email, unless the Board, the Teachers, and the Group mutually agree to some other method for a specific activity or event. Transmitted emails are assumed to be received, unless the Destination's Email Server notifies the sender otherwise.

XVIII. AMENDMENT

Any Member or Officer may propose an amendment to these Bylaws by submitting the text of the proposed amendment to the Board. The proposed amendment is then disseminated to the Membership and remains open for discussion for the next 30 days, after which time email voting takes place. The voting remains open for 7 days. A two-thirds majority of votes cast is required to amend the Bylaws. The amendments, if passed, take effect immediately.

XIX. EFFECTIVE DATE

Two-thirds of voting members having approved these amended Bylaws as of October --, these Bylaws hereby take effect on November --, 2016.

~ END ~

Howard Markham, Chair

Sandra Thomas, Treasurer

Beverly Seng, Secretary
