

# ST. LOUIS BALLROOM DANCERS

## By-Laws

### Article I. NAME OF ENTITY

St. Louis Ballroom Dancers (herein known as STLBD), a body corporate was organized January 27, 1987, under the General Not for Profit Corporation Law of the State of Missouri, Certificate No. N00036033.

### ARTICLE II. PURPOSE

To promote interest and skill in amateur dancing while encouraging high quality and enjoyment of dancing.

### ARTICLE III. MEMBERSHIP

Section A. Annual membership dues will be established by the Board of Directors. Dues will be payable on September 1 of each year and will be delinquent after October 15, until reinstated. Any members delinquent in paying their dues will lose all membership privileges. Dues for those joining STLBD after March 1, will be one-half the annual dues.

Section B. Professional dancers and other individuals or business firms who wish to maintain a close association with amateur ballroom dancing may join STLBD as non-voting members. Non-voting members will have no office-holding privileges.

### ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

Section A. There will be five to nine members of the Board of Directors who will direct the affairs of the STLBD in all matters.

1. Members of the Board of Directors will be elected at the Annual General Membership meeting and will serve for three years.
2. No more than one member of each couple will be eligible to serve as a Director at any given time.

Section B. The Directors of STLBD will, within a period of one month after election, elect from the membership of the Board of Directors the following:

1. President
2. Vice-President of Dances
3. First Vice-President of Classes
4. Second Vice-President of Classes
5. Recording Secretary
6. Corresponding Secretary
7. Treasurer
8. Communications Director

Section C. No member of the Board of Directors will be eligible to serve as President until such member has served at least one full year as a member of the Board of Directors at some time.

Section D. Succession Plan

1. In the event the President resigns or is unable to serve, the Board of Directors will elect which Vice-President will assume the duties of President.
2. An emergency meeting of the general membership will be called to elect new Board Members as needed. The highest-ranking officer of the Board will preside over that meeting. Board members so elected will serve a three-year term that is considered to have begun the previous October 1.
3. Officer vacancies in the Board of Directors will then be filled by election at a meeting of the Board of Directors.

Section E. In the event of gross neglect of duty by a director, such director may be removed from office upon the presentation of a petition to the Board of Directors signed by ten (10) or more members of STLBD in good standing. The Board of Directors will notify the director sought to be removed and at the next regular board meeting of STLBD present the petition for a membership vote. A two-thirds majority of the members in good standing present will decide the issue.

Section F. **The President** will preside at all meetings and perform all duties pertaining to that office: set monthly agenda, write monthly newsletter article, plan dates for social dances and board meetings at Kirkwood by August 1, arrange exhibitions for dances, set dates and plan for Workshops, and appoint all committees subject to the approval of the Board of Directors, a quorum being present.

**The Vice-President of Dances** will successfully execute the plans of STLBD to sponsor periodic, public social dances emphasizing contemporary ballroom dance steps and techniques in accordance with the stated purpose of the club. This officer will function in all the duties of the President in the absence of or incapacitation of the President.

**The First Vice-President of Classes** will be in charge of ballroom dancing classes and any activities relating to the instruction of ballroom dancing, as approved by the Board of Directors.

**The Second Vice-President of Classes** will implement and maintain social marketing ads (Groupon or Living Social), and assist the President and First Vice-President of Classes as requested.

**The Recording Secretary** will take and read the minutes of all Board Meetings and General Membership Meetings, noting all motions, whether carried or lost, and will keep all business records of the corporation except those records pertaining to the office of Treasurer.

**The Corresponding Secretary** will compose and send thank you notes, letters of condolence and any other correspondence as directed by the Board of Directors.

**The Treasurer** will maintain an accurate and timely record of all deposits and expenditures, monitor and maintain any and all accounts opened in the name of St. Louis Ballroom Dancers and for the sole use and benefit of St. Louis Ballroom Dancers, make payments for authorized expenditures, create a monthly bank reconciliation, present a monthly financial report at board meetings, present an annual financial report for the fiscal year ending August 31, file the annual tax return with IRS, and will issue Forms 1099 as necessary. The Treasurer's books will be audited annually by the Auditing Committee or by a professional accountant whenever so directed by the Board of Directors.

**The Communications Director** will prepare and distribute the newsletter and any other notifications to the general membership of STLBD, monitor the email account, and manage the Facebook page.

## ARTICLE V. COMMITTEES

- Section A. All committees will function through the election year of the Board of Directors and until replaced by new appointments. A Membership Committee and Auditing Committee may be appointed by the President subject to the approval of the Board of Directors, a quorum being present. All other committees will be appointed from time to time as the Board of Directors deems necessary and will be dissolved when the purpose of such committee has been accomplished.
- Section B. The President may appoint a Nominating Committee at the April meeting, and this committee will report at the September General Membership Meeting, at which time the new members of the Board of Directors will be elected.
- Section C. When the outgoing President is no longer an official member of the Board of Directors, he/she will serve as an ex-officio member of the Board for a period of three years following his/her term of office and will serve as a member of the Auditing Committee because of his/her knowledge of all activities during his/her tenure as president.

## ARTICLE VI. MEETINGS

- Section A. The Annual General Membership Meeting of the St. Louis Ballroom Dancers, at which time the Board of Directors will be elected, will be scheduled on the second Wednesday in September, immediately prior to the Board Meeting. Additional meetings may be held at any time the Board deems necessary so long as such meetings are publicized to all members in good standing at least seven (7) days prior to the date set for such meetings.
- Section B. The Board of Directors will meet as often as required to conduct the business of St. Louis Ballroom Dancers.
1. Written notification of meetings will be sent to all Board members at least seven (7) days prior to the date set for such meetings.
  2. All Board Members must attend at least 75% of all Board meetings held within the year's time, except for excused absences, beginning October 1, of each year or forfeit their office.
- Section C. Voting on all matters will be by whichever method is practical unless a motion is made, seconded and carried to vote by ballot.
1. A quorum for the Board of Directors will be a minimum of five (5) elected Board members present at any Board meeting.
  2. A quorum for the membership will be a minimum of five percent (5%) of members in good standing present at any meeting.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised will be the authority for deciding all points of order and procedure.

ARTICLE VIII. AMENDMENTS

Proposed amendments to this instrument will be presented in writing and bear the signatures of ten (10) members in good standing. The proposed amendments may be presented at any scheduled Board Meeting so long as they are publicized to the general membership at least thirty (30) days in advance of such meeting. The proposed amendment will be adopted by a vote of two-thirds (2/3) majority of those members in good standing present.

ARTICLE IX. BY-LAWS PROVISIONS

The object and purpose of St. Louis Ballroom Dancers being primarily social, no part of the net earnings or other assets of STLBD will be distributed to, or inure to the use or benefit of any director, officer, or other private individual having, directly or indirectly, any personal or private interest in the activities of STLBD. However, STLBD may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

STLBD shall not engage in any activities which are not permitted by the IRS Section 501 © (7): "In the event this organization should be dissolved for any reason, any remaining assets shall be distributed for purposes within the scope of the IRS Section 501 © (7), or any amendments thereto."

ARTICLE X. INDEMNIFICATION

Each person who is or was a director or officer of STLBD including heirs, executors, administrators, or estate of such person, will be indemnified by STLBD to the full extent permitted by the laws of the State of Missouri against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred by such person in his/her capacity as a Director or Officer of STLBD.

Further, STLBD will purchase and annually renew Directors and Officers Insurance coverage to protect the Directors and Officers while executing the duties of their respective offices.

ARTICLE XI. MUSIC

Since the purpose of STLBD is to promote interest and skill in ballroom dancing, the music played at all social functions and instructional classes will be strict tempo ballroom music (measures per minute adjusted to comfortably teach and perform the ballroom dances.) Other fun-type music may be played at times, but at least eighty percent (80%) of the music should be strict tempo.

ARTICLE XII. CODE OF CONDUCT

In order to prevent action that can hurt or intimidate another person, STLBD expects persons attending its functions to behave in a mature and responsible way. All participants at STLBD functions will respect the rights and dignity of others. None of the behaviors below will be tolerated:

- 1, Angry or vulgar language, including swearing, name calling and shouting;
2. Physical contact with another person in any angry or threatening way;
3. Harassment or intimidation by words, gestures, body language, or any other menacing behavior;
4. Behavior which intends to or results in the theft or destruction of property;
5. Carrying or concealing any weapons or devices which may be used as weapons.
6. The sale, possession, distribution or use of any illegal substance.

Members and guests of St. Louis Ballroom Dancers are encouraged to report any violation of this Code of Conduct to a member of the Board of Directors. The St. Louis Ballroom Dancers Board of Directors will investigate all reported incidents and take action that is reasonable and fair. Termination of membership/participation privileges may result from any violation of the Code of Conduct. We reserve the right to refuse registration to those who do not wish to comply with these rules.

*These revised By-Laws of St. Louis Ballroom Dancers are hereby accepted this 12th day of January, 2022, by the Board of Directors, and shall supersede and revoke any and all previous revisions of said By-Laws and shall be effective immediately.*