

**BY-LAWS OF THE
LAMBERTVILLE COUNTRY DANCERS**

Article 1 **NAME:** The By-Laws shall govern the dancers, callers, and musicians known collectively as the Lambertville Country Dancers. The Lambertville Country Dancers, commonly known as LCD, is a not-for-profit organization operating as a Group Associate Member of the Country Dance and Song Society (CDSS) under guidelines established by CDSS.

Article 2 **OBJECTIVES:** LCD supports the objectives set forth in the Addendum to the Articles of Incorporation of CDSS, which objectives are incorporated herein by reference. LCD will endeavor to further these objectives through activities and programs open to the public, with special emphasis on English and American country dance and musical activities.

Article 3 **MEMBERSHIP:** Membership in LCD is open to anyone with an interest in and commitment to the objectives stated above and who has asked to be placed or maintained on the latest LCD mailing list at least 35 days before any meeting. Membership privileges shall be as follows:

- a) Members are entitled to attend Annual and Special Meetings; to vote on all questions coming before the membership at such Meetings; to serve on the Board of Directors; to hold office; and to serve on standing or special committees.
- b) Members are entitled to elect the members of the Board of Directors. This election shall be accomplished by the use of a sealed ballot box placed at one English dance and at one American contra dance.
- c) Members are entitled to attend meetings of the Board and to participate in the discussion of matters before the Board, but LCD members who are not Board Members shall have no vote at such meetings.
- d) Other membership privileges and membership dues shall be as determined by the Board of Directors.

Article 4 **MEMBERSHIP MEETINGS:** The Annual Meeting of the membership of LCD shall be held each year during the month of July and/or August. The following rules shall govern the Annual Meeting and any special Meetings.

- a) The Annual Meeting shall be announced at one English country dance and at one American contra dance at least five weeks before such meeting is scheduled to occur.
- b) Special Meetings shall be held at the direction of the Board or upon the written request of at least five percent (5%) of the LCD membership, for the transaction of any other business which may properly come before the board, or in the written statement.
- c) A quorum for the transaction of business at both Annual Meetings and Special Meetings shall be five percent (5%) of the LCD membership unless otherwise stated in these By-Laws. All questions shall be decided by a majority of the LCD members voting (not counting abstentions).

Article 5 **DUES AND FEES:** The membership dues and the suggested fees for all LCD events shall be set by the Board of Directors at rates which in the aggregate will cover the costs of LCD's operations, including honoraria paid to teachers, callers, and musicians; rental of necessary facilities; incidental expenses such as refreshments; overhead costs such as insurance, duplication, bank account fees, and postage; the cost of funding reasonable reserves; and any other expenses deemed necessary by the Board of Directors.

Article 6 **BOARD OF DIRECTORS:** The activities of LCD shall be overseen by a Board of Directors. The powers and composition of the Board shall be as set forth below:

- a) The Board shall have sole authority to establish schedules and select dates and personnel for LCD events; to set dues and fees as set forth in Article 5; to engage facilities for LCD dances and special programs; to approve engagements or other special activities undertaken in LCD's name; to acquire or rent equipment necessary for the conduct of LCD events and to sell and/or otherwise dispose of equipment no longer needed; to open, maintain, and close bank accounts and to determine who has signing authority over said bank accounts for the conduct of LCD's operations; to elect officers as provided in Article 7; to establish special or standing committees; and to exercise any other powers customarily exercised by the governing bodies of similar CDSS Group Associate Members.
- b) A quorum of at least half of the Board shall be required in order to transact official business at Board meetings. Except for the removal of Board members, all questions coming before the Board shall be decided by

a majority of the Board members voting thereon (not counting abstentions).

c) The Board shall consist of not less than five (5) nor more than ten (10) LCD members elected by the LCD membership. Each LCD member voting in such elections may vote for as many candidates as the number of Board seats to be filled, and the persons receiving the most votes shall be deemed elected, limited to the number of Board seats to be filled. Except as provided below, Board members shall be elected to two-year terms, with the terms of half the Board members expiring each year. To give effect to the staggering of Board terms described in the preceding sentence, the terms of half of the Board members initially elected under these By-Laws shall expire after one year, with the Board members so affected to be chosen by lot at the first Board meeting following such initial election. Vacancies occurring between Annual Meetings may, at the option of the Board, either be filled by appointment by the remaining members of the Board or be left vacant, subject to the requirement that the Board have at least five (5) members.

d) A member of the Board may be removed from office at a Special Meeting of the LCD membership or by the Board, but in either case only after reasonable notice and opportunity to be heard. A majority vote of the LCD membership (in the case of removal by a Special Meeting) or a vote of two-thirds of the entire Board (in the case of removal by the Board) shall be required for removal.

Article 7

OFFICERS: The officers of LCD shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and a CDSS Liaison. At the option of the Board, one person may fill the roles of both Secretary and Treasurer, and the person serving as CDSS Liaison may also hold any other single office. Officers shall be appointed annually by the Board at the first Board meeting following the Annual Election. All officers shall be members of the Board. The responsibilities and powers of the various officers shall be as set forth below:

a) The President shall be the chief executive officer of LCD and as such shall be responsible for the operation of LCD. The President shall preside at Board meetings and meetings of the membership; shall call meetings of the Board and special meetings of the membership as needed; and shall appoint the chairpersons of standing or special committees.

b) The Vice President (or, if there shall be more than one Vice President, the Senior Vice President as designated by the Board) shall act as President in the absence or illness of the President; shall assume other duties necessary for the conduct of LCD's operations as delegated by the

President; and, in the event of the President's resignation or incapacity to serve, shall succeed to the President's office until the next regular election of Board members.

c) The Secretary shall keep records and minutes of meetings of the Board and the LCID membership; maintain an up-to-date list of LCD members; and publish (or cause to be published) flyers and other notices of LCD events and meetings.

d) The Treasurer shall be responsible for the collection of any dues, contributions, and fees, for the disbursement of honoraria to teachers, callers, and musicians, and for the payment or reimbursement of authorized LCD expenditures. The Treasurer shall also advise the Board regarding the finances of LCD; assist in the formulation of budgets for regular and special LCD activities; and, not less often than annually, prepare financial statements setting forth LCD's receipts, expenditures, net income, assets, liabilities, and fund balance.

Article 8 **AMENDMENTS TO THE BY-LAWS:** Any LCD member may propose amendments to these By-Laws; however, such amendments may be adopted only at Annual or Special Meetings of the LCD membership. At least five weeks in advance of any meeting at which a vote is to be taken on any proposed amendments to the By-Laws, written copies of all proposed amendments must be made available for review at an English country dance and at an American contra dance. A two-thirds majority of the LCD members voting (excluding abstentions) shall be required for adoption of any amendment.

Article 9 **FINANCES:** LCD's financial statements shall be prepared on a calendar year basis. No portion of LCD's assets or net income shall inure to the benefit of private individuals; however, this prohibition shall not preclude the payment of reasonable fees or honoraria for services performed for LCID. (Section 501(c)(3) of the Internal Revenue Code).

Article 10 **DISSOLUTION:** In the event of dissolution, the assets of LCD shall be distributed to another country dance and song organization with Section 501(c)(3) status and having objectives similar to those of LCD, such organization to be selected by the then-current Board of Directors of LCD.

Article 11 **OTHER ACTIVITIES:** LCD shall not participate in any political campaign for or against any candidate for political office and shall not, as a substantial part of its activities, attempt to influence legislation. (Section 501(c)(3) of the Internal Revenue Code).

I hereby attest that these By-Laws were duly adopted at an Annual Meeting of the Lambertville Country Dancers held on July 28 and August 4, 1995.

Emeric Kurtz

Secretary-Treasurer

Date: March 26, 1996

LCD by-laws.doc