

BYLAWS OF CAPITAL CITY SQUARES, LTD

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ARTICLE I. Club Name, Status and Affiliations

Section 1 Name and Logo.

- A. The name of the club shall be the CAPITAL CITY SQUARES (CCS) LTD.
- B. The club Logo (as shown in this document) shall be a representation of the California State Capital dome, surrounded by a checkerboard square representing the membership of the Club, topped by a banner depicting the origin date of the club, and on a base of graphic banners with the club name.
- C. Capital City Squares, Ltd. Holds exclusive copyright to the logo.
- D. The Board of Directors reserves the right to approve the use of the logo for anything other than official Club activities or business.
- E. Logo colors may be:
 1. Gold dome on a black or white depiction of the State Capital dome;
 2. Teal checkerboard square surrounding the Capital;
 3. Red banner with white or black lettering depicting the origin date of the club;
 4. A black, teal or blue banner, with contrasting lettering, depicting the Capital City part of the Club name; or,
 5. A banner of black, teal, or rainbow colors and lettering depicting the "SQUARES" part of the Club name.
- F. The Board of Directors reserves the right to approve colors to be used for the logo.



Section 2 Status

_____The Capital City Squares is a 501(c)(4) not-for-profit organization.

Section 3 Affiliations.

- A. The Club is a founding member of the International Association of Gay Square Dance Clubs (IAGSDC), a Lesbian and Gay Organization.
- B. The club is a member of the Associated Square Dancers of Superior California (ASDSC).

ARTICLE II. Purpose

It shall be the purpose of this not-for-profit organization to promote and provide social, educational, and recreational opportunities for modern western square dancing for the Gay, Lesbian, Bi-sexual, and Transgender community, their friends and allies.

ARTICLE III. Membership

Section 1 Membership shall be open to any adult (as defined by current State legislation as being 18 or over in age) in agreement with the purpose of this Club, without regard to sex, national origin, sexual orientation, sexual expression or perceived expression, religion, or race. To be a member in good standing, Full and Associate members must pay the annual membership fee and pay the full monthly or weekly dues.

Section 2 Membership categories are as follows:

- A. Full Membership.
 1. Full Membership is open to any adult having the skill to dance the full SSD or level of square dancing as defined by CALLERLAB.
 2. Full Membership is contingent upon payment of annual membership fees and monthly dues.
 3. Full Members may vote at all General Membership meetings.

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4. Full Members are entitled to serve as voting members of the Board of Directors.
- B. Affiliate Membership.
 1. Affiliate Membership is open to any adult having the skill to dance the full SSD level of square dancing as defined by CALLERLAB.
 2. Affiliate Membership is contingent upon payment of annual membership fee and weekly dues.
 3. Affiliate Members are not eligible for member discount rates on monthly dues or other full member benefits.
 4. Affiliate Members cannot vote at General Membership meetings.
 5. Affiliate Members cannot serve as voting members of the Board of Directors.
- C. Honorary Membership.
 1. The Board of Directors may bestow Honorary Membership and duration on any adult.
 2. Honorary Members shall be exempt from payment of Club fees and dues for the duration of their honor.
 3. Honorary Members cannot vote at General Membership meetings.
 4. Honorary Members may not serve as voting members of the Board of Directors.
 5. Contracted club caller(s) are bestowed honorary membership for the duration of their contract.

ARTICLE IV. Dues and Fees

Section 1 Annual Membership Fees

- A. Annual membership fees shall be established by the Board of Directors.
- B. Annual membership fees are payable at enrollment for that calendar year.
- C. Annual membership renewals are due October 1 of each year for the next calendar year.
- D. Annual memberships are not prorated.

Section 2 Monthly Dues and Fees shall be established by the Board of Directors and ratified by the general membership.

Section 3 Financial Hardship: The Board of Directors shall consider and treat financial hardships on an individual basis.

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ARTICLE V. Election of Board of Directors

Section 1 Elections.

- A. General elections for five (5) Board of Directors shall be conducted at the general membership meeting held in the third week of April of each year.
- B. The Board must consist of at least three (3) Directors to ensure viability of the club and conduct club business
- C. If there are less than five (5) filled Board positions, interim elections may be held to fill vacancies. (See Article VI, Section 5G.)

Section 2 Nominations.

- A. Board of Directors.
 1. Nominations for members of the Board of Directors shall be open to all members meeting requirements of membership as defined in Article III, Section 2A, and subsequent sections of these bylaws.
 2. Nominations for members of the Board of Directors shall be open from March 1 until two (2) weeks before the election each year.
 - a. If there are not enough nominees to fill the number of open positions at that time, then nominations will be kept open until the election, as defined in Article V, Section 3.
 - b. If there are more nominees than open positions during the nomination period, then members who will not be present for the general meeting to vote may send in their vote by email between the close of nominations and the night of an election to a pre-selected club member who is neither on the Board nor running for a Board position.
 - c. Should the number of candidates and the number of open positions match at the close of the nomination period, candidates may be posted to the positions by acclamation.

Section 3 Voting.

- A. Voting for members of the Board of Directors shall be open to all members meeting requirements of membership as defined in Article III, Section 2A, and subsequent sections of these bylaws.
- B. Election of candidates shall be by secret ballot if there are more candidates than open positions.
- C. Candidates receiving the highest number of votes will be elected to the positions.
- D. The current Board of Directors members shall accept the nominations, prepare the ballots, and conduct the elections.

ARTICLE VI. Board of Directors

Section 1 Formulation of Club Policy.

- A. The Board of Directors are non-paid positions and shall be responsible for the formulation of Club policy and the day-to-day administration of Club matters, as well as any issues not delineated in these Bylaws.
- B. The Board of Directors may develop and enforce "Standing Rules" for the general operation and efficiency of the club.
 1. Standing Rules must be ratified by a majority vote of the Board of Directors.
 2. Standing Rules will not conflict with the policies set forth in these Bylaws.
 3. Standing Rules will be published as appendices to these Bylaws and updated as necessary.
 4. Standing Rules may be recommended by any full member, as defined in Article III, Section 2A, and ratified by a majority vote of the Board of Directors at a regular meeting, or by a majority vote of the general membership at a scheduled General Membership meeting.

Section 2 Voting.

- A. The voting members of the Board of Directors shall be all five of the elected members.
- B. A quorum of three (3) voting members is necessary for conducting Board of Directors business.

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Section 3 Board Meetings.

- A. The Board of Directors shall meet no less than quarterly.
- B. Board Members may attend either in-person or virtually.
- C. All Board of Directors meetings are open to any interested Club members.

Section 4 Officers Responsibilities.

- A. The Board of Directors shall determine the distribution of responsibility and authority among Board Members.
- B. The Board of Directors shall appoint at its first meeting after elections each year at least the following three (3) officers from the board membership to conduct the business of the board:
 - 1. President
 - a. The President sets agendas for and presides over all meetings of the Board of Directors and General Membership meetings.
 - b. The President is authorized to negotiate and sign contracts, and is responsible for the overall continued success of the club, adherence to the bylaws, and any other duties incidental to the office.
 - 2. Secretary
 - a. The Secretary takes minutes of all Board of Directors and General Membership meetings.
 - b. The Secretary is responsible for all written communications, maintains the Club roster and historical records, and performs all duties incidental to the position.
 - c. In the absence of the President, the Secretary presides at meetings of the Board of Directors and General Membership meetings.
 - d. The Secretary is authorized to negotiate and sign contracts.
 - 3. Treasurer
 - a. The Treasurer maintains the financial records in a current and professional manner.
 - b. The Treasurer is authorized to negotiate and sign contracts.
 - c. The Treasurer administers the Club budget, prepares a financial report for all meetings of the Board of Directors and General Membership meetings, collects dues, and performs all duties incidental to the office.
- C. The remaining Board positions will be members-at-large with duties as determined during course of service. The Board may delegate authorization to negotiate contracts for final ratification by officer signature.
- D. The Board of Directors in coordination with the Caller, assumes the responsibility to ensure that there will be optimum learning each workshop night.

Section 5 Officers' Terms of Office.

- A. The term of office for the positions above defined in Section 4B of this Article shall be thirteen (13) months.
- B. During the thirteenth month, the outgoing Board will serve as non-voting advisors to the Incoming Board.
- C. The Incoming Board of Directors term commences on May 1.
- D. Board members shall be limited to seven (7) consecutive years – with no more than five (5) years as an Officer (President, Treasurer, Secretary).
- E. A member of the Board of Directors may resign from office through written resignation delivered to the remaining Board members or through verbal resignation witnessed by at least two (2) other Board members.
- F. A member of the Board of Directors may be removed from office by a two-thirds majority vote of the membership voting at a General Meeting.

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- G. Should a member of the Board of Directors fail to fulfill the duties of his/her term of office, the Board of Directors shall hold a General Membership meeting as soon as possible to conduct a special election, in accordance with Sections 2 and 3 of Article V, to fill the vacancy.

Section 6 Emergency Powers of the Board

- A. If a voting majority of the Board agree that an emergency has arisen, the Board shall have the power to halt, move forward, delay, or cancel ordinary Club business, including (but not limited to) Board meetings, elections, internal audits, purchases, regular Club workshop nights, classes, dances, and other events and not be held in violation of any by-law or standing rule.
- B. Under emergency conditions, any number of Board members may authorize the relevant actions, as long as a good faith effort has been made to include every available Board member, either in-person or virtually.
- C. Club members shall be informed about the emergency actions and decisions of the Board via available communication options as soon as it is feasible to do so.
- D. For the duration of the emergency, the focus of the Board's efforts and use of Club resources shall be on maintaining the long-term viability of the Club (filing tax returns and other required legal documents, renegotiating caller and venue contracts, fulfilling Association membership and insurance requirements, etc.).

Section 7 Committees.

The Board of Directors may form committees and appoint committee Chairs on an ad-hoc basis.

Section 8 Governing Rules of Meetings: *Robert's Rules of Order* shall be the governing authority in instances of dispute.

ARTICLE VIII. General Membership Meeting

Section 1 Meetings.

- A. General membership meetings shall be held at least annually on a regular basis. This meeting may be in person or virtual.
- B. Additional general membership meetings may be called by the Board of Directors with a minimum of two (2) weeks notice to the membership.

Section 2 Responsibilities: The general membership at a general membership meeting shall hold the ultimate decision making authority in this Club.

Section 3 Voting.

- A. At all general membership meetings, a simple majority of the quorum is necessary to carry a motion, unless specified otherwise in these Bylaws.
- B. Each current full member has one (1) vote.
- C. Proxy votes may not be assigned.
- D. A quorum of 40% of the current full membership is necessary to conduct official business at a general membership meeting.
- E. Robert's Rules of Order shall be the governing authority in instances of dispute.

ARTICLE IX. Finances

Section 1 The Fiscal Year of the corporation shall begin on January 1 and end on December 31.

Section 2 Banking.

- A. A checking account shall be maintained.
- B. The officers of the elected Board of Directors shall be authorized as co-signatories of the bank account maintained by the Club.
- C. Two (2) signatures shall be required on each check written.
- D. Debit card purchases may be reviewed at Board meetings.

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Section 3 Use of Funds.

- A. Fees, dues and other monies received will be spent entirely for carrying on the Club's stated purpose.
- B. The Club shall expend monies for professional callers, equipment, a newsletter, hall rentals, shirts, badges, liability insurance, and any other project or activity deemed appropriate by the Board of Directors.

Section 4 Taxes. The Board shall direct the preparation and filing of the corporation's tax returns in accordance with law.

Section 5 Audits.

- A. The incoming Board of Directors, having assumed the financial records as of May 1, may complete an audit
- B. Any full member or committee so charged by the board of Directors may be appointed to conduct an audit.
- C. The outgoing Board of Directors is prohibited from participating as committee members of an audit.
- D. The outgoing Treasurer will be responsible for providing all financial records requested by an audit.

ARTICLE X. Records and Books

Section 1 Record Keeping: The Club shall keep records of its activities and transactions, which will include:

- A. Minutes of the Board of Directors.
- B. Records of financial accounts and transactions.
- C. Records of membership and Bylaws.
- D. Copy of the Club's Articles of Incorporation.

Section 2 Access to Records: Records shall be made available for inspection to any Club member.

- A. With prior request of a member, records may be made available for inspection at any regular class night, Board Meeting, or general membership meeting.
- B. Copies of records will be made for any Club member, at the expense of the requesting member.

ARTICLE XI. Amendments and Enactment

Section 1 Amendments.

- A. Proposed Amendments to these bylaws must, within at least two (2) weeks prior to presentation at a general membership meeting:
 - 1. Be unanimously recommended by the Board of Directors; or,
 - 2. Written copies of the proposed changes must be distributed to all current Full members.
- B. Voting on an amendment may occur only after one of these preconditions has been met.

Section 2 Approval and Effect.

- A. These Bylaws may be amended by a two-thirds majority affirmative vote of the current Full members present at a general membership meeting and will take effect upon approval.
- B. When amended Bylaws are enacted, all current officers of the Club will finish their terms of office under these new/amended bylaws.

ARTICLE XII. Club Dissolution

Section 1 Dissolution.

- A. The Board of Directors, in the absence of viable Club membership may, with two (2) weeks prior notice to any remaining Club membership, and upon majority vote of the sitting Board, elect to dissolve or disband the Club.
- B. The General Membership, in the absence of a viable Board of Directors, in a General Membership Meeting as defined in Article VIII, Section 1B, by majority vote may elect to dissolve or disband the Club.

Section 2 Distribution of Assets

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- C. Upon dissolution, disbanding, or other termination of Capital City Squares, Ltd., all the remaining assets of the Club, after final expenses as determined by the Board of Directors or remaining Club Members, shall be distributed by the Board of Directors or remaining Club Members to such organization(s) as may qualify as charitable deductions for income tax purposes under the Income Tax laws of the United States in such proportions as the Board of Directors or remaining Club Members may determine.
- D. In no event shall any part of the assets be returned to or distributed among any Officer, member of the Board, Club Member or any other individual connected with the Club directly or indirectly.

ARTICLE XIII. Enactment and Amendments

Section 1 **Enactment:** These Bylaws, as amended for the purpose of incorporation, were approved by the (then) current full members on this date:_____

Section 2 **Amendments:** The bylaws have since been amended on the following dates:

- A. Amended: April 11, 1995
- B. Amended: April 14, 1998
- C. Amended: April 15, 2003
- D. Amended: April 11, 2018