

# **FOLK DANCE FEDERATION OF CALIFORNIA, INC.**

## **BYLAWS**

**Revised July 9, 2023**

### **ARTICLE I -- NAME**

1. The Folk Dance Federation of California, Inc. (hereinafter called the Federation) is a [California] non-profit Public Benefit Corporation under article 501(c)(3) of the Federal Internal Revenue Code and section 2370(d) of the California Revenue and Taxation Code.
2. The region of primary interest to the Federation is northern California roughly south to Fresno in the Central Valley and the northern border of San Luis Obispo County on the coast. Participation by those in northwestern Nevada and other areas is also welcomed.

### **ARTICLE II -- PURPOSES**

1. The Federation exists to promote the practice, development, and enjoyment of international folk dance (world dance), including American dance.
2. In pursuit of these objectives, the Federation may sponsor festivals, workshops, instructional institutes, and other educational events in international dance, as well as in related arts such as folk music, ethnic costumes, and teaching techniques. It may also publish a journal and other educational materials.
3. Both recreational and performance activities are to be encouraged, as well as ethnic dance research.
4. In general, the Federation provides to the public the educational, recreational, entertainment, and most especially the health enhancing values of international folk dance.
5. Commensurate with the above activities, the Federation will encourage cooperation and communication among dancers and dance groups within its area of primary influence. It will also cooperate and coordinate with the Folk Dance Federation of California, South, Inc. (a Public Benefit Corp.).
6. In all of these activities, the Federation seeks to engender the spirit of friendship, community values, international understanding, and cooperation.

## ARTICLE III -- MEMBERSHIP

1. There shall be three types of membership in the Federation: Individual, Family, and Group.
2. Membership is open to individuals, families, and groups (clubs, performance companies, etc.) who share the Federation's purposes (see Article II), without regard to age, sex, race, color, or creed.
3. Group Members shall
  - a. Have a membership of at least 8 individuals
  - b. Meet on a regular basis
  - c. Provide information on an annual basis to the Federation Membership Chair (Article V, Section 8) with regard to their membership number, officers or leaders, and contact information.
  - d. Group Members must also designate a representative who would be expected to attend meetings of the Assembly and who has voting privileges (see Article VII, Section 2). For voting privileges, these representatives must be at least 18 years old.
  - e. Representatives of Member Groups are considered members of the Federation by virtue of that representation.
  - f. Pay annual dues as may be required by the Federation.
4. Individual Members shall
  - a. Profess an interest in the purposes of the Federation and provide appropriate contact information.
  - b. Pay annual dues required for Individual Membership.
  - c. Individual members may also belong to one or more Member Groups.
  - d. Have voting privileges at Assembly meetings (see Article VII, Section 2). For voting privileges, an Individual Member must be at least 18 years old.
5. Family Members shall
  - a. Be two or more persons who self-declare as a family living together in the same residence.
  - b. Profess an interest in the goals of the Federation, and provide names of those included in the Membership and appropriate contact information.
  - c. Pay annual dues as required for Family Memberships.
  - d. Be permitted to belong to one or more Group Members
  - e. Individually have voting privileges at Assembly meetings (see Article VII, Section 2). For voting privileges, a Family Member must be at least 18 years old.
  - f. Receive only one copy of Let's Dance! magazine.
6. No Member shall be personally liable for any indebtedness or liability of the Federation.

## **ARTICLE IV – ORGANIZATION**

1. The Federation will be governed by elected officers, appointed officers, a Board of Directors, and an Assembly (Articles V, VI, VII).
2. Group Members may also organize themselves into Regional Councils (Article VIII).
3. The fiscal year for the Federation will be January 1 to December 31 of same year.
4. The headquarters of the Corporation will be located in the State of California.
5. The principal office will be that of the current President. Secondary offices will be at the addresses of the current Secretary, Treasurer, and Membership Chair. The Federation website ([www.folkdance.com](http://www.folkdance.com)) and Let's Dance! magazine can also be consulted for contact information.

## **ARTICLE V -- OFFICERS**

1. The Federation shall have both elected and appointed officers
  - a. Elected officers shall consist of President, Vice-president, Treasurer, and Secretary.
  - b. Appointed officers shall consist of Editor, Parliamentarian, and Membership Chair, along with the Chairs of all Standing Committees set forth in Article IX, Section 4,
  - c. Officers shall serve for a two-year term, which begins on January 1, and may be re-elected (but see restrictions in Article V, Sections 2f and 3c).  
Notwithstanding any other provision of these Articles, the term of office for all officers commencing July 1, 2023 shall terminate on December 31, 2024.
  - d. All officers must be Members of the Federation (Article III, Sections 3, 4) during their term of office.
2. President
  - a. Shall be the chief executive officer of the Federation.
  - b. Shall preside over all meetings of the Board of Directors and the Assembly, although this responsibility can be delegated if necessary to another officer, usually the Vice-president.
  - c. Shall be an ex officio member of all committees except those dealing with nominations of officers, recalls, audits, and grievances.
  - d. Shall appoint, with approval from the Board of Directors, non-elected officers and Chairs of committees (except for the Nominations and Elections Committee; see Article V, Section 3b).



- e. Shall also appoint all members of committees (except, see Article V, Section 3b) unless this responsibility is specifically delegated to a committee Chair.
- f. Shall serve no more than one consecutive term of office.

### 3. Vice-president

- a. Shall be the second ranking executive officer, and shall assume the duties of the President when so delegated by the President, or in case of the President's absence or incapacitation. Incapacitation of the President shall be determined by the Board of Directors.
- b. Shall, with the approval of the Board of Directors, appoint the Nominations and Elections Committee (Article IX, Section 2).
- c. Shall serve no more than one consecutive term of office.

### 4. Treasurer

- a. Shall serve as the Federation's chief financial officer.
- b. Shall keep all financial records of the Federation, and shall make periodic reports to the Board.
- c. Shall maintain one or more bank accounts for the Federation funds, and shall maintain signature control over these accounts. One other officer, usually the President, must also be a signatory to these accounts.
- d. Shall serve as an ex officio member of the Finance Committee and shall provide support for its preparation of the annual budget.
- e. Shall be responsible for reports required by the Internal Revenue Service.
- f. Shall provide records needed for any audits of Federation finances as required by the Board of Directors.
- g. Shall be eligible to serve any number of terms of office.

### 5. Secretary

- a. Shall record the minutes of all official meetings of the Board of Directors and Assembly.
- b. Shall carry out correspondence directed by the Board and Assembly.
- c. Shall be the primary correspondent with the representatives of the Member Groups.
- d. Shall be eligible to serve any number of terms of office.

### 6. Editor

- a. Shall serve as editor and business manager for Let's Dance! magazine.
- b. Shall, if appropriate, delegate the jobs of magazine printing and mailing.
- c. Shall make regular reports to the Board.
- d. Shall have properly documented expenses reimbursed by the Federation.
- e. Shall be eligible to serve any number of terms of office.

7. Parliamentary

- a. Shall advise the President, other presiding officer, and/or any Federation member on matters of parliamentary procedures.
- b. Shall use “Roberts Rules of Order” as the basis for procedures.
- c. Shall serve as a member of the Bylaws Committee when such a committee is in effect.
- d. Shall be eligible to serve any number of terms of office.

8. Membership Chair

- a. Shall maintain records pertaining to membership in the Federation.
- b. Shall receive membership applications and payments of dues, passing on funds received to the Treasurer.
- c. Shall make periodic reports to the Board.
- d. Shall keep the Board informed about the number and identity of Group Member representatives.
- e. Shall be eligible to serve any number of terms of office.

9. Nominations and Elections Chair

- a. Shall submit a slate of candidates nominated for the positions of President, Vice-president, Treasurer and Secretary, for election as further provided in Article X.
- b. Shall be responsible for conducting the biennial election of officers, which may be held either in person at an Assembly meeting or by electronic voting, as determined by the Board of Directors pursuant to Article X, Section 7.
- c. Shall, at the conclusion of the election, report the results of the election to the Federation members.

## **ARTICLE VI – BOARD OF DIRECTORS**

- 1. The Board of Directors (hereinafter called the Board) is the primary governing body of the organization.
- 2. Directors must be at least 18 years old.
- 3. Membership of the Board:
  - a. Elected officers (4); Article V, Section 1a.
  - b. Appointed officers other than committee Chairs (3); Article V, Section 1b.
  - c. Chairpersons of all standing committees (11); Article IX, Section 4.
  - d. Immediate past-President (1), assuming that this person maintains active membership status (Article III, Sections 3, 4).

4. The term of office for Directors is two years, but they may serve any number of terms, except for restrictions placed on the offices of President and Vice-president (Article V, Sections 2, 3).
5. Each member of the Board has only one vote even if more than one of the above positions are held simultaneously.
6. A majority of the Directors (at least 10) must not be “interested” persons, that is, receive compensation for services other than as a Director or be relatives of such a person.
7. Meetings of the Board
  - a. The Board shall meet at least five times per year.-
  - b. The Board may also carry out business by correspondence or email between meetings.
  - c. Special meetings may be convened at the discretion of the President, or at the written request of five Board members.
  - d. A quorum of the Board is 50% of the current individual Board members. For purposes of determining a quorum, a Deputy Chair of a Standing Committee (Article IX, Section 2) can be counted as long as the Chair of that committee is absent.
  - e. Any Individual or Family Member of the Federation or Group Member Representative can attend regular meetings of the Board, whether invited or not, in a non-voting capacity.
  - f. In exceptional circumstances the Board may have a closed meeting (no guests) to discuss sensitive personnel matters.
8. Dues and other Fees
  - a. The Board establishes the dues structure for the organization and sets fees for publications and other services.
  - b. A change in dues payable by members requires a two-thirds affirmative vote by the Board.
9. Vacancies on the Board
  - a. Should vacancies occur among the elected officers, the Board may arrange for the election of a replacement, with appropriate notifications being made (Article X). In the case of the President, the Vice-president will assume those duties, and in the case of the Vice-president, the President will do the same.
  - b. Vacancies may also result from a recall procedure. Recalls can be proposed by either 1) a majority or more members of the Board, or 2) at least 15 members of the Assembly. After appropriate notification and deliberation, the Board



can approve the recall motion by two-thirds vote. The subject of the recall cannot vote on the recall motion.

10. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
11. To the extent that a person who is, or was, a Director, officer, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceedings brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings. If such a person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed by California corporation law and Section 501(c)(3) of the Internal Revenue Code.
12. Directors, and any members of their families, are not paid by the Corporation for their services, and hence are legally “disinterested” parties. They may, however, be compensated for expenses incurred in the course of their duties if such is approved by the Board.

## **ARTICLE VII – ASSEMBLY**

1. The Assembly is a more inclusive governing body that serves important advisory functions for the Board and for committees. The Assembly can petition the Board on any relevant matter and propose amendments to the Bylaws (Article IX, Section 1).
2. Members of the Assembly
  - a. All Individual and Family Members of the Federation.
  - b. All officially designated representatives of Group Members.
3. Meetings of the Assembly
  - a. The Assembly must meet at least once per year. Assembly meetings may be held either in person or electronically, as determined by the Board.
  - b. Additional meetings can be convened by the Board, or at the request of at least 15 members of the Assembly.
  - c. A quorum for the Assembly is 5% of the total Assembly membership or 15, whichever is the smaller. Proxies are not allowed.
  - d. Members must be notified at least one month in advance of Assembly meetings.

## **ARTICLE VIII – REGIONAL COUNCILS**

1. Assemblages of two or more Group Members from the same geographic area can petition the Board to form a Regional Council. The regional distribution of such Councils should be non-overlapping with other existing Councils.
2. Regional Councils can coordinate and facilitate the activities of their constituent Group Members, and they can sponsor regional events such as festivals and institutes. Councils can directly access the resources and expertise of Federation committees.
3. Each Council determines its own governing structure.

## **ARTICLE IX – COMMITTEES**

1. The Federation has 11 Standing Committees. In addition, the President or the Board can establish any number of ad hoc committees. The latter serve to address specific issues for a limited time period. For example, from time to time a Bylaws Committee can be appointed to consider specific or general changes in the Bylaws (Article XI). One-time events such as Beginners' Festivals can also be assigned to an ad hoc committee.
2. Committee Chairs are appointed by the President (or Vice-president in the case of the Nominations and Elections Chair) with concurrence of the Board (Article V, Section 2d). Chairs of Standing Committees are voting members of the Board (Article VI, Section 2c), and all committee Chairs are members of the Assembly (Article VI, Section 2, Article IX, Section 3). The President can also appoint Deputy Chairs who can serve as voting members of the Board in the absence of the Committee Chair.
3. Committee Chairs must be an Individual or Family Member of the Federation or be the official representative of a Group Member. Other committee members preferably should also belong to the Federation, but may be drawn from the folk dance community at large. Generally, a committee Chair will nominate committee members for the President to appoint, but in some cases the President can delegate committee appointments to specific Chairs (Article V, Section 2e, but see Article V, Section 3b).
4. Standing Committees
  - a. Archives
  - b. Finance
  - c. Institute
  - d. Insurance
  - e. Nominations and Elections
  - f. Promotion
  - g. Communications



- h. Publicity
  - i. Research
  - j. Scholarship
  - k. Statewide Festival
4. Standing committees must have a written statement of their operating procedures. Such statements must originate in the committee and be submitted to the Board for approval. Subsequent modifications of the statements must also be approved by the Board.

## **ARTICLE X – ELECTIONS**

1. The Nominations and Elections Committee must report its slate of nominees for the four elected officers to the Board by September 1 of the year the current term of office expires.
2. All nominees must give their written consent for their names to be placed on the ballot.
3. The list of nominees must be publicized in Let's Dance!, or by other means, to all members of the Federation at least one month in advance of the scheduled meeting of the Assembly at which elections are to be held.
4. At the scheduled meeting of the Assembly at which elections are to be held, the Nominations and Elections Committee Chair or their designee must open the floor to additional nominations. Verbal or written consent of any such nominees must be obtained.
5. If a quorum is present at the Assembly meeting, the election of officers will be carried out. Should there be only a single candidate for each office, a motion to elect by unanimous consent would be in order.
6. If a quorum is not present, and only a single candidate is nominated for each office, the election automatically reverts to the Board for a decision. If there is more than one candidate for one or more offices, the Secretary will be instructed to send a numbered ballot to all members of the Assembly, with self-addressed return envelopes. Ballots are to be returned to the Nominations and Elections Committee Chair or their designee before December 1 and tallied by the Nominations and Elections Committee. Procedures for electronic voting may be utilized instead, with approval by the Board.

### **Electronic Voting**

7. Notwithstanding any other provision of this Article X, the Board of Directors may opt to conduct the election of officers by electronic voting. The decision to opt for electronic voting shall be made by the Board no later than September 15. An election

by electronic voting shall be conducted in accordance with the procedures set forth in Sections 8 and 9 below.

8. The Nominations and Elections Committee shall designate a person to send to all current members of the Federation by email the slate of names of the nominated candidates for each elective office. Within 14 days thereafter any member may nominate any additional candidates who are Individual or Family members of the Federation and who have given written consent to have their name placed on the ballot for the office for which they are being nominated, by sending such nominations to the Chair of the Nominations and Elections Committee. Nominations will be closed 14 days after the original email dissemination of the slate of nominated candidates.
9. Following the close of nominations, the election will be held by sending all members of the Federation a link to an on-line ballot that will include all nominated candidates. The voting will close seven days after the sending of the link to the on-line ballot, with all appropriately verified responses to the ballot received by that date tabulated by Chair of the Nominations and Elections Committee or that person's designee to determine the winning candidate for each office.

#### **ARTICLE XI – AMENDMENTS**

1. Amendments to these Bylaws may be proposed at any regularly scheduled meetings of the Board or Assembly. Proposals may be made by any Federation member or by a Bylaws Committee. If a proposed amendment originates in the Assembly, a majority affirmative vote of those voting is required to pass the proposal on to the Board for consideration.
2. Duly proposed changes must be considered by the Board at a regularly scheduled meeting. With approval by a majority, the proposal is placed on the agenda for a subsequent meeting of the Board. Notification of this action must be sent to all Board members one month in advance of the subsequently scheduled meeting.
3. At the second consideration of the proposal, an affirmative vote of two-thirds of those voting is required to approve proposed changes to these Bylaws.

#### **ARTICLE XII – DISSOLUTION**

1. A motion to dissolve this Federation must be made to the Board at least one month prior to a scheduled meeting of the Board at which it is to be discussed.
2. Approval of such a motion will require a two-thirds affirmative vote of the Board and acceptance by a majority of Group Member representatives. The latter action can be taken at a meeting of the Assembly or by distributing ballots by mail or electronically.

3. In the event that the Federation is dissolved, all remaining assets shall be distributed to one or more non-profit (501(c)(3)) organizations whose purposes are consonant with the purposes of the Federation. Asset distribution decisions will be made by the Board.

#### CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: 8/6/2023       Secretary