

Constitution and Bylaws
of the
Pennsylvania Square and Round Dance Federation

Incorporated March 8, 1991 State of PA entity No. 2023812

Article I - NAME

Section 1 The name of this non-profit organization shall be: THE PENNSYLVANIA SQUARE AND ROUND DANCE FEDERATION, sometimes herein after referred to as the FEDERATION. The Federation may also be known as the PSRDF.

Article II - PURPOSE

Section 1 The purpose of the Federation shall be:

- (a) to educate, teach, promote, and encourage organized modern western square and round dancing and related arts,
- (b) to create and maintain a favorable public image of square and round dancing, to encourage the recruitment of new dancers, and to educate the public of the benefits and purpose of modern square and round dancing,
- (c) to further the educational, social, and personal development of square and round dancers,
- (d) to provide, encourage, and facilitate greater communication, relationships, and cooperation between its member organizations,
- (e) to promote, organize, and provide special activities including an annual convention,
- (f) to establish, lease, own, and operate facilities, and
- (g) to provide service organizations (such as Heart, Cancer, Disabled, and Elderly etc.) with assistance in promotion and fund raising activities, all profits of which will remain with the charitable or non-profit organization being assisted.

Article III - STATUS

Section 1 The Federation is registered as a Corporation under the Pennsylvania Non-Profit Corporation Law.

Section 2 The Existence of this Federation shall be perpetual.

Section 3 The Federation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The Federation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business, for which corporations may be incorporated under Pennsylvania Non-Profit Corporation Law.

Section 4 This Federation shall be a non-profit entity. No member organization or individual delegate shall have any vested interest in any funds, property or assets of this Federation, nor shall any funds or assets of this Federation inure to the benefit of any member organization or individual, except for the lawful and authorized activities of the Federation.

Article IV – MEMBERSHIP (INDIVIDUAL AND ORGANIZATIONAL)

Section 1 All applicants for membership shall be considered for Federation membership without regard for race, color, sex, religion, age, national origin, handicap, or disability. There shall be no limit on the number of individuals, clubs or regional organizations, which may join the Federation.

Section 2 All dancers dedicated to Square Dancing, Round Dancing, or related square dance arts, are eligible for membership as individuals in the Federation.

Section 3 A Regional organization, with the approval of their membership, is eligible for organizational membership in the Federation.

Section 4 Any caller, cuer, or prompter performing for a club in a regional organization is eligible for membership as an individual in the Federation.

Section 5 Any club not currently in a regional organization is eligible for an organizational membership in the Federation as a non-affiliated club. Such clubs are encouraged to join a regional organization:

1. as soon as one is formed or
2. when an invitation is extended from an existing regional organization.

However, non-affiliated clubs must belong to a regional organization within 18 months of membership in the Federation, or their application for membership will be terminated.

- Section 6 An application for an organizational membership by a non-affiliated club or regional organization shall be submitted in writing to the Executive Committee.
- Section 7 Membership in the Federation shall be subject to the provisions of this Constitution and Bylaws of the Federation. All organizations applying and accepted for membership in the Federation shall be deemed to have ratified this Constitution and Bylaws. By accepting membership, such organization agrees to be bound and governed under the terms and conditions of the Constitution and Bylaws.
- Section 8 All organizational members shall remain autonomous. Nothing in this Constitution and Bylaws shall be deemed to supersede the constitution and bylaws of the organizational members.

Article V - SUSPENSION OF MEMBERSHIP

- Section 1 An individual in arrears of their membership dues for a period of five months, after the due date, is delinquent and is thereby removed from membership in the Federation.
- Section 2 An individual or organization member may be suspended from membership in the Federation for failure to comply with or acting in violation of this Constitution and Bylaws of the Federation. The Executive Committee may invoke temporary suspension of membership until such time as action shall be taken at a regular or special meeting of the Federation. For a member to be suspended or expelled, a vote of two-thirds (2/3) of the Board of Directors present and voting at a scheduled meeting shall be necessary. Prior notice of such a proposed action shall be provided in writing to all the Officers and all organizational members, including the member in question (by registered mail), at least thirty (30) days prior to the date of the meeting at which the vote is to be taken.

Article VI - DUES FOR MEMBERSHIP

- Section 1 The annual dues and life membership dues for individual members shall be reviewed and established annually at the second semiannual meeting by vote of the Board of Directors.
- Section 2 The period for dues is established as the calendar year, January 1 to December 31.
- Section 3 The annual dues are based on individual membership. Current dues, as of the date of ratification of the document are:
 1. \$1.00 per individual (\$2.00 per couple), or
 2. \$20.00 per individual for Life Membership.
- Section 4 There are no currently established dues for an organizational member. Dues for an organizational member may be established upon the recommendation of the Executive Committee and upon the approval of the Board of Directors.

Article VII - OFFICERS

- Section 1 All references to an Officer in this and subsequent Sections of this Constitution and Bylaws shall be understood to refer to either the individual or couple elected to that office.
- Section 2 The Officers of the Federation shall be a President, Vice-President(s), Secretary(s), and Treasurer(s). The Federation may add or delete offices as may be deemed necessary and prudent.
- Section 3 All Officer terms shall be for a period of one year. Officers may be re-elected for an additional term. No persons may hold the same office for more than two consecutive years.
- Section 4 The term of office for each Officer is from May 1st to the following April 30th.
- Section 5 All Officer positions may be held by a couple or an individual. At no time may a couple or an individual hold more than one Officer position.
- Section 6 Duties of the Officers are established herein.
- Section 7 Any couple or individual, in good standing as a member of the Federation, is eligible for nomination to a Federation Office or a committee appointment, except that callers, cuers, or prompters shall not be eligible to serve as President, Vice-President(s), Secretary(s), or Treasurer(s) of the Federation.

Article VIII - NOMINATIONS AND ELECTION OF OFFICERS

- Section 1 The **Nominating Committee** will consist of:
(1) The President of the Federation, who will serve as chairman of the committee.
(2) All presidents of the regional organizations which are organizational members. If the regional president is unable to serve, that president will appoint a representative from that regional organization to serve in their place.
(3) Chairman of the Past Presidents Committee.
- Section 2 Meetings of the Nominating Committee may be held in person or by electronic means as may be agreed upon by the Committee.
- Section 3 The presence of at least (50%) of the Nomination Committee shall constitute a quorum for the transaction of business by the Nomination Committee.
- Section 4 The Nominating Committee shall meet at least 30 days prior to the second semiannual meeting of the Federation to prepare a slate of nominees with at least one name for each Office. The slate of candidates for office shall be announced at that meeting.
- Section 5 In the interest of continuity, the First Vice-President shall normally be nominated to succeed the President.
- Section 6 The election of Officers shall be held at the first semiannual meeting of each year.
- Section 7 In addition to names presented by the Nomination Committee, nominations for any office may be made from the floor by any member of the Board of Directors and such name shall be placed on the ballot for that office. No more than one nomination for each office to be filled may be made by a single member of the Board of Directors.
- Section 8 No person shall be elected as an officer of the Federation unless, prior to his nomination for said office, they have signified in writing their consent to accept such office or such person must be present at the meeting at which the slate of officers is presented and signify their acceptance in person.
- Section 9 There shall be an **Election Committee** composed of one (1) representative from each regional organization member to be appointed by the chairman of the Board of Directors. The Election Committee shall assist the chairman in computing the balloting for each office.
- Section 10 Voting shall be by either a show of hands or by written ballot.
- Section 11 Election to an office shall be based upon receiving a simple majority of the votes cast by the members of the Board of Directors present and voting at said meeting.
- Section 12 Should there be a tie vote on balloting for any office, re-balloting for that office shall be called.

Article IX - SUCCESSION OF OFFICERS

- Section 1 If an Office is held by a couple and one partner becomes unwilling or unable to serve, the remaining partner, if willing and able to do so, shall continue in the Office.
- Section 2 In the event of a vacancy in the Office of President, the Office shall be filled by the First Vice-President who shall assume the duties of the President for the remainder of the term for which the former President was elected. If this is not possible, the Executive Committee shall appoint a President for the remainder of the unexpired term.
- Section 3 A vacancy in any other Office shall be filled by action of the Executive Committee.

Article X - SUSPENSION OF AN OFFICER

- Section 1 Any elected officer of the Federation may be suspended from the Federation for failure to comply with or for acting in violation of the Constitution and Bylaws of the Federation. Temporary suspension of an officer may be invoked by a majority vote of the Executive Committee until such time as action shall be taken at a regular or special meeting of the Federation. Such suspension shall become permanent upon review and confirmation by a vote of two-thirds (2/3) of the entire Board of Directors at a scheduled meeting. Prior notice of such a proposed action shall be provided in writing to all the Officers and all members of the Board of Directors, including the officer in question (by registered mail), at least thirty (30) days prior to the date of the meeting at which the review and vote

is to be taken.

Article XI - EXECUTIVE COMMITTEE

- Section 1 The Executive Committee shall consist of the Officers of the Federation and the Immediate Past-President. Where the Past-President is not available to serve, a previous Federation President will be appointed by the President to serve as a member of the Executive Committee.
- Section 2 The Executive committee shall function in the interim between scheduled Federation meetings, and in the event there is not enough time to call special meetings. At such meetings of the Executive Committee, the Executive Committee shall have all the powers of the Federation, except that the Executive Committee shall take no action contrary to this Constitution and Bylaws of the Federation.

Article XII - BOARD OF DIRECTORS

- Section 1 All members of the Board of Directors must be individual members of the Federation.
- Section 2 The president of the Federation shall serve as chairman of the Board of Directors and shall preside at all meetings of the Board. In the event of the absence of the president or the inability to serve as chairman of the Board of Directors, the first vice president shall so preside. In the event of the absence or inability to serve as chairman of the Board of Directors of both the president and the first vice-president, the second vice-president shall preside at the meeting. In any other situation, the Board of Directors shall elect a Chairman from their ranks for that meeting.
- Section 3 The Board of Directors shall consist of the following:
1. The Officers of the Federation,
 2. The Delegates appointed by each organizational member, and
 3. The members of the Past Presidents Committee.
- Section 4 The number of delegates entitled to each organizational member is determined by the following:
1. Each regional organization is entitled to appoint twelve (12) voting delegates. No more than two delegates can be of the caller, cuer, prompter, or related arts discipline.
 2. Each non-affiliated club is entitled to appoint two (2) voting delegates. Neither delegate can be of the caller, cuer, prompter, or related arts discipline.
- Section 5 The Board of Directors shall be the governing body of the Federation and shall conduct all business to accomplish the purpose of the Federation.
- Section 6 Each individual member of the Board of Directors is entitled to one vote. The President votes only in the instance of a tie vote by the remainder of the Board of Directors.

Article XIII - PAST PRESIDENTS COMMITTEE

- Section 1 All past presidents of the Federation shall be members of a committee to be known as the Past Presidents Committee.
- Section 2 At the termination of his tenure in office, a president shall automatically become a member of this committee.
- Section 3 A past president will cease to be a member of the Past Presidents Committee if he fails to maintain a membership in an organizational member.
- Section 4 The duties of the Past Presidents Committee shall be to serve as an advisory body to the Executive Committee.
- Section 5 The members of this committee shall elect a chairman who shall serve for a term of one year which shall run from May 1 through April 30. The Chairman may serve for multiple terms.

Article XIV - COMMITTEES

- Section 1 The President shall appoint members, except as otherwise provided to the stranding committees established herein, and to whatever other committees the President deems necessary.
- Section 2 The special committees of the Federation are:
- Audit Committee** – responsible to conduct audits of the books of the Treasurer and any other committee or Officer which handle Federation funds. Such audits shall be made of the accounts of the

treasurer, Committee and Officer at least one month prior to the first semiannual meeting of each year, at any other change in the position of the Treasurer, and at any other time as deemed advisable by the Federation.

Public Relations and Publicity – responsible to promote square and round dancing in all of its facets, including leadership and training.

Membership – responsible to maintain a roster of Federation members. It will promote, to the best of their ability, Federation membership among those dancers eligible for membership. It maintains a current list of all square and round dance clubs, which are members of the Federation's organizational members.

Convention Committee – has full responsibility to promote and operate the annual convention with the approval of the Board of Directors. All details of the operation of the convention are the responsibility of this Committee. The chairman of the Convention Committee determines the size of this Committee and appoints the chairmen of those subcommittees, as the Chairman deems necessary. No later than ninety days (90) days after the convention, the chairman shall submit a report to the Federation. Any surplus funds realized shall be turned over to the Federation Treasurer. The Federation shall bond the Treasurer of the Convention.

Section 3 The following standing committees may be appointed by the President. Terms of the standing committees will coincide with the term of elected officers.

1. Bylaws
2. Way and Means
3. Legislation
4. Caller/Cuer

Section 4 The makeup and operation of the Nominations Committee and the Election Committee are provided for in Article VIII.

Article XV - DUTIES OF OFFICERS

Section 1 The duties of the **President** shall be:

1. to have the general responsibility over the business and affairs of the Federation;
2. to preside over all meetings of the Federation and Executive Board;
3. to ensure that all business of the Federation is conducted in a manner consistent with the Constitution and Bylaws;
4. to appoint/re-appoint committees and/or chairpersons and assign such duties as may be necessary for proper and efficient conduct of business of the Federation, and to oversee their performance to ensure the appropriate fulfillment of responsibilities;
5. to serve as an ex officio member of all committees; to fill vacancies on committees;
6. to communicate the business of the Federation to the Board of Directors;
7. to perform all other duties that are usually incident to the office of president.

Section 2 The duties of the **Vice-President(s)** shall be:

1. to assist the President in carrying out their duties;
2. to assume the duties of and act for the President in their absence;
3. to perform all other duties as are delegated to them by the President, the Executive Committee or the Board of Directors.

Section 3 The duties of the **Treasurer(s)** shall be;

1. to have custody of all funds and accounts of the Federation;
2. to receive and keep accurate records of all monies due the Federation, give receipts therefore, and deposit the same in appropriate Federation repository;
3. when authorized to do so, to disburse monies of the Federation in payment of accounts payable;
4. to make a report of the financial standing of the Federation at each regular meeting;
5. to keep, and assure the accuracy of all books and records of the financial condition of the Federation and to make such books and records available for audit upon request of the

Executive Committee or the Audit Committee.

Section 4 The Treasurer shall be bonded for an amount determined by the Executive Committee.

Section 5 The duties of the Secretary(s) shall be;

1. to record the minutes of all meetings of the Federation and to distribute and make a report of such Minutes;
2. to be responsible for all official correspondence of the Federation;
3. to prepare and distribute all notices required by this Constitution and Bylaws;
4. to keep a record of the names of all individuals appointed to serve on committees or to serve as chairpersons;
5. to maintain such records as might from time to time be required by the Board of Directors.

Section 6 The duties of any other Officer established in accordance with the provisions of the Constitution and Bylaws of the Federation shall be determined by the President.

Article XVI - MEETINGS

Section 1 This Federation shall hold semi-annual meetings. The schedule and location for the meetings is to be established by the Executive Committee. Notice of all meetings is to be given a minimum of sixty (60) days in advance to all Federation Officers, members of the Past Presidents Committee and each organizational member. Normally such meetings are held on the first Sunday in April and October.

Section 2 A quorum for a meeting of the Board of Directors shall consist of fifty percent (50%) of the members of the Board including at least one elected officer of the Federation.

Section 3 All meetings of the Board of Directors shall be open to attendance by any interested parties.

Article XVII - MANAGEMENT

Section 1 This Federation shall be governed by the Board of Directors.

Section 2 All business of the Federation shall be conducted at regular or special meetings at which a quorum is present.

Section 3 Each organization having Membership status shall be represented by the contingent of delegates as provided for by Article XII, Section 3.

Section 4 The fiscal year of this organization shall be from May 1 through April 30. All financial books shall be adapted to an accounting on a cash basis.

Section 5 There shall be no alcoholic beverages or illegal drugs consumed at or immediately prior to any activity conducted by the Federation. Those partaking in such shall be asked to leave the activity by any Federation Officer present. An activity includes meeting, dances, seminars, conventions and similar events.

Section 6 The business address of the Federation is normally the current president's home address. The Board of Directors may establish a different business address for the Federation.

Article XVIII - MONIES OF THE FEDERATION

Section 1 The monies of the Federation shall be deposited in a recognized bank account(s) in the name of the Pennsylvania Square and Round Dance Federation. All such accounts shall be under the direct control of the Treasurer.

Section 2 No monies of the Federation shall be disbursed by the Treasurer except over the signature of the Treasurer or one of the other Officers of the Federation authorized by the Executive Committee to sign checks of the Federation.

Section 3 All invoices shall be presented to the Treasurer for payment.

Section 4 The Treasurer is authorized to pay for all expenditures associated with the normal business of the Federation or which have been specifically authorized by the Board of Directors. Expenditures, which are considered normal, are limited to those associated with:

1. Insurance premium,
2. Federation sponsored meetings, dances and events,
3. Nominal expenses incurred by the Officers in the discharge of their assigned duties,

- 4. Expenditures for materials, printing, and distribution of approved Federation papers and newsletters.
- Section 5 All other accounts payable shall be approved as follows:
 - 1. \$150 and less – may be paid immediately provided that such expenditures are identified in the Treasurer's report presented at the next Federation meeting.
 - 2. Over \$150 and up to \$500 – shall be presented to the Executive Committee or the Board of Directors for approval prior to payment.
 - 3. Over \$500 – shall be approved by the Board of Directors prior to payment.
- Section 6 All financial books and records of the Federation shall be open for audit at all times.
- Section 7 The Board of Directors may authorize other limited financial accounts (i.e. For the Convention Committee).

Article XIX - PARLIAMENTARY PROCEDURE

- Section 1 The Federation shall be conducted on a representative basis and parliamentary procedure shall be followed at all meetings of the Board of Directors or the Executive Committee.
- Section 2 Robert's Rules of Order, as revised, shall apply to all questions of procedure not specified in this Constitution and Bylaws, except that the rules of order may be modified or changed by the Board of Directors.

Article XX - AMENDMENTS TO THE CONSTITUTION

- Section 1 This Constitution may be changed or amended at any time in the following manner:
 - a. By a submission of a proposed change, presented in writing to the Secretary, signed by the member in good standing
 - b. By recommendation of a committee, duly appointed by the President, to consider such changes or amendments.

The Secretary shall submit such proposed changes or amendments to the Executive Committee, which shall, if they deem the changes to be in the best interest of the Federation, present such changes or amendments to the Board of Directors at the next regular meeting of the Federation. In the event that the Executive Committee does not deem the proposed changes or amendments to be in the best interest of the Federation, they shall so advise the proponent(s), in writing, of the reason for the rejection.
- Section 2 A proposed change or amendment to this constitution, which is submitted in writing over the signatures of
 - 1. a majority of the delegates from at least two member organizations, or
 - 2. a majority of all delegates to the Board of Directors, shall be brought before the Board of Directors for a vote.
- Section 3 A copy of such proposed changes or amendments shall be sent by the President of the Federation to all Member organizations at least 30 days prior to the regular or special meeting of the Federation at which a vote on such proposal is to be taken.
- Section 4 A two-thirds (2/3) majority of the Board of Directors, present and voting, at any regular meeting of the Federation or at any special meeting called for that purpose, is required for the adoption of changes or amendments to this Constitution.

Article XXI - SALARIES, EXPENSES AND PERSONAL LIABILITIES

- Section 1 No Officer of the Federation or other member of the Board of Directors shall receive a salary.
- Section 2 The officers of this Federation shall be entitled to reimbursement of expenses incident to the handling of the affairs of the Federation.
- Section 3 Reimbursement for the expenses incurred by other members of the Board of Directors shall be the responsibility of the appointing member organization.
- Section 4 All debts or obligations incurred by an officer of this Federation in the discharge of their defined duties as such officer shall be an obligation of the Federation and no personal liability shall attach

thereto.

Article XXII - DISSOLUTION

Section 1 In the event of dissolution of this Federation, any assets remaining after all obligations have been met, will be assigned and transferred equally to those regional organizations holding membership at the time of dissolution.

Article XXIII - SAVINGS CLAUSE

Section 1 Should any article or section of this Constitution and Bylaws be held invalid by operation of law, such invalidity shall not affect the validity of the remaining portions of this Constitution and Bylaws.

Article XXIV - REPEALER

Section 1 All prior Constitutions and By-laws of this federation are hereby repealed.

Article XXV - ADOPTION

Section 1 This Constitution supersedes the Constitution and By-Law dated April 20, 1990, as subsequently revised, in its entirety.

Section 2 This Constitution was revised and adopted this 6th day of April, 2003 by the Board of Directors.

Section 3 The regional organizations represented as members of the Federation at the ratification of this Constitution and Bylaws were:

- Allegany Valley Square and Dance Federation
- Central Pennsylvania Square and Round Dance Association
- Federation of Delaware Valley Square and Round Dancers
- Laurel Mountain Square and Round Dance Federation
- Northeast Pennsylvania Square and Round Dance Federation
- Susquehanna Valley Square and Round Dance Association
- Western Pennsylvania Square and Round Dance Federation