

## SCISDA BY-LAWS

### **By-Laws State Council of Illinois Square Dance Associations, Inc. An Illinois Corporation**

#### **Article I Members**

- A. Any individual square dancer that belongs to an Affiliate Organization shall be considered a member of the State Council of Illinois Square Dance Associations, Inc.
- B. Any organized, not-for-profit Association or Federation representing "Square Dancers" residing in Illinois may be considered for membership in The Council.
- C. Affiliate membership in The Council is obtained by written application of the organization and subject to the Standing Rules. A two-thirds (2/3) affirmative vote of the Board of Directors is required for acceptance.
- D. Membership in The Council is not transferable or assignable.
- E. An Affiliate member which fails to comply with the Constitution, By-Laws and Standing Rules of The Council or fails to be represented at two (2) consecutive Board of Directors meetings may be put on probation.
- F. Probation shall require a two-thirds (2/3) affirmative vote of the Board of directors and requires strict adherence to The Council's Constitution, By-Laws and Standing Rules.
- G. Should an Affiliate member fail to meet the conditions of probation, it may be subject to expulsion, subject to a three-fourths (3/4) affirmative vote of the Board of Directors.
- H. A former Affiliate member may be reinstated upon written request subject to a three-fourths (3/4) affirmative vote of the Board of Directors.
- I. Annual dues and/or special assessments may be assessed by a majority vote of the Board of Directors and as set forth in the Standing Rules.

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### **Article II Board of Directors**

- A. The Board of Directors shall, except as otherwise required or provided for in these By-Laws, have the entire control of The Council, its affairs and property including electronic presence.
- B. The Board of Directors of The Council shall consist of two (2) representatives from each Affiliate Organization.
  - 1. The Directors may be elected or appointed by whatever methods deemed advisable by the Affiliate Organization.
  - 2. Alternate Directors should also be designated by the Affiliate organization to serve in the absence of the regular Director.
  - 3. To avoid a conflict of interest, no individual or spouse receiving substantial income from "Square Dancing" will be eligible to be a Director.
- C. Each Director shall have one (1) vote only. Proxy votes are not permitted.
- D. No individual shall serve as Director for more than one Affiliate at any one time.
- E. No member of the Executive Board may serve simultaneously as Director.
- F. The term of office for Director shall be one (1) year, from the day following the Annual meeting through the day of the next Annual meeting, inclusive.

### **Article III Executive Board**

- A. The Executive Board of The Council shall consist of the elected officers as designated in the Constitution.
  - 1. Each office may be held by an individual.
  - 2. Elections for officer positions shall be held annually. The positions of President and Secretary shall be subject to election at each election-meeting held on an odd numbered year, and the positions of Vice Presidents and Treasurer shall be subject to election at each election-meeting held on an even-numbered year. The term of office for

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all officers, except for the treasurer, shall be for (2) years from the day following the Annual Meeting through the day of the second Annual meeting after this election. The Treasurer's term of office shall coincide with the Fiscal year. All officers shall serve until successors are elected.

3. The President and Vice Presidents shall not serve more than two (2) consecutive terms in the same office unless there is no nominee. If no nominee, an officer may serve a third (3rd) consecutive term if approved by a simple majority of the Board of Directors. This limitation is not, however, imposed on the Secretary and the Treasurer.
4. The Executive Board shall transact the business of The Council as authorized by the Board of Directors.
5. The Executive Board shall meet at least twice a year.
  - I. Within sixty (60) days following the close of the Annual meeting.
  - II. A mid-year meeting to be held approximately six (6) months prior to the Annual Meeting.
6. The Immediate Past President of The Council shall serve as Advisor to the Executive Board, without voting privileges, and chair the Nominating Committee.

### B. Qualification for Office

1. The President must have served for at least one (1) year as a Director or other elected officer of the State Council.
2. To be eligible for nomination to an office of The Council, a person must be an active club member willing to accept the nomination and devote the time and effort required by the position.
3. Demonstrate leadership capabilities and be a member in good standing of one of the Affiliate Member Organizations in The Council.
4. To avoid a conflict of interest, no individual or spouse receiving substantial income from "Square Dancing" will be eligible to hold office in The Council.

### C. Nomination of Officers

1. A Nominating Committee, consisting of up to two Past Presidents of The Council, and up to two member(s) of the Board of Directors as approved by the Board of Directors will work with the Affiliate Organizations to secure nominations and resumes for each of the offices. Such nominations and resumes shall be submitted by the Nominating Committee to the Secretary no less than sixty (60) days prior to the Annual Meeting.

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2. The Secretary shall include the names of the nominees and their resumes in the notice of the Annual Meeting issued to all Affiliate Organizations, which shall be mailed, emailed, texted or any future communication that may be developed at least forty-five (45) days prior to the meeting.
3. Additional nominations, including oral resumes, may be made from the floor of the Annual Meeting.
4. A member of the nominating committee cannot be nominated for an elected office.

### D. Election of Officers

1. All officers shall be elected at the Annual meeting, either in-person and/or by an electronic process.
2. Where there is more than one candidate for an office, voting shall be by written ballot and/or through an electronic process.
3. A plurality (the number of votes cast for a candidate who receives more than any other but does not receive an absolute majority) of votes cast for any office shall be necessary to elect.
4. A vacancy in any office by reason of resignation or otherwise shall be filled by an election by the Board of Directors at the next meeting after the vacancy becomes known.
5. Voting is done by the Board of Directors when a legal quorum is present.

## **Article IV Duties of Officers**

### A. President

1. Establish an Agenda and preside at all meetings.
2. Appoint necessary officials and committees with the approval of the Board of Directors.
3. May call special meetings of the Executive Board.
4. Be an ex-officio member of all committees, except the Nominating Committee.
5. May participate in the discussion of any question at the Board of Directors meeting without a vote.
6. Decide all questions of order subject to an appeal.
7. Act as judge in votes and elections and declare the results.

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8. Perform such duties as usually pertain to the office, or as may be delegated by the Board of Directors.
9. Shall designate one of the Vice-Presidents to serve as acting President in the event of their temporary absence.
10. Is empowered to appoint temporary replacements in the event of sudden vacancies in offices of Secretary or Treasurer so that the work of The Council may be carried on in a business-like manner until such time that the Board of Directors meets and elects a new officer.

### B. Vice Presidents

1. Assist the President.
2. Perform the duties assigned by the President or Board of Directors.
3. Serve as coordinators between The Council and the Affiliate Members in the region which they represent.
4. In the event the President is unable to carry on, the Vice Presidents will decide which of them will assume the President's position until the next election.

### C. Secretary

1. Maintain an accurate record of all meetings and publish or cause to be published, a copy of all minutes to the Board of Directors and the Executive Board.
2. Serve as custodian for The Council papers and documents in the manner prescribed by the Board of Directors.
3. Distribute copies of minutes of all regular or special meetings to all members of the Board of directors and Executive Board.
4. Prepare all correspondence to be sent via mail, email, text or any future communication that may be developed.
5. Be Responsible for all correspondence of The Council.
6. Maintain the distribution list for past presidents who wish to receive Executive Board and Board of Directors minutes.
7. The Secretary will keep the official Constitution, By-Laws and Standing Rules.

### D. Treasurer

1. Serve as official custodian of all funds of The Council.
2. Keep the Board of Directors and Executive Board fully advised on all matters connected with The Council funds.
3. Keep the funds in such place as the Executive Board may designate.

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4. Disburse funds as directed by the Executive Board.
5. Maintain the financial records of The Council.
6. Prepare and file all appropriate tax forms and papers with the applicable governmental agencies.
7. Issue reports of the financial position of The Council at all regular meetings, Board meetings, or whenever called upon to do so.
8. Prepare a proposed annual budget for presentation at the first meeting of the Board of Directors following the Annual Meeting.
9. Present all books and records of The Council maintained by the Treasurer for audit at the end of each fiscal year.

### **Article V Personal Liability**

All just and legal debts or obligations incurred by an Officer of The Council in the discharge of their duties, by the Board of Directors or the executive Board, shall be an obligation of the organization and no personal liability shall be attached.

### **Article VI Salaries**

- A. No officer or member of the Board of Directors shall receive a salary.
- B. The elected Officers of The Council shall be entitled to reimbursement for expenses incurred while handling of the affairs of The Council upon approval of a majority of the Board of Directors.
- C. Reimbursement as to members of the Board of Directors shall be the responsibility of the Director's Affiliate Organization.

### **Article VII Ratification**

All organizations applying for Affiliation in The Council shall be deemed to have read and ratified, by a majority vote of their members, the Constitution, By-Laws and Standing Rules of The Council and by application, such organization agrees to be bound and governed by the terms and conditions thereof.

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### **Article VIII Official Documents**

- A. The Official Documents of The Council shall consist of the following:
  - 1. Articles of Incorporation
  - 2. Constitution
  - 3. By-Laws
  - 4. Standing Rules
  - 5. Tax Exemption letter from the United States Government, Internal Revenue Service.
  - 6. Minutes of all meetings of The Council
- B. These documents shall become the official papers of each Affiliate Member and shall be passed on to the succeeding director of each Affiliate Member.
- C. Each Affiliate member shall furnish the Secretary of The Council a current list of Officers, consisting of name, address, zip code, telephone number and electronic contact information.

### **Article IX Amendments**

- A. These By-Laws may be amended by submitting the proposed amendment in writing over the signatures or electronic method of fifteen percent (15%) of the members of the Board of Directors, such proposal to be filed with the Secretary, who will prepare and mail, email, text or any future communication that may be developed copies to the Executive Board and the Board of Directors at least thirty (30) days prior to the meeting at which the proposed amendment is to be discussed and voted upon.
- B. A two-thirds (2/3) vote in the affirmative of the Board of Directors present and voting at any regular or special meeting shall be required to approve any amendments or revision of these By-Laws.
- C. Final ratification shall be by vote of the members of the Affiliate Organizations. The actual vote shall be recorded by the affiliate Organizations in their minutes. If necessary, an Affiliate may call a special meeting of their members to vote. Affiliate Organizations must respond

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within thirty (30) days of the sending of the proposed amendments. Said vote shall be reported by the Director in the manner prescribed in the Standing Rules; a majority vote of the members of the Affiliate Organizations being required to sustain the vote of the Board of Directors.

Last Amended September 25, 1995

Last Amended 03/06/2025