

# WEST COAST SWING ADDICTS DANCE SOCIETY (WCSADS) BYLAWS

*Bylaws, July 5, 2019*

## **Definitions:**

West Coast Swing Addicts Dance Society, or “WCSADS” or the “Society”.

## **1. MEMBERSHIP**

**1.1.** Any person aged 16 and over may become a Member of the Society at any time upon payment of the membership fee (if there is one) and sign up. A person under the age of 16 must have written parental or guardian consent. There is no residency requirement for Members. Individuals do not need to be a Member to attend dances or Society events.

**1.2 Email as notice to Members:** Notices for meetings and Membership renewals will be sent by email. It is the Member’s responsibility to provide an email address that is active and regularly checked. Meeting notices will also be posted on the Society’s website, and on the Society’s current social media pages.

**1.3 Membership renewal:** Membership is renewed annually by email notice. Members need to reply to the membership renewal email that they wish to continue being a member. They also must pay the annual membership fee (if any) to maintain their good standing.

**1.4 Membership fee,** if any, shall be determined from time to time by the Members at an Annual General Meeting (AGM).

**1.5 Membership cut-off date:** There will be no purchase or signups of memberships following the last dance or 30 days, whichever is greater, prior to the AGM up to and including the AGM.

**1.6 Withdrawing membership:** Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board.

**1.7 Membership year:** Membership and all privileges shall run from April 1 of any year to March 31 of the following year.

**1.8. Dismissing a Member:** The Board (as defined in 2.1 herein) has the right to revoke the membership of any member in the event that their actions are detrimental to the Society.

**1.8.1** The Members as a group can revoke an individual’s Membership with a two-thirds vote of all members in good standing at an AGM.

**1.8.2** If any Member is in arrears for fees or assessments for any year, such Member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

**1.9 Re-application for membership:** Re-application for membership in the Society once a member has been removed MUST be reviewed by the Board before being granted.

**1.10** Membership is subject to Board approval.

## **2. BOARD OF DIRECTORS (The “Board”)**

**2.1.** Board of Directors shall mean the Board of Directors of the Society.

**2.2.** The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

**2.3.** Terms of office for the Board of Directors will be:

President - 2 year term  
Treasurer – 2 year term  
Secretary – 2 year term  
2 – 4 Directors at Large - 2 year term each

**2.4. Who is eligible to hold office:** Only members of the Society in good standing shall be eligible to hold office or be a Director of the Board. Anyone who holds a position with signing authority needs to provide a current clear criminal record check within thirty (30) days of being elected.

**2.5. Excluded from holding Board positions** is any individual who is currently earning money teaching west coast swing group classes or private dance lessons. Board members are prohibited from earning fees from teaching west coast swing dance classes for the duration of their term on the Board.

Also excluded from holding a Board position is someone who either:

- is the owner of a dance studio;
- is currently sitting on the Board of another social dance society.

**2.6. Dismissing a Board Member:** Should it be deemed necessary, the Board has the right to dismiss any Board Member in the event that their actions are detrimental to the Society, following the process set out in 8.10.

**2.7.** Board positions may become vacant before the expiry of their term by resignation of the incumbent, or by the inability to perform their duties, or by removal by Special Resolution.

**2.8. Board positions which are/may become vacant** before their expiry of term may be filled by appointment on the approval of the Board of Directors on a temporary basis until the following Annual General Meeting where an election will be held.

**2.9. Protection and Indemnity of Officers and Directors.** Each Officer or Director holds office with protection from the Society. It is expected that Board Members will act in a responsible manner and in good faith.

The Society protects and indemnifies each Officer or Director against all costs or charges that may result from any act done or not done in their role for the Society. The Society does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith.

No Officer or Director is liable for the acts of any other Officer or Director. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraudulent, dishonest, or done in bad faith.

Officers or Directors can rely on the accuracy of any statement or report prepared by the Society's Auditor. Officers or Directors are not held liable for any loss or damages as a result of acting on that statement or report.

**2.10.** All Board Members shall, at the end of their term of office, turn over to the Society's Board all of the Society's property and assets including funds, books and records within 30 days of the end of their term.

### **3. BOARD OF DIRECTORS COMMITTEE**

**3.1.** Shall be composed of the following officers:

#### **3.1.1. PRESIDENT**

The President shall be ex-officio a member of all Committees. The President shall preside at all meetings of the Society and of the Board. In the President's absence, the Treasurer shall preside at any such meetings, and in the absence of both, a Chair will be elected to preside by the Board Members in attendance.

#### **3.1.2. SECRETARY**

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. This includes the current copy of the Bylaws and all the minutes of the Society. In case of the absence of the Secretary, the duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence (except financial, legal or membership records) of the Society and be under the direction of the President and the Board.

The Secretary shall keep a record of all the members of the Society and their email addresses, and send all notices of the various meetings as required. The Secretary shall request the aid of other Board Members or volunteers as necessary.

#### **3.1.3. TREASURER**

The Treasurer shall collect and receive the annual dues or assessments levied by the Society, and shall be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer is also responsible to pay regular expenses and any outstanding bills of the Society. The Treasurer is responsible for the preparation and custody of books of account as are necessary. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the AGM a statement duly audited as hereinafter set forth of the financial position of the Society. In the case of the inability of the Treasurer to act, then the duties shall be discharged by such Officer as may be appointed by the Board until a new election can be held at the next AGM.

The Treasurer shall maintain financial records and reports of all individual dances.

### **3.2. SIGNING AUTHORITY**

Signing Authority for the Society shall be the Treasurer and any one of the following: President or Secretary. In the absence of the Treasurer, the President and Secretary have Signing Authority.

### **3.3. DIRECTORS AT LARGE**

These Directors at Large may be assigned duties and responsibilities at the direction of the Board.

## **4. COMMITTEES/STANDING COMMITTEES AND AD-HOC COMMITTEES**

**4.1.** Standing Committee/Bylaws – A Director, as appointed by the Board, shall Chair this Committee and call Committee meetings as required.

**4.2.** Ad Hoc Committees – may be established as required by the Board and must be chaired by a Director, as appointed by the Board.

## **5. AUDITING**

The books, accounts and records of the Treasurer, and any minutes of the Secretary required, shall be audited at least once each year by a duly qualified accountant or by two Members of the Society elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM.

The books and records of the Society may be inspected by any Member of the Society at the AGM provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Member of the Board shall at all times have access to such books and records.

## **6. FISCAL YEAR END**

The fiscal year end of the Society in each year shall be **MARCH 31st**.

## **7. MEETINGS**

### **7.1. Voting Rights**

**7.1.1.** Any Member who is in good standing and who has not withdrawn from Membership nor has been suspended or expelled as herein provided shall have the right to vote at any general meeting of the Society. Such **votes must be made in person** and not by proxy or otherwise.

**7.1.2.** Each voting Member has one (1) vote. A show of hands decides every vote at every meeting unless a majority of the Members request the use of a ballot. The President has a second or casting vote in the case of a tie except for any elections of Officers. The President decides in good faith, and this decision is final.

**7.1.3.** Members elected/appointed to Board of Directors positions shall follow the same voting process.

### **7.2. ANNUAL GENERAL MEETINGS**

**7.2.1.** The Annual General Meeting (“AGM”) shall be held on or before the end of June in each year at a time and place as must be decided by the Board of Directors, for which due notice shall be given to all Members. At this meeting there shall be an election of a slate of Officers as per the vacancies in accordance with the terms of office set out in 2.3 and Directors at Large as required, minimum two (2) to a maximum of four (4) Directors at Large. The Officers and Directors so elected shall form the Board and shall serve until their successors are elected and/or appointed as required.

Interim vacancies on the Board will be filled at the Board’s discretion by either an appointment, or an election at the next AGM, in order to maintain the current term for the position to be completed. Only Members in good standing are eligible for Board positions in the Society, with exceptions outlined in 2.5.

**7.2.2.** Notice of the time, place and agenda of the Society’s Annual General Meeting shall be given by email to each Member in good standing at least fourteen (14) days prior to meeting and by an announcement at the dance before the AGM, by posting a sign at the dance prior to the AGM and by placing a notice on the Society’s website.

**7.2.3.** No action taken at an AGM is invalid due to accidental omission to give any notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the substantial meaning of the notice. The meeting is invalid if there is a deliberate lack of notice to Members.

**7.2.4.** Nominations will be received from the floor at the AGM. The President shall preside over the election, except when the President’s position is up for election at which time another Member of the Executive Committee shall preside. Nominations may be received in writing stating they are willing to run for the position. Nominees will be asked by the President of the nominees’ consent to stand as a candidate. If there is only one (1) candidate for a position the President shall declare the candidate elected and no vote is required to be held.

If there is more than one (1) candidate for the position a vote by ballot shall be held. If a candidate wishes to withdraw, they may do so prior to the commencement of the vote. Each voting Member shall be issued a ballot. A list of the candidate names will be provided.

Members shall cast their vote on the ballot. Ballots shall be placed in a ballot box.

At least two (2) scrutineers appointed by the Board shall meet for the purpose of counting the ballots.

A ballot improperly marked or marked with more than the maximum number of votes permitted shall be marked spoiled and shall not be counted.

The scrutineers shall maintain such records as are necessary to ensure that the ballots have been properly cast and counted.

In the event of a tie vote, another vote will be held including just the tied candidates. If that second vote results in a tie, the scrutineers shall agree to break the tie by means of a draw. (All tied eligible candidate names shall be placed in the box and the scrutineers shall draw (1) name).

The President shall announce the elected candidate(s) at the AGM. The President will move that the ballots be destroyed after announcement.

**7.2.5.** Six (6) members in good standing shall constitute a quorum at any AGM. The President cancels the AGM if a quorum is not present within fifteen (15) minutes after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within fifteen (15) minutes after setting time of the second meeting, the meeting will proceed with the Members in attendance.

## **8. BOARD MEETINGS**

**8.1.** Meetings of the Board shall be held as often as may be required, but at least one every three (3) months, and shall be called by the President.

**8.2.** Meetings of the Board shall be called with a minimum of three (3) days notice by email.

**8.3.** Any five (5) Board members shall constitute a quorum at Board meetings.

**8.4.** A Special Board Meeting may be called on the instructions of any two Board members provided they request the President call such meeting, and state the business to be brought before the meeting. Due notice as per 8.2 above is required.

**8.5.** Any Board Member missing two (2) consecutive meetings without notice to the President prior to the meeting may be dismissed with written notification stating the reasons for dismissal. If any Board Member has missed three (3) meetings in a year for any reasons may be dismissed with written notification stating the reasons for the dismissal.

**8.6.** Board Members, while in office, shall have their membership fee waived.

**8.7.** Urgent decisions between meetings, of a kind that would normally need Board approval, can be made with consent of a majority of Board Members. Such consent should be specific and detailed and documented with email or other means.

**8.8** Disruptive behaviour of Board Members at any meeting.

If, in the opinion of a majority of Board Members, the behavior of an individual Board Member is disruptive to meetings to the point that regular business cannot be completed, the Board has the right to dismiss that Board Member, following the process set out in 8.10.

**8.9** Disputes between Board Members.

If, in the opinion of a majority of Board Members, two Board Members are in such conflict to the point that regular meeting business cannot be completed, the Board has the right to suspend conflicting Members from Board meetings for up to 30 days with the following process:

- 1) A written warning constructed by the Board must be issued to the conflicting Members.
- 2) If the Members cannot resolve their issues in private, and seven (7) days have passed since the written notice, the Board may proceed to issue notice to both the Officers or Directors that they will be temporarily suspended from Board Meetings for the next thirty (30) days. (They can continue to hold their offices and perform regular duties.)

- 3) If after thirty (30) days, if the dispute is not settled to the point where regular meetings can continue, the Board can remove the conflicting Board Members using the process in 8.10.

#### **8.10 Removing a Board Member.**

If a Board Member is being considered for removal, the following process must be followed:

- 1) A written warning constructed by the Board must be issued to give the Member a chance for correction.
- 2) If the correction does not occur and thirty (30) days have elapsed since the first written warning was given, the Board may proceed to issue notice (as outlined in 8.2) to the Member that they will be removed from the Board, and include the meeting time and place of where the removal vote will take place. The Officer or Director shall be given an opportunity to be heard at the removal meeting before the vote is taken. The Removal Vote requires a majority of the Board Members present at the meeting.

### **9. SPECIAL GENERAL MEETINGS**

**9.1.** Special General Meetings of the Association, except AGMs, may be called at any time by the President or by the Board or by the written request of at least 3 Directors. Notice must be given to each Member, delivered by email eight (8) days prior to the date of such meeting. The purpose of the meeting shall be stated in the notice emailed to the membership at large.

**9.2.** A Special General Meeting shall be called by the President or Secretary upon receipt of a petition signed by six (6) or more members in good standing, setting forth the reasons for calling such meeting. Notice shall be by email eight (8) days prior to the meeting. The meeting shall be held within fourteen (14) days of the receipt of the petition. The purpose of the meeting shall be stated in the notice emailed to the Membership at large.

**9.3.** Six (6) Members in good standing shall constitute a quorum at any Special General meeting. The President cancels the Special General Meeting if a quorum is not present within fifteen (15) minutes after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within fifteen (15) minutes after setting time of the second meeting, the meeting will proceed with the Members in attendance.

### **10. REMUNERATION**

**10.1.** No Officer, Director or Member of the Society shall receive any remuneration for their services, unless specifically authorized at a meeting.

### **11. BORROWING POWERS**

**11.1.** For the purpose of carrying out its objectives the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

## **12. BY-LAWS**

**12.1.** The Bylaws may be rescinded, amended or added to by a “Special Resolution” at any Annual General or Special General Meeting of the Society.

## **13. SOCIETY SEAL**

**13.1.** The Society will not own a corporate seal for use, since there are no uses for it at this time.

**13.2.** In the event that a corporate seal will be necessary in the future, then the Treasurer shall have custody of the seal. The signature of the President and the Treasurer shall authenticate its use.

## **14. SPECIAL RESOLUTION**

Special Resolution means:

**14.1.** A Special Resolution passed at an AGM or Special General Meeting of the Membership of this Society. The notice of this meeting must state the proposed Special Resolution. There must be approval by a majority vote of 75% of the voting Members who vote in person; or

**14.2.** A Special Resolution proposed and passed at an AGM or Special General Meeting with less than fourteen (14) days’ notice must have 100% of the Voting Members agree; or

**14.3.** A Special Resolution agreed to in writing by 100% of the Voting Members who are eligible to vote on the Special Resolution and are at the Special General Meeting in person.

## **15. DISSOLUTION**

**15.1.** If, in the event the Society is dissolved, any remaining assets after discharge of all liabilities shall be distributed to a registered charitable organization, to be named by the Society at that time by Special Resolution and the membership shall so be advised. In no event do any Members, Officers or Directors receive any assets of the Association.

Signed on: \_\_\_\_\_

\_\_\_\_\_  
1. President Signature

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President Print Name

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President Address

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2. Treasurer Signature

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Treasurer Print Name

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Treasurer Address

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3. Secretary Signature

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4. Director Signature

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7. Director Signature

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Director Print Name

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Director Address

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8. Witness Signature

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Witness Print Name

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Witness Address

