

Constitution and By Laws

of the

Rollin' Wheels Square Dance Club,

a Colorado Non-profit Corporation

Revised December 2024

Article I

Name and Purpose

The Rollin' Wheels Square Dance Club is a nonprofit organization comprising of people to provide a place and time for dancers to enjoy dancing and friendship of other members, as well as the opportunity to participate in sharing in the club's responsibilities. The Club is organized for educational and charitable purposes to: (1) promulgate and perpetuate the traditions of square and round dance, and (2) support other organizations organized for similar purposes as well as those conducting charitable work.

The Rollin' Wheels Square Dance Club agrees to adhere to the United Square Dancers of America By Laws and Standing Rules and agrees to subscribe to the United Square Dancers of America Code of Conduct and Code of Ethics.

Article II

Membership

- Section 1: Membership shall be open to all interested dancers.
- Section 2: Membership is valid as long as the current year's dues are paid.
- Section 3: Members have the right to attend membership meetings and vote on motions there, and other rights and privileges as granted by the Executive Board.
- Section 4: The Executive Board shall have the power to revoke the membership of any individual whose participation is determined to be detrimental to the purposes set forth in these By Laws.
- Section 5: We are a club operating in the best interest of square dance and round dance. No alcoholic beverages will be permitted at dances unless previously approved by the Executive Board.

Article III

Officers and Executive Board Members

(Qualification, Limits, Elections, Appointments and Duties)

- Section 1: The officers of the Rollin' Wheels shall be: President, Vice President, Secretary, and Treasurer. Each office shall be filled by either one or two club members .
- Section 2: Qualifications: Anyone who has been a member in good standing for one (1) year and is presently so, is eligible for nomination for an office. The outgoing Vice President(s) may automatically become candidate(s) for President if they wish to do so.

Section 3: Limits: Elected and appointed officers may not serve more than two (2) consecutive years in the same office. A waiting period of one (1) year must be observed before being eligible to be nominated for or appointed to the same office again.

Section 4: General Duties of the officers:

President: The President(s) shall preside at all general club and Executive Board meetings, and appoint the necessary committees that they feel will best serve the club's interests.

Vice Pres: The Vice President(s) assume the duties of the president(s) in their absence, or upon their resignation or termination.

Secretary: The Secretary shall take, report, and preserve the minutes of all meetings of the general membership and Executive Board, throughout the year.

Treasurer: The treasurer will act as the chief financial officer for the club, and give a verbal financial report at each Executive Board meeting.

Section 5: Executive Board: The Executive Board shall consist of 4 to 8 elected members, including the elected and appointed officers, and optionally additional "at large" Board members.

Section 6: Election and appointing of officers:

- A) The President(s) shall appoint a nominating committee in the spring of each year.
- B) The President(s) shall call for a membership meeting before the end of the terms of the current officers and Executive Board members.
- C) At that meeting, the nominating committee must present their nominations for the office of President, Vice President, Secretary, Treasurer, and additional (optional) at large Board members. Also at that meeting, nominations may be made from the floor.
- D) Officers and Board members shall be elected by a majority vote of the members attending.

New officers will take office on September 1 of the year in which the election is held and be responsible for all ongoing club activities.

Article IV

Meetings

Section 1: There shall be at least two (2) general meetings of the membership a year. More may be called, as the President deems necessary to make major decisions.

Section 2: Any Constitution or By Laws changes must be approved by 2/3 of active members at the meeting. There must be a quorum of 25% of the membership present to enact these changes. For all other club business, a quorum of 10% of the membership is required.

Section 3: The Executive Board shall meet at the President's discretion to take care of governance of the club. A majority of Executive Board members will constitute a quorum for Executive Board meetings.

Article V

Amendments

These By Laws can be amended by a 2/3 vote of the members at a general membership meeting if there is a quorum present. The entire membership must be given a minimum of two weeks advance notice in writing that an amendment is to be considered at the next meeting. When a change is made, copies of the updated Constitution and By Laws will be given to all members.

Article VI

Standing Rules

The day-to-day operation of the club will be governed by Standing Rules, staff role descriptions, and other documents maintained by the Executive Board. These documents, along with these By Laws, must be publicly available to the membership, i.e. provided whenever requested by a member, and posted on the club's website.

The Executive Board shall have exclusive authority to add, change, or delete these documents.

Article VII

Fiscal Year

The club's fiscal year will align with calendar year, January 1 – December 31.

Article VIII

Termination and Replacement of Officers and Board Members

Section 1: Any officer or Executive Board Member whose participation is determined to be detrimental to the purposes set forth in these By Laws may be terminated and removed from office as decided by a unanimous vote of all other Executive Board members at an Executive Board meeting.

Section 2: Any vacancy of an officer or Executive Board Member position, either through resignation or termination, may be filled by a vote of the remaining Executive Board. The newly appointed individual serves until the next election cycle.

Article IX

Offices

Section 1: The principal office of the Corporation shall be located in the State of Colorado in a location designated by the Executive Board.

Section 2: The registered office of the Corporation, required by the Colorado Corporation Code, shall be the same as the principal office.

Article X

Dissolution

Section 1: Upon majority vote of the Executive Board to dissolve the Corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of the Corporation to any exempt corporation or entity organized for purposes similar to those set forth under Section 501(c)(3) of the Internal Revenue

Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) as the Executive Board shall determine.

- Section 2: No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.
- Section 3: Upon dissolution, the assets of the organization shall be distributed to another nonprofit organization that is exempt under section 501(c)(3) of the Internal Revenue Code.
- Section 4: The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Article XI

Conflict of Interest

- Section 1: **DUTY TO DISCLOSE:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board.
- Section 2: **DETERMINE WHETHER A CONFLICT OF INTEREST EXISTS:** After disclosure and fact finding and discussion of the financial interest the Executive Board shall determine if a conflict of interest exists. The interested person must not be present for this vote.
- Section 3: **PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST:** The Executive Board shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement that would not give rise to a conflict of interest. If the Executive Board determines that the transaction is in the organization's best interest, for its own benefit it shall make a decision whether to enter into the transaction or arrangement.
- Section 4: **VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY:** If the Executive Board has reasonable cause to believe an individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual and allow the individual an opportunity to explain the alleged failure to disclose. If circumstances warrant the Executive Board shall take disciplinary and corrective action.
- Section 5: **RECORDS OF PROCEEDINGS:** Records of proceedings shall be kept regarding all potential and actual conflicts of interest. They will include the names of the individual(s) involved, the nature of the conflict and any action taken. If it was determined to go forward with the transaction, the alternatives considered shall also be documented.
- Section 6: **ANNUAL REVIEW:** Each officer, Executive Board member, and committee or staff individual operating on behalf of the club will annually review the By Laws, including the Conflict of Interest policy.

Article XII

Indemnification

- Section 1: **SCOPE OF INDEMNIFICATION.** The Corporation shall indemnify each officer and Executive Board member of the Corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its

discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this section to the fullest extent permissible under the laws of the State of Colorado.

Section 2: SAVINGS CLAUSE LIMITATION. If any provision of the Colorado Revised Nonprofit Corporation Act or these articles of incorporation dealing with indemnification shall be invalidated by any court on any grounds, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Colorado Revised Nonprofit Corporation Act or these articles of incorporation that shall not have been invalidated. Notwithstanding any other provision of these articles of incorporation, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501 (c) (3) of the Internal Revenue Code, or that would result in the imposition of any liability under the Internal Revenue Code.