

BYLAWS OF: HOUSTON AREA TRADITIONAL DANCE SOCIETY, INC.

Updated 2/13/04

ARTICLE I - OFFICES

Section 1.01. Principal Office.

The principal office of the Corporation shall be in the greater Houston Metropolitan Area of the State of Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered office and Registered Agent.

The Corporation shall have and continuously maintain in the State of Texas a registered office (address where all correspondence from State/IRS goes) and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the state of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – MEMBERSHIP

Section 2.01. Definition of Member.

A Member is any person sixteen (16) years of age or older who, and any organization which, has paid dues as set forth in [Section 2.03](#) of these Bylaws.

Section 2.02. Membership Year.

The term of Membership of the Members shall be the fiscal year beginning September 1st and ending August 31st.

Section 2.03. Dues.

The amount of the dues for any Membership Year, or part thereof, shall be determined by the Board of Directors.

Section 2.04. Voting Rights of Members.

Each Member shall be entitled to one vote on each matter submitted to a vote of the Membership.

To be qualified to vote in the election of the Board of Directors or to run as a candidate for the Board of Directors, and for all other matters requiring a vote by the Membership, a Member shall be eligible to vote if the member is a paid up Member in the Membership Year in which the vote is held.

Section 2.05. Definition of a Quorum of the Members.

Twenty percent (20%) of the Membership shall constitute a quorum. Any Special of Annual Meeting of the Members must have a quorum in order to be considered a Special of Annual Meeting under these Bylaws.

Section 2.06. Special Meetings.

Except as provided in [Section 2.06.01](#) below, the Board shall determine the need for a Special Meeting of the Members. Special Meetings shall be held at a regular dance unless the Board votes unanimously that it would be more convenient for the Members to meet at another date, time, and place.

Section 2.06.01. Membership Petition. Upon the petition of not less than a quorum of the Members, the President shall call a Special meeting of the Members to be held not less than 10 nor more than 30 days of the receipt of the petition.

Section 2.07. Annual Meeting of the Members.

The Annual Meeting of the Members shall be held within 30 days of the end of the fiscal year. The annual Meeting shall be held during a regular dance unless the Board votes unanimously that it would be more convenient for the Members to meet at another date, time, and place.

Section 2.08. Notice.

The date and time of the Annual or Special Meeting of the Members shall be announced to the Members by written notification not less than 10 days nor more than 30 days before the date of the Meeting. The notification may be made in the Corporation's newsletter if it is sent to the Members at their last known address. The President shall have the authority to reschedule any Annual and/or Special Meeting, except for a Special Meeting called under [Section 2.06.01](#), based upon his/her consultation with the other Directors and the agreement of a majority of the other Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 3.01. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. All decisions of the Board shall pass by majority vote of the Board (not just a majority of Directors in attendance at any given meeting), except for the decision to remove a Director as stated in [Section 3.08](#).

Section 3.02. Regular Meetings.

The Board of Directors shall determine the number, date, time and place for the holding of Regular Meetings of the Board.

Section 3.02.01. Notice. Notice for Regular Meetings of the Board shall be deemed given when, starting with the Annual Meeting of the Directors, the date, time and place has been agreed upon by the Board and recorded in the minutes of that meeting. All additional Regular Meetings shall be determined in the same manner. The date, time and place of Regular Meetings of the Board shall be announced to the Members. The President shall have the authority to reschedule any Annual, Regular, and/or Special Meeting based upon his/her consultation with the other Directors and the agreement of a majority of the other Directors.

Section 3.03. Special (i.e. Emergency) Meetings.

Special Meetings of the board of Directors may be called at the request of two Directors or the President. The person(s) who call(s) the special Meetings of the Board may fix any place as the place for holding such Special meetings of the Board.

Section 3.03.01. Notice. Notice of any Special Meeting of the Board of Directors shall be given at least three(3) days in advance previously thereto by written notice. The attendance of a Director at any meeting that shall constitute a waiver of notice for such Meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The meeting shall be lawfully called if a majority of the Directors waive notice.

Section 3.04. The Annual Meeting of Directors.

The Annual Meeting of the Board of Directors (Transition Meeting) shall be held within fourteen (14) days following the Annual Meeting of the Members.

Section 3.05. Definition of a Quorum of Directors.

The majority of the Directors shall constitute a quorum.

Section 3.06. Proxies.

A Director may give his/her proxy to another Director, to attend a Regular or Special Meeting on his/her behalf. The proxy to be valid must be in writing and must be specific on the matters and in the manner in which the Proxy holder is to vote. No Proxy shall be valid after 30 days from the date of its execution.

Section 3.07. Number, Tenure, and Qualifications.

The Board of Directors shall consist of five (5) directors. They shall be elected in accordance with the procedures specified in (i) Article XII of these bylaws of (ii) Section 3.09 of these Bylaws. Directors shall assume office at the Annual Meeting of the Members and shall hold office until the next Annual Meeting of the Members, unless a Director either resigns or is removed in accordance with Section 3.08 or is elected in accordance with Section 3.09. In any case, a Director shall be deemed to have served a full term of office if he or she has served more than 180 days as a Director between two (2) consecutive annual Meetings of the Members. Directors shall be Members of the Corporation. Directors need not be residents of Texas.

Section 3.08. Removal.

Any Director elected by the Members, or appointed by the Board of Directors in accordance with Section 3.09, may be removed by the unanimous vote of the remaining Directors whenever in their judgement the best interest of the Corporation would be served thereby, or by a majority vote of the Members if petitioned by a quorum of the Members. Such removal shall be without prejudice to the contract right, if any, of the Director so removed.

Section 3.09. Vacancies.

A vacancy in any Directorship because of death, resignation, removal or otherwise, shall be filled by the remaining Board of Directors for the unexpired portion of the term by a majority vote of the remaining Directors. The vacancy shall be filled within sixty (60) days of its date of origin. The new Director shall assume his/her office upon his/her election and shall hold office until the Annual Meeting of the Members unless the Director either resigns or is removed in accordance with [Section 3.08](#).

ARTICLE IV - OFFICERS

Section 4.01. Officers.

The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provision of this Article. Any two or more offices may be held by the same persons, except the offices of President and Secretary and of President and Vice President.

Section 4.02. Election and Term of Officer.

The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Directors. The President and Vice President(s) shall be elected from among the Board of Directors. Other officers, including the Treasurer and Secretary, may be elected from among the Board of Directors, or may be appointed by the Directors from among the general Membership. If appointed, officers shall not become Directors of the Corporation but shall perform such duties as are appropriate to the position and shall act in an advisory capacity to the Board of Directors. New offices may be created and filled at any Meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected or appointed; or the officer shall have resigned; or the office, other than the President, Vice President, Secretary and Treasurer, has been eliminated.

Section 4.03 President.

The President shall be the principal executive officer of the Corporation, and in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all Meetings of the Board of Directors.

Section 4.04. Vice President.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 4.05. Treasurer.

The Treasurer shall keep the financial records, correct and complete books and records of account, and shall perform all the other duties incident to the office of Treasurer and such other duties that may be assigned him/her by the Board of Directors and these Bylaws.

Section 4.06. Secretary.

The Secretary shall keep minutes of all Meetings of the Board of Directors and Meetings of the Members, and shall perform all the duties incident to the office of Secretary and such other duties that may be assigned him/her by the Board of Directors and these Bylaws.

Section 4.07. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.08. Vacancies.

A vacancy in any office because of death, resignation, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE V - COMMITTEES

Section 5.01. Committees.

The Board of Directors may designate and appoint committees or individual Members to coordinate functions of the Corporation.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS, MEMBERSHIPS, AND FUNDS

Section 6.01. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 6.02. Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.03. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.04. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Section 6.05. Memberships.

The Corporation may enter into Memberships and other affiliations by resolution of the Board of Directors.

ARTICLE VII - BOOKS AND RECORDS

Section 7.01. Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all Meetings of the Board of Directors and Meetings of the

Members. The Treasurer shall keep the financial records. The Secretary shall keep the minutes. A statement of financial condition shall be submitted to the Board of Directors at their Regular Board Meetings, and to the Membership yearly.

ARTICLE VIII - FISCAL YEAR

Section 8.01. Fiscal Year.

The fiscal year of the Corporation shall be from June 1st through May 31st.

ARTICLE IX - INDEMNIFICATION

Section 9.01. When Indemnification is Required, Permitted, and Prohibited.

The Corporation shall, subject to Section 9.02, indemnify a Director, Officer, Committee Member, Employee or Agent of the Corporation to the maximum extent permitted by law.

Section 9.02. Financial Ability to Make Indemnification.

The Corporation shall be legally liable to make the above referenced indemnification only if said indemnification will not impede the Corporation from meeting its unrelated obligations.

Section 9.03. Charitable Immunity and Liability Act of 1987.

Nothing in these Bylaws or in the Articles of Incorporation shall be construed as limiting the applicability of the Charitable Immunity and Liability Act of 1987 as enacted and as hereinafter amended.

ARTICLE X - WAIVER OF NOTICE

Section 10.01. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Corporation of the Bylaws of the Corporation, such notice can be prospectively or retroactively waived in a signed writing by any person entitled to such notice.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

Section 11.01. Amendemnts.

Amendments to these Bylaws may be proposed by any Member of the Corporation. Proposed amendments shall be approved for voting either by the Board of Directors or by a petition of a quorum of the Members. The proposed amendment(s) and the date of the tabulation of votes shall be made available in writing both by mail and by posting at regular dances at least thirty (30) days prior to the date of tabulation. The tabulation must be held at a regular dance or a Special or Annual Meeting of the Members. The voting shall be conducted according to the [procedures set forth in Article XII](#) of these Bylaws. The proposed amendment(s) shall become part of these Bylaws when passed by not less than a quorum of the Members.

ARTICLE XII - VOTING PROCESS

Section 12.01. Secret Ballots.

Election of the Board of Directors and voting for amendments to the Corporation's Bylaws shall be done by secret written ballot.

Section 12.02. Quorum for Purposes of Tabulating Votes.

The determination of whether or not a quorum is present at the Annual and/or Special Meeting of the Members for voting for the Board of Directors and the amendment of the Bylaws shall be based upon the number of eligible Members present at the Meeting and the number of votes cast by Members who are not at the Meeting.

Section 12.03. Election Process for the Board of Directors.

Five (5) directors shall be elected at the Annual Meeting of the Members. Each Member may vote for up to five (5) nominees for the Board of Directors. Cumulative voting shall not be permitted (i.e. Members shall not cast more than one vote per nominee).

Section 12.03.01. The date and time of the Annual Meeting of the Members shall be announced to the Members in accordance with [Section 2.07](#).

Section 12.03.02. The process of nominations shall begin no later than four (4) weeks prior to the Annual Meeting of the Members. Nominations shall be held at the regular dances. A meeting of the Members does need not to be held for the Nomination to be valid. The close of nominations shall be at a regular dance no later than two (2) weeks prior to the Annual Meeting of the Members.

Section 12.03.03. Nominations for the Board of Directors shall be received publicly by a Director at a regular dance. Nominees must be Members and be present at the time of their nomination. Nominees must renew their Membership pursuant to [Section 2.04](#) in order to remain a nominee and be listed on the ballot. A nominee must be nominated and seconded by a Member of the Corporation (who does not have to renew his/her Membership in order to nominate, with all three names duly recorded. Members shall nominate no more than one nominee but may second more than one.

Section 12.03.04. At the close of nominations, proctors shall be selected from among the Members by the Board of Directors. Two or more proctors shall be selected by the Board of Directors to tabulate the ballots. None of the proctors shall be related to each other or from the same household or to any nominee.

Section 12.03.05. Ballots shall be distributed by the proctors to voting Members, as defined in [Section 2.04](#), no later than five (5) days after the close of nominations. Ballots may be distributed in the Corporation's newsletter if it is sent to the Members at their last known address.

Section 12.03.05.01. The proctors shall verify that each nominee and each Member who is to receive a ballot is a Member in compliance with [Section 2.04](#) before distributing the ballots.

Section 12.03.06. Ballots shall be returned to a proctor either in person or by mail, enclosed in a sealed envelope signed on the outside as proof of identification, before the Annual Meeting of the Members is called to order.

Section 12.03.07. The tabulation of the votes by the proctors shall be conducted at the annual Meeting of the Members. The five (5) nominees receiving the highest total of votes will be declared directors. In the event of a tie, a second written and secret ballot shall be taken between the tied nominees by the voting Members, as defined in [Section 2.04](#), present at the Annual Meeting of the Members. If the second ballot results in a tie, the winner shall be determined by lot.

Section 12.03.08. The elected Board shall take office when tabulation has been completed and the results announced publicly at the Annual Meeting of the Members.

Section 12.04. Voting Process for Amendment of the Bylaws.

Any Bylaw amendment(s) must first be proposed, approved, and posted in compliance with [Article XI](#) of these Bylaws.

Section 12.04.01. Two or more proctors shall be selected from among the members by the Board of Directors to tabulate ballots. Proctors shall not be closely related to each other or from the same household.

Section 12.04.02. Ballots shall be distributed by the proctors to all Members no later than 14 days prior to the date of tabulation. Ballots may be distributed as part of the initial mailing (posting) of the proposed amendment(s) required by [Article XI](#). Ballots may be distributed in the Corporation's newsletter if it is sent to the Members at their last known address.

Section 12.04.03. Ballots shall be returned to a proctor either in person or by mail, enclosed in a sealed envelope signed on the outside as proof of identification, on or before the date of tabulation, before tabulation begins.

Section 12.04.04. The tabulation of the votes by the proctors shall be conducted during a regular dance or a Special or Annual Meeting of the members.

Section 12.04.05. The proposed amendment(s) shall become part of these Bylaws and be legal and binding when passed by a quorum, as defined in [Section 12.02](#), of the Members.