

BYLAWS OF THE CAPE FEAR CONTRA DANCERS

I. NAME

The name of this organization is the CAPE FEAR CONTRA DANCERS (hereinafter referred to as "The Society").

II. PURPOSE

The mission of The Society is to provide programs for the shared enjoyment of the lively folk arts (music and dance) in New Hanover County and surrounding counties. The Society shall be a nonprofit membership organization.

III. MEMBERSHIP

- A. Membership in The Society shall be open to any person. Classes of membership shall be determined by the Board of Directors (hereinafter referred to as "The Board").
- B. Membership in The Society shall carry the following privileges and obligations:
 - 1. Members are bound by the Bylaws and by actions of the Board and Officers in consequence thereof.
 - 2. Members are entitled to vote at all regular and special meetings of the Society and by mail ballot.
 - 3. Members may attend all meetings, except closed sessions of the Board.
 - 4. Members have the responsibility to inform the appropriate Officers of The Society of any change of address or status.
 - 5. Additional privileges may be extended to members by action of The Board.
- C. Members in good standing shall pay annual dues. The amount of the dues for each membership year and the start of the membership year shall be established by The Board.

IV. MEETINGS OF THE SOCIETY

- A. A minimum of one regular meeting shall be held each year, date and place to be set by The Board.
- B. Business may be transacted at any regular meeting and the membership may take action on any matter of general policy which may be proposed by The Board or by any member, but disposition may not be made of the business unless it has been announced to the membership prior to the meeting or unless it has been carried over from a previous meeting, except as otherwise provided herein.
- C. Meetings shall be open to the public, but nonmembers shall not vote on any matter.
- D. Special meetings shall be called by the Secretary on the request of the President or of any three members of The Board, or by petition of ten members of The Society. Ten days written notice shall be given to all members. Such notice shall state the matter to come before The Society, and no other matter may be determined at the special meeting so called.
- E. A simple majority of members voting at a meeting, a quorum being present, shall suffice for the transaction of ordinary business, except as otherwise restricted herein. A quorum shall be ten percent of all voting members. Members of the Board shall not be counted in determining a quorum.

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V. OFFICERS/BOARD OF DIRECTORS

- A. The Officers of The Society shall be the President, Vice President, Secretary and Treasurer. The offices of the Secretary and the Treasurer may be combined upon decision by The Board.
- B. The Board of Directors shall be made up of The Officers and at least four Board Members at Large.
- C. The President shall serve as Chairman of The Board and Senior Executive Office of The Society.
- D. Officers and Board Members shall be current members of The Society, and Officers shall also be members of The Board.
- E. Duties of The Officers and Board Members shall be determined by the Board.
- F. Officers and Board Members shall each have one vote. If the offices of Secretary and Treasurer are combined, that resulting office shall have one vote.
- G. The Board shall meet a minimum of six times annually. A quorum for the transaction of business shall be five members of The Board. A simple majority of members voting , a quorum being present, shall suffice for transaction of ordinary business, except as otherwise restricted herein.
- H. Special meetings of The Board may be called by the President or at the request of any three members of The Board. All members of The Board must receive actual notice of the time, place, and issue to come before the Special Meeting not less than forty-eight hours in advance, and no other matter may be determined at that Special Meeting. Members of The Board who are not able to attend may exercise their vote on the named issue in writing, signed and delivered to the President before the question is voted.
- I. Regular Board meetings shall be open to members of The Society.
- J. The Board shall, among other powers:
 - 1. Approve an annual budget, and all expenditures in excess of fifty dollars, in advance of commitment for the expenses being proposed.
 - 2. Approve all programs and projects bearing the name of The Society.
 - 3. Fill vacancies on The Board, by a majority vote of the remaining members of The Board.
 - 4. Approve the President's Appointment of chairs and committees.
 - 5. Have the authority to hire any employee or contractor of The Society as may be necessary.

VI. ELECTION OF OFFICERS AND BOARD MEMBERS

- A. A nominating Committee consisting of three members of The Society shall be appointed by the President with the approval of a majority of The Board. Members of the Nominating Committee shall not nominate themselves for office in the current election, but may be nominated by the membership or by members of The Board not on the Nominating Committee.
- B. The Nominating Committee shall select a slate of candidates, which need not be limited to one candidate per Board member/Officer position to be filled, and shall present that slate to The Board on or before the October Board Meeting. At that time, the board may make additional nominations.

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- C. The Board shall approve the slate as presented/amended.
- D. The Membership shall be notified of the time and place of the election, the approved slate of candidates, and the number of positions to be filled. Write-in candidates shall be accepted up to seven days prior to the scheduled election.
- E. The election of Board members and Officers shall take place at a Society event in December. At that event, the vote may be taken by hand count or, if so requested by the membership, by ballot. Absentee voting shall be permitted by mail with the deadline being seven days prior to the date of the actual election.
- F. Candidates receiving the most votes shall be elected. In case of a tie, the Nominating Committee, by lot, shall select the winner.
- G. Election results shall be announced the next regular publication of The Society.
- H. A Board Member may resign by submitting a written resignation to The Board, which will become effective when accepted by The Board.
- I. A Board Member may be suspended for cause by two-thirds vote of The Board. The Board member shall be notified in writing of The Board's action, and may appeal the suspension at the next meeting of The Board. If the suspension is sustained by a two-thirds vote of the remaining Board Members, The Board member shall be removed as of that date.
- J. Removal of a Board Member shall not affect that person's membership in the Society.
- K. Upon removal or resignation of a Board Member, The Board shall fill the vacancy if needed to meet the requirements of Board composition as herein described. If the Board member was serving as an Officer, The Board shall elect a new officer.

VII. RULES OF ORDER

Insofar as they are appropriate and do not conflict with the Bylaws and special rules of order of The Society, the rules contained in Robert's Rules of Order shall govern meetings of The Society and of The Board.

VIII. COMMITTEES

- A. Special Committees, which may be committees of one, may be empowered by The Board to conduct one or more of The Society's programs or functions.
- B. Chairpersons of Special Committees are appointed by the President, subject to the approval of The Board. Chairpersons are authorized to approve or disapprove actions of the committee, and shall retain ultimate responsibility for all activities of the committee.
- C. The organization, operation, and membership of any committee shall be determined by the Chairperson of the committee.
- D. The Committee Chairpersons are required to make reports concerning their committees at regular Board Meetings.

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- E. The Committee is considered dissolved once the objective of its organization has been achieved, or upon action by The Board.

IX. FINANCIAL AND FISCAL AFFAIRS

- A. The funds of The Society shall be kept in a checking account to the extent needed for current operation. Additional funds may be kept in interest-bearing accounts selected by the Treasurer with approval of The Board.
- B. No monies may be disbursed from Society accounts except on signature of the Treasurer. In the absence of the Treasurer, the President shall be empowered to disburse funds. The Board may also empower an employee of The Society to disburse funds.
- C. An audit of the books, accounts, and assets of The Society shall be made at the direction of The Board.
- D. No contract or expense in excess of fifty dollars, or any other obligation of The Society's funds, facilities, equipment, or reputation shall be made or undertaken without the approval of The Board.
- E. Compensation for any goods or services supplied to The Society by a member, Board Member, or employee/contractor shall require written receipt and prior approval of The Board either as a budgeted expense or as a separately approved expense.

X. USE OF THE NAME OF THE SOCIETY

The Society shall not allow the use of its name in connection with any activity not under its direct control without prior approval of The Board. No Officer, Board Member, member of the Society, or employee/contractor of The Society may claim to represent The Society in any matter unless empowered to do so under these Bylaws.

XI. AMENDMENT OF BYLAWS

Amendment of the Bylaws, or any new Bylaws, may be proposed at any regular Board or Membership meeting. The proposed amendment or new Bylaws shall be read at that meeting and the proposal shall be tabled. A copy of the proposed change or addition shall be distributed to the membership in the next regularly scheduled publication of The Society, or sooner if deemed necessary. At the next regularly scheduled meeting of The Society, a simple majority of those voting shall be required to adopt the amendment or new Bylaws.

XII. DISSOLUTION

- A. A proposal to dissolve the Society must be brought before The Board by a minimum of three members of The Board. If The Board approves the proposal by two-thirds vote, the proposal will go before the membership for vote.
- B. The Society shall not dissolve except upon the written ballot of two-thirds of the total membership.
- C. In the event of dissolution, none of the remaining assets may be distributed to, or be used for, the benefit of any member or class of membership. Remaining Assets shall be donated to a nonprofit organization dedicated to purposes similar to those of The Society, for use in continuing the support of traditional performing folk arts. The selection of the distributee or distributees shall be made by the membership on the recommendation of The Board.

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Revision history:

Draft 1/7/04

Reformatted with minor edits 7/4/06

Revisions as approved at the December 9, 2008 Society meeting.