

**AMENDED BY-LAWS**  
**of**  
**THE SOUTH FLORIDA SWING DANCE SOCIETY, INC.**

A Florida corporation not-for-profit

**ARTICLE I**  
**PURPOSE**

THE SOUTH FLORIDA SWING DANCE SOCIETY, INC. (the "Corporation") is organized and operates as a nonprofit educational and social organization under the Nonprofit Corporation Act (the "Act") for the purpose of preserving, studying, teaching and promoting public interest in swing dancing and other forms of social dancing ("Swing Dancing") and to engage in any lawful activity under the laws of the State of Florida. The Corporation shall not engage in any activity that conflicts with its status as a nonprofit corporation.

**ARTICLE II**  
**OFFICES**

The Corporation shall have and shall continuously maintain in the State of Florida, a registered office and a registered agent, which agency may be either an individual resident in the State of Florida whose business office is identical with such registered office, or a domestic corporation for profit authorized to conduct affairs in the State of Florida that is authorized by its articles of incorporation to act as such agent having a business office identical with such registered office and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE III**  
**MEMBERSHIP**

Any person interested in Swing Dancing shall be eligible for membership. Membership is granted after submission of a membership application and payment of annual dues, as set by the Board of Directors from time to time. Members shall have the right to cast their ballots for nominated Directors and, when applicable, are eligible to hold office and serve on the Board of Directors.

If a Member acts in an inappropriate manner, or otherwise fails to follow the rules and policies of the Corporation at any time, the Board of Directors may, at its discretion, terminate the membership of such Member.

**ARTICLE IV**  
**ELECTION OF DIRECTORS**

On or before July 1st of each year, the current President will appoint a Nominating Committee from the Membership, one or more of which shall be a Director. Nominations for the Board of Directors shall be made by the Nominating Committee or by written nominations made by petitions of five or more Members,

provided the consent of the nominee has been obtained. Nominees must be Members in good standing for 180 days prior to nomination. Current Board Members may elect to run for a seat on the upcoming Board. If there are no Members interested in sitting on the Board of Directors, the current Board of Directors may extend their term.

If the nominees for the Board of Directors are greater than eleven (or the maximum number of Directors allowed), ballots will be sent to all Members by August 1st of each year. Each Member shall have one vote. Ballots will be collected until the September meeting of the Board of Directors, at which time the ballots will be tallied and the eleven nominees receiving the most votes will be installed to the Board of Directors.

If the nominees for the Board of Directors are equal to or less than eleven, no ballots will be sent and the nominees will be installed to the Board.

Each Director will serve for one year, beginning on October 1st and ending on September 30th of the next year.

## **ARTICLE V** **BOARD OF DIRECTORS**

The Board of Directors (hereinafter "Board" or "Directors") shall have the overall responsibility to set policy, regulate and administer the Corporation's affairs, including, not not limited to:

- (a) Scheduling events, setting dues, fees and cost of admission to functions;
- (b) Paying the operational costs of the Corporation, including payment to teachers, DJs, facilities, and all matters incident to the business of the Corporation;
- (c) Purchasing equipment and materials necessary for the Corporation's operations and activities;
- (d) Expending and managing the financial assets of the Corporation.

The Board shall regulate membership dues, which are payable annually in January of each year and are nonrefundable. The Board may elect to give a discount to Members who pay dues prior to January 1st of each year. Directors are exempt from dues for the length of their tenure.

The Board may designate committees to undertake defined tasks and may delegate limited authority for decisions to be made on behalf of the Board.

There shall be no more than eleven or less than five Directors at any time serving on the Board, however, the optimal number of directors will be determined by the Board from time to time and may be changed by majority vote of the Board.

Vacancies on the Board may be filled by the vote of a majority of Directors then in office, however, vacancies need not be filled unless the number of Directors

fall below five. The Directors may appoint additional Directors to the Board by majority vote at any time the number of Directors is below eleven (or the then maximum number of Directors allowed).

Meetings of the Board shall be once a month or as determined by the Board. A majority of Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. Decisions by the Board may be made by telephonic or electronic (facsimile or email) means.

A Director may be removed for cause by a majority vote of the entire Board. Such vote may be by secret ballot and the Director who is the subject of removal shall have no vote in the matter.

## **ARTICLE VI** **OFFICERS**

Only current Directors are eligible to be Officers of the Corporation. At the first meeting of the Directors after an election, the Directors shall elect the Officers from among the Directors by majority vote. The term of office is one year. The Officers of the Corporation are President, Vice President, Secretary, Treasurer, and Social Director.

(a) **President.** The President must have been a member in good standing for one (1) year. The President is the executive officer responsible for the operation of the group. The President shall preside at all meetings and events; call regular or special meetings of the Board or membership, appoint chairs and committees; and perform such other duties as necessary and as authorized or requested by the Board.

(b) **Vice President.** The Vice President shall perform all duties of the President in the President's absence and in the event of the President's resignation or incapacity to serve, shall succeed to the office until the next regular election of the Officers. The President may delegate to the Vice President such other duties as necessary and as authorized or requested by the Board.

(c) **Secretary.** The Secretary shall record minutes of meetings, read and file minutes of previous meetings, assume responsibility for official correspondence by the Board, maintain membership roster and perform such other duties as necessary and as authorized or requested by the Board.

(d) **Treasurer.** The Treasurer shall keep and maintain adequate and correct books and accounts of the Corporation's transactions, including the collection of dues and charges, and the disbursement of fees to teachers, vendors and others as authorized by the Board. The Treasurer shall advise the Board of the finances of the Corporation and shall assist in formulating budgets for events and activities. The Treasurer shall prepare a yearly financial statement of operations and perform such other duties as necessary and as authorized or requested by the Board.

(e) **Social Director.** The Social Director shall apprise the Board of upcoming activities and social events planned for the advancement of the Corporation. The Social Director shall hire DJs and teachers for monthly dances, shall arrange refreshments and entertainment for social events and perform such other duties as necessary and as authorized or requested by the Board.

## **ARTICLE VII** **MEETINGS**

Members in good standing are, unless otherwise notified by the Board, welcome to attend the monthly meetings of the Board. Members may not participate in discussions on the matters before the Board and shall not have a vote on such matters.

Any member may petition for an audience before the Board by written request to the President at least seven days prior to the monthly Board meeting. If the subject matter of such request is approved by the President, the matter shall be placed on the agenda for the next regularly scheduled meeting and heard at such meeting.

Annual or special meetings of the membership may be called by the President at his or her discretion, at the direction of the Board, or by the written request of at least 10% of the membership. At least seven days' written notice shall be given of any meeting of Members and such notice shall state the matters to be considered.

It is desirable that meetings of the Board shall be conducted in the spirit of cooperation and consensus on decisions. Should questions or disputes as to procedure arise, they shall be settled by reference to Robert's Rules of Order, except which such Rules are inconsistent with these By-Laws.

Notices, agenda, and all communications may be delivered in person, by first class mail, by facsimile or by email (electronic means). Decisions of the Board can be made by unanimous electronic means and/or unanimous written consent without the necessity of a meeting.

## **ARTICLE VIII** **AMENDMENTS TO BY-LAWS**

The Board of directors shall have the power to adjust, alter, amend or repeal the By-Laws utilizing the following procedure:

(a) A proposal for change in the by-Laws shall be made at a meeting of the Directors and the entire text of the proposed amendment(s) shall be made available to the Directors at that time.

(b) The proposed amendment(s) to the By-Laws shall meet with an affirmative vote of no less than a majority of the entire Board to pass.

(c) Upon adoption, the Amended By-Laws will be posted to the Corporation's website.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The South Florida Swing Dance Society, Inc., a Florida corporation not-for-profit, and that the above Amended By-Laws are the By-Laws of this Corporation as adopted by the Board of Directors on July 1, 2008.

Executed on July 15, 2008 at Ft. Lauderdale, Florida.



THE SOUTH FLORIDA SWING DANCE SOCIETY, INC.

By: Joan Handelsman  
Joan Handelsman, Secretary

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