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BY-LAWS OF THE EASTERN DISTRICT SQUARE & ROUND ASSOCIATION

Article One: NAME, LOCATION, SEAL

Section 1: The name of this non-profit corporation shall be the Eastern District Square and Round Association, Inc., hereafter referred to as “EDSARDA”.

Section 2: The principal address of EDSARDA shall be 32 First Avenue, Westfield, MA 01085.

Section 3: The EDSARDA seal and logo shall bear its name, the year of its incorporation, and any such other device or inscription as the Directors may determine.

Article Two: OBJECTIVES

Section 1: The objectives of EDSARDA shall be:

- a. to provide a means of concentrated effort in the promotion of the square and round dance movement in the geographical area within which EDSARDA operates.
- b. to keep the general square dance public informed of the square and round dance activities of EDSARDA's member clubs, associations and federations of clubs.
- c. to provide advice and all feasible assistance, when requested, to the member clubs, associations and federations of clubs as defined in EDSARDA's Policy Manual or as specified by motion from the membership and/or the Directors.
- d. To furnish the liaison between the dancers represented by EDSARDA and other organizations in New England, such as the Cooperation Committee (CO-OP), New England Council of Callers Association (NECCA), New England Council of Round Dance Teachers Association (NECORTA), Square Dance Foundation of New England (SDFNE), and any others that might come into being.
- e. to provide a forum for the presentation and discussion of any ideas, problems and/or solutions associated with the square and round dance activity.
- f. to provide training seminars and educational programs to assist in the management and publicity of clubs, associations or federations of clubs.
- g. to provide selected written materials, directories, etc. as a service to the EDSARDA member clubs, associations and federations of clubs, when appropriate.

Article Three: MEMBERSHIP

Section 1: Initial membership in the Corporation shall be restricted to accredited delegates of the participating square and round dance clubs in good standing as of the time of incorporation (Historical reference)

Section 2: Membership in EDSARDA shall be granted to a club, association or federation of clubs if the following qualifications are met:

- a. the club, association or federation of clubs is formally organized and is dedicated to providing and promoting square and/or round dance programs as a recreational activity.
- b. the club, association or federation of clubs has been in existence for more than one (1) year.

- c. the club, association or federation of clubs has made payment of the annual membership fee as established by the Directors and approved by the delegates and notification to the Membership Committee of the names and addresses of the duly authorized delegates.
- d. The assessment and notification will be mailed by October 1 of each year. Dues must be paid by January 1.
- e. unless continued as provided above, membership shall be considered as being in arrears with no voting rights. Membership in arrears shall immediately be reinstated, without penalty or prejudice, upon payment of dues by the participating club or organization, and notifying the Membership Committee of the names and addresses of the duly authorized delegates.

Section 3: Membership in EDSARDA shall be by delegates from the individual participating clubs, associations or federations of clubs. Any club, association or federation of clubs shall be represented by not more than four (4) delegates.

Section 4: Membership shall confer the right to attend meetings, to vote at all meetings, to make or second motions at all meetings and to otherwise participate in EDSARDA business. Any question of eligibility to exercise rights of membership shall be decided by reference to the membership list.

Article Four: BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board of Directors shall have and exercise full control and management of the affairs and business of EDSARDA, except such as are conferred by law and these Bylaws upon the membership, or upon an officer of EDSARDA. The Directors shall establish rules and regulations and dues for the membership which shall be effective when approved by the membership.

In the event of the absence of any officer of EDSARDA, the Directors may delegate the powers or duties of such officer to any other officer or Director.

In the event of a vacancy in an elective office, the President will, within thirty (30) days, appoint an individual from a member club, association or federation of clubs to fill the vacancy for the unexpired term. The appointment shall be confirmed by a simple majority vote of the Directors. A vacancy in the Office of President shall be filled by the Vice-President.

Section 2: The officers of EDSARDA shall be the elected members of the Board of Directors. They shall be a President, Vice-President, Treasurer, Clerk, Recording Secretary and two (2) Advisors who shall be the immediate Past Presidents of EDSARDA.

- a. One person shall be elected to each of the named offices, however, his or her spouse/partner will automatically become a voting member of the Board of Directors.
- b. All officers, except Advisors, shall be elected at the Annual Meeting and shall take office on July 1.
- c. All officers shall hold office until succeeded as provided within these ByLaws by newly elected officers, but they or any of them may be removed or replaced at any time by the membership at a special meeting called for that purpose.

The Chairmen of the Standing Committees of EDSARDA shall be members of the Board of Directors.

- a. One person shall be appointed annually to each of the named Standing Committees; however, his or her spouse/partner will automatically become a voting member of the Board of Directors.

Each General Chairman and Vice Chairman of the New England Square and Round Dance Convention and their spouse/partner shall be voting members of the Board of Directors.

Section 3: The President

- a. shall appoint Standing Committee Chairmen;
- b. shall appoint the General Chairman of the New England Square and Round Dance Convention upon conferring with the EDSARDA Board;
- c. shall act as Chairman at all Directors and regular meetings;
- d. shall sign and execute all contracts in the name of EDSARDA when authorized to do so by the Directors;
- e. shall manage the affairs of EDSARDA and perform all duties incidental to this office;
- f. shall at the discretion of the Directors, be authorized to sign checks;
- g. may, from time to time and with approval of a majority of the Directors, appoint such additional committees as may be deemed necessary for the operation of EDSARDA;
- h. may, from time to time, appoint EDSARDA representatives to CO-OP committees, consistent with the establishment and nature of the CO-OP committee and the expertise required from the committee;
- i. may, from time to time, appoint EDSARDA representatives to other organizations, foundations, committees, etc.

Section 4: The Vice-President shall preside in the absence of the President and perform such other duties that are assigned by the President.

Section 5: The Treasurer shall

- a. have the care and custody of all the funds and securities of EDSARDA;
- b. sign all checks, drafts, notes and orders for the payment of money;
- c. give bonds in such amount, for the faithful performance of these duties as the Directors shall determine;
- d. prepare and present a Treasurer's Report for each scheduled meeting;
- e. establish an annual operating budget for EDSARDA;
- f. monitor the development and use of budgets and appropriations;
- g. be responsible to obtain an audit of EDSARDA's books and accounts in a manner satisfactory to the Directors, when requested by the Directors to have such an audit made or at a period not to exceed two years from the last audit;
- h. perform all the duties incidental to the office as determined by the President.

Section 6: The Recording Secretary shall

- a. keep the minutes of all meetings;
- b. have charge of such books and papers as the President may direct;
- c. perform all the duties incidental to the office as determined by the President.

Section 7: The Clerk shall

- a. be a resident of Massachusetts;
- b. keep such records and file such reports as are required by Chapter 180 of the General Laws of the Commonwealth of Massachusetts including the USDA dues and Officer report by 11/15, IRS Annual Report by 11/15 and MA Corporation Annual Report by 11/1;
- c. be responsible for maintaining the administrative procedures as determined by the President;
- d. perform all duties incidental to the office as determined by the President.

Section 8: The Advisors shall

- a. act as representatives of all members of EDSARDA;
- b. be charged with special attention to the general good and interests of the membership and the continuity of the purpose and development of EDSARDA;
- c. perform such additional duties as may be assigned by the President.

Section 9: The Standing Committee Chairmen shall consist of the following: Directory, Meetings, Membership, Publicity.

All Standing Committee Chairmen shall be responsible for:

- a. the adequate staffing of their committees with members selected from member clubs, associations and federations of clubs;
- b. the adequate discharge of the responsibility of the committee charters, copies of which shall be given to the individual Chairman;
- c. a committee report at all meetings.

The Standing Committee charters shall include but not be limited to the following:

Directory—The Directory Committee shall be responsible for gathering information from NECCA, NECORTA, EDSARDA member and non-member clubs; the coordinating and publishing of the annual directory; shall maintain a liaison with the Membership Committee shall perform such additional duties as assigned by the President.

Meetings—The Meetings Committee shall be responsible for making arrangements, with the approval of the President, for all EDSARDA meetings, including dates, places, times, meals and refreshments.

Membership—The Membership Committee shall be responsible for the recruiting of supporting clubs, associations and federations of clubs, shall update the membership listing; shall also maintain and update a master mailing list and make such mailing list available to other square and round dance organizations; shall assure the mailing of all EDSARDA notices; shall attend to such correspondence as may be assigned; shall maintain a liaison with the Membership and Directory Committees; shall perform such additional duties as assigned by the President.

Publicity—The Publicity Committee shall be responsible for all EDSARDA contacts with the news media; for the conduct of special publicity campaigns; for disseminating the principles of good publicity management to participating clubs, associations and federations of clubs; shall perform such additional duties as assigned by the President.

Section 10: The President may sponsor such Staff Committee Chairmen as may be required to provide advice and assistance in carrying out the affairs of EDSARDA. Staff Committee Chairmen shall be responsible to the President for the timely selection of Committee members and for the adequate discharge of their assigned duties.

Section 11: Delegates to CO-OP shall be appointed by the President. The CO-OP delegates shall consist of up to eight (8) delegate couples, from the Board of Directors. The CO-OP delegates shall be charged with establishing and maintaining liaison with NECCA and NECORTA in all matters pertaining to the development and promotion of the best interests of the square and round dancing community.

Section 12: By January 15 of each year, the President shall appoint a Nominating Committee, consisting of at least three (3) members of EDSARDA, one of whom shall be a Director.

The Nominating Committee shall prepare a proposed slate of officers for President, Vice-President, Treasurer, Recording Secretary and Clerk. The proposed names shall be presented by the Committee to the Directors in time for inclusion in the notice of the annual meeting.

Article Five: NEW ENGLAND SQUARE AND ROUND DANCE CONVENTION

Section 1: CO-OP selects and approves the locations for all New England Square and Round Dance Conventions from bids entered or otherwise nominated. CO-OP monitors and follows the progress of each Convention in accordance with the CO-OP guidelines.

Section 2: When a new Convention site has been approved by CO-OP, the Convention Bid Committee shall recommend a candidate for General Chairman of the Convention to the EDSARDA President. If concurring, the President shall make this appointment upon conferring with the EDSARDA Board.

Section 3: The General Chairmen

- a. will become members of the Board of Directors of EDSARDA and shall serve until such time as their final report has been submitted to CO-OP;
- b. may not be nominated for an elected EDSARDA office or serve as chairmen of other EDSARDA committees;
- c. if either is President or Vice-President of EDSARDA when appointed, must resign as EDSARDA President or Vice-President;
- d. if they hold any other office or chair any other committee in EDSARDA, may elect to complete the current term of office;
- e. shall attend all EDSARDA meetings but if they cannot attend, the Vice-Chairmen shall attend the meeting;
- f. All aforementioned items under Section 3 are at the discretion of the President.

Section 4: The General Chairman shall present any recommended changes to the Convention Guidelines, practices, etc. to the EDSARDA Board of Directors or Membership for discussion and recommendations.

Article Six: MEETINGS

Section 1: There shall be a Delegates' meeting held each May. In addition there may be Delegates' meetings in October and/or January in accordance with criteria described below.

- a. The first Sunday of the Month shall be the meeting day for the January and May meetings. When January 1 falls on a Sunday, the meeting shall be held on the second Sunday. A Management Information Forum (not a regular meeting) shall be held on a date selected by the President as needed.

- b. All meetings shall be held at a time and place by way of in person, phone, and/or video conferencing technology determined by the President and Meetings Chairman.
- c. A meeting notice sent by mail or electronic means shall be sent to each member club, association or federation of clubs, at least fourteen (14) days before the time of the meeting. The date, time and location of each Delegates' meeting will be published in the most current CO-OP Directory and on EDSARDA's website.
- d. The standard agenda for all *regular* meetings shall consist of a Secretary's report, a Treasurer's report, reports of standing, staff and special committees, old business and new business.
- e. At the May meeting, which shall be the Annual meeting, the report of the Nominating Committee will be introduced as the first item of new business. Further nominations will be accepted from the floor. This will be followed by the election of officers for the coming year. Any nominee must agree to serve in the office for which nominated. Voting for any contested elected offices shall be by secret ballot which will be prepared by the Nominating Committee.
- f. The January meeting shall be scheduled for the first year of each upcoming NE Square & Round Dance Convention. It shall be held at a location selected by the President, Meetings Chairman and the Convention Chairman. It will be a regular meeting but the program shall be reports from the individual Convention Chairman.

Section 2: Special meetings of the membership may be called by the President at any time with the approval of a majority of the Directors, upon fourteen (14) days notice mailed to each of the members either by mail or electronic means. The only business transacted at such a meeting shall be that set forth in the notice.

Section 3: It shall also be the duty of the President to call a special meeting of the membership whenever requested by twenty (20) percent of the membership.

Section 4: Each delegate member, or their designated alternate, present at a regular meeting is entitled to one (1) vote on EDSARDA proceedings.

- a. For voting purposes, no delegate or alternate may represent more than one (1) member club, association or federation of clubs.
- b. EDSARDA officers and Directors are not to be counted as delegates from a member club, association or federation of clubs.

Section 5: Regular meetings shall be open to interested square and round dancers, in addition to the delegates, with all the privileges of participation except for making motions and voting.

Section 6: The Directors may fix the time and method of calling their own meetings. A Directors' meeting may be held at any time and place provided that all Directors are notified.

There shall be a minimum of four (4) Directors' meetings per fiscal year. There shall be a Director's meeting in conjunction with a Delegate meeting per fiscal year. In addition, there shall be a summer and a winter meeting held for Directors only.

Section 7: At all meetings, the members present shall constitute a quorum.

Section 8: At all meetings, questions regarding procedures not covered by these By-Laws used in the conduct of the meeting shall be settled by reference to the Revised Robert's Rules of Order and the procedures established therein shall govern.

Article Seven: FISCAL YEAR, ASSOCIATION FUNDS

Section 1: The Fiscal Year of EDSARDA shall be from July 1st to and including June 30th.

Section 2: All funds of EDSARDA shall be placed in a depository bank(s) in the name of EDSARDA by the Treasurer. All disbursements shall be in accordance with the policy adopted by the EDSARDA membership.

Section 3: In the event of dissolution of EDSARDA, all funds remaining after payment of outstanding debts will be given to a qualified square dance organization chosen by the Directors

Article Eight: BYLAWS REVISIONS

Section 1: These Bylaws may be amended at any regular or special meeting of the membership duly called for that purpose, by any member, provided:

- a. that a motion has been made and is seconded
- b. that the proposed revision must be submitted in writing
- c. that any proposed By-Law change shall be sent out in Notice of Meeting with a brief summary of the change proposed
- d. that the motion be voted on at the next regular or at a special meeting of the membership called for that purpose.

Section 2: The President will appoint a Committee of elected officials and delegates every five (5) years starting with 1993 or sooner, if necessary, to

- a. review these Bylaws
- b. establish their current validity to EDSARDA
- c. present recommendations for revisions or changes to the Directors and the membership.