CORPORATE BYLAWS

OF

CONNECTICUT SWING DANCE SOCIETY, INC. (CSDS)

dba Hartford Underground (HU)

A Connecticut Nonprofit Rev.2015

# ARTICLE I: PRINCIPAL OFFICE OF THE CORPORATION

1.1 The principal office for the transaction of the activities and affairs of this corporation is located in Hartford County, Connecticut. The Board of Directors may change the location of the principal office at any time. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

1.2 Other Offices of the Corporation

The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

# ARTICLE II: PURPOSE

The Connecticut Swing Dance Society, Inc. (CSDS) is a nonprofit society organized for the purpose of preserving and promoting the indigenous American dance form known as “Swing.” The purpose is accomplished by creating a community of swing dancers, by fostering workshops, holding practice sessions and sponsoring dances open to the general public.

# ARTICLE III: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Connecticut Nonprofit Corporation Law found at Connecticut Nonstock Corporations Code, shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

# ARTICLE IV: MEMBERSHIP

### Section One: Membership and Friends

4.1 All persons interested in the purpose of the organization are eligible to become Members of the CSDS upon payment of dues. Others who choose not to become Members but who wish to be informed of and participate in CSDS activities but without membership privileges are eligible to become “Friends” of CSDS by requesting to be on the mailing list.

4.2 Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold elective office and to be considered for appointment to the Board of Directors and to chair special committees.

4.3 Members and Friends are entitled to attend meetings of the Board and to have their opinions and concerns heard by the Board, but without a vote on matters before the Board.

4.4 Membership dues and privileges not otherwise identified in these Bylaws are determined by the Board.

4.5 Friends of the CSDS are eligible to serve on but not chair special or standing committees.

### Section Two: Meetings of the Membership

4.6 An annual meeting of the Membership shall be held each year for the presentation of yearly reports of the Officers and Board Members, adoption of an annual budget, election of new Officers and the transaction of any necessary business. Meetings are open to both Members and Friends, but only Members may vote.

4.7 Special meetings of the Membership may be called at the direction of the President, at the direction of the Board or at the written request of 25% of the membership. Notices of special meetings shall state the matters to be considered. No other business may be transacted.

4.8 At least one month’s notice of the annual or any special meeting shall be given, except in cases of emergency.

4.9 A majority vote of those voting is necessary to transact any business brought before the Membership, including election of Officers unless otherwise stated in these Bylaws.

# ARTICLE V: BOARD OF DIRECTORS

### Section One: Board

5.1 The responsibility for all business matters lies with the Board of Directors, which consists of the Officers, and not less than four (4) members appointed from the Membership by the President. A member appointed as a Director shall serve for two years or until the end of the second fiscal year from which the appointment is made, whichever comes first. A member holding elective office as President, Vice-President, Secretary or Treasurer shall hold the same office on the Board of Directors.

5.2 Where responsibilities or duties may be assigned by the bylaws or policies to individuals, officers, directors, members or committees, the final authority will reside with a majority of the Board of Directors.

5.3 In the event of a vacancy among the Officers, the remaining Board members, by a majority vote, may appoint a member of the Board to temporarily fill the vacancy until the next election. The appointed Officer may exercise the powers of the vacant office until the vacancy is filled at the next regular election.

5.4 A member of the Board may be removed from office, with or without cause, prior to expiration of his or her term, after reasonable notice and opportunity to be heard, either by a majority vote of the entire CSDS membership or by a two-thirds majority vote of the entire Board.

5.5 The Board of Directors may declare vacant the position of a director who has:

* been absent from three (3) successive meetings without adequate cause and/or notification as determined by a vote of the majority of the directors then in office
* been declared of unsound mind by a final order of court, or convicted of a felony or
* been found to be in noncompliance with the Board of Director’s agreement as determined by a vote of the majority of the directors then in office.

5.6 Notwithstanding the above, a director may be granted by majority vote of the board a leave of absence of up to six (6) months, during which leave of absence the office of such director shall not be declared vacant under subsection (a) of this section. Such leave of absence shall not extend any director’s term of office, and shall not suspend the effect any other applicable provision of these bylaws. Leaves of absence may be extended by a majority vote of the board to extend for, but in no circumstances to exceed, a continuous 12 months.

5.7 The Board shall meet at least once each quarter.

### Section Two: Place of Meetings

5.7 Meetings shall be held at the principal office of the corporation unless another place is stated in the notice of the meeting or at such place as is specified in a written notice of a special meeting as hereinafter provided for special meetings of the Board of Directors.

5.8 Any meeting, regular or special, may be held by remote conferencing technology. Participation in a meeting through use of remote conferencing technology constitutes presence in person at that meeting so long as all of the following apply:

* each director participating in the meeting can communicate with all of the other directors concurrently
* each director is provided with a means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation and
* the corporation adopts and implements some means of verifying that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and that all actions of, or votes by, the Board of Directors are taken and cast only by directors and not by persons who are not directors.

### Section Three: Powers and Responsibilities of the Board

5.9 Subject to the provisions of the Connecticut Nonprofit Corporation Law found at Connecticut Nonstock Corporations Code and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

5.10 The Board shall:

* seek and act on (presumed or actual) consensus of the membership in planning events, programs or other member—oriented activities;
* perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws
* provide the opportunity for CSDS members to be heard at each regular meeting of the Board;
* coordinate the topics, dates and scheduling of privately taught workshop series to best serve the membership;
* prepare and maintain an up-to-date mailing list of Members and Friends of the CSDS;
* provide for the collection of dues and charges;
* solicit a pool of volunteers to serve at events and assist in special projects;
* provide for the publication of flyers, notices and news announcements;
* notify members that the Board of Directors welcomes and encourages CSDS members to participate in its board meetings.
* prepare an annual budget for review and approval by the Membership at the annual meeting of the Membership;
* appoint persons to perform financial audits of the organization’s books and to present the report of findings to the Board and, at the annual meeting, to the membership. Such appointment shall be made not later than two months prior to the date established by the Board for the completion of the review;
* communicate with other like-minded organizations or individuals to coordinate event dates;
* maintain the artistic focus of CSDS activities and events on swing dance and music.
* hiring and supervising staff and consultants for the day-to-day operations of the corporation and special projects
* register their USPS and electronic format addresses with the Secretary of the corporation. Notices of meetings to be sent through the USPS or in electronic format to them at such addresses shall be valid notices thereof.

5.11 The Board may establish standing or special committees or coordinator positions to aid in the discharge of these Powers and Responsibilities, and may increase or decrease the number of members to serve on the Board of Directors as Directors and may, in addition to the four Directors appointed by the President, determine the method by which the office of director is to be filled. No reduction in the number of directors shall, however, cause the termination of any director serving on the Board.

5.12 Appoints the Nominating Committee.

### Section Four: Resignation of Directors

5.13 Any director may resign by giving written notice to the President or Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the Board of Directors may elect a successor to take office on the date when the resignation becomes effective. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

### Section Five: Non-liability of Directors

5.14 The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### Section Six: Quorum

5.15 A quorum of one-half of the members of the Board is needed to transact business at Board meetings.

### Section Seven: Conduct of Meetings

5.16 Meetings of the Board of Directors shall be presided over by the President of the Board of Directors, or, if no such person has been so designated or, in his or her absence, by the Vice-President or, in the absence of each of these persons, by a director chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

5.17 Meetings shall be governed in material respects by the most recent issue of Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

5.18 Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

# ARTICLE VI: Officers

### Section One: Roles

6.1 The Officers of the CSDS are President, Vice-President, Secretary and Treasurer. The term of office is two years. Officers shall not serve more than three consecutive terms in the same office, but may serve again after a lapse of one term. No officer shall hold, concurrently, the office of President and Secretary. A person serving as an officer must continue to hold both membership status and be a member of the Board of Directors, relinquishment or removal of either, vacates the office.

6.2 President: The President is the executive officer responsible for the operation of the organization:

* she or he presides at meetings;
* calls regular or special meetings of the Board or Membership;
* appoints the four non-elected members of the Board and assigns to them the functions needed to discharge powers and responsibilities of the Board not otherwise assigned in these Bylaws;
* appoints the Chairs of standing or special committees established by resolution of the Board;
* is an ex-officio member of each standing or special committee except the Nominating Committee.

6.3 Vice-President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors

6.4 Secretary: The Secretary maintains the official correspondence of the organization. The Secretary:

* records, distributes and archives minutes of meetings;
* maintains the official correspondence file of the organization;
* is the designated recipient of correspondence to the organization and distributes appropriate information so received;
* serves or causes to be served all notices of the organization.

6.5 Treasurer: The Treasurer shall have custody of the organization’s funds. The Treasurer:

* is responsible for the disbursement of fees, and payments;
* shall have custody of the organization’s funds and shall keep, or cause to be kept, a full and accurate account of receipts and disbursements;
* shall make available the accounts for an independent financial review or audit at the request of the Board;
* advises the Board about the finances of the organization and assists in formulating the budgets for both regular and special activities;
* prepares a summary of transactions, receipts and disbursements for each regular Board meeting and an annual financial report of operations for the annual meeting of the Membership;
* chairs the Finance Committee if said committee is established by the Board.

### Section Two: Nominations and Elections

6.6 Officers are elected at the annual meeting of the membership in May or June and take office on the last day of the fiscal year, June 30.

6.7 Not later than two months before the annual meeting of the membership, the Board appoints a Nominating committee of three or more members of the CSDS, one of whom shall be a member of the Board.

6.8 Nominations: The Nominating Committee shall prepare for consideration at the annual meeting, its slate of nominees for vacancies. Nominations may be made from the floor by any Member, with the prior consent of the nominee. Nominations shall then be closed.

6.9 Elections: If there are no nominations from the floor to the slate proposed by the Nominating Committee, the Secretary shall cast a single ballot on behalf of the organization. If there are nominations from the floor, a secret ballot will be cast by the Membership for any position for which two or more candidates were nominated. The remainder of the slate shall be approved by a single voice vote of the Membership.

### Section three: Compensation

6.10 Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws.

# ARTICLE VII: Fiscal Year

7.1 The fiscal year shall be from July 1 through June 30.

# ARTICLE VIII: Coordinators and Standing Committees

8.1 The coordinator or chair of each standing committee, unless otherwise stated in these Bylaws, shall be recommended by the President and appointed by the Board.

8.2 The following coordinators shall be members of the Board:

* the Volunteer coordinator shall:
1. maintain a list of volunteers for general and specific jobs as need arises;
2. set up and oversee the dance registration desk;
3. oversee refreshments in kitchen;
4. oversee money box, change, mailing list, and schedule at dances;
5. account for any receipts and/or expenditures;
6. deposit, and report, or account for, all funds to Treasurer.
* the Program Director Coordinator shall:
1. develop a list of bands and scout potential bands for hire;
2. hire and schedule bands and DJs within guidelines set by the Board;
3. plan calendar of activities;
4. oversee scheduling of all events;
5. work with graphic designer to lay out periodic flyers;
6. oversee flyer table at dances;
7. arrange beginner workshop at dances;
8. arrange for tape music during breaks at dances.
9. book the venue.
10. manage all equipment at the event.
11. coordinate with the Volunteer Coordinator for event staffing.

8.3 The following additional coordinators may exist:

* Graphic Designer Coordinator: designs flyers for newsletter and periodic events;
* Mailing List Coordinator:
1. maintains a database of CSDS members;
2. prints mailing labels as necessary;
* Publicity Coordinator: collects information on all CSDS events and disseminates to appropriate media to insure adequate coverage;
* Promotions Coordinator:
1. develops and maintains contacts with the media for the purpose of getting “Special coverage” for swing dance events;
2. arranges demonstrations, performances, interviews, etc.

8.4 Volunteers shall be appointed Special Events coordinators by the President on an ad hoc basis to encourage, promote and coordinate special events to enhance the social cohesiveness and artistic endeavors of the swing dance community. Events may include both dance and non-dance activities, but shall not be deemed Board members by virtue of such appointment.

# ARTICLE IX: Corporate Acts

### Section One: Checks and Contracts

9.1 Checks: All checks, drafts of two thousand dollars or less and endorsements shall be signed by either the President or the Vice-President. All checks or drafts in excess of two thousand dollars shall be signed by the both the President and the Vice-President.

9.2 Contracts: Any contracts other than checks, drafts and endorsements entered into on behalf of the Corporation shall either be in accordance with guidelines established by Resolution of the Board or individually approved by the board and signed by the President. Contracts entered into in accordance with Board-established guidelines may be signed either by the President or other Board member(s) specifically designated by formal resolution of the Board.

### Section Two: Insurance for Corporate Agents

9.3 The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Connecticut Code.

### Section Three: LOANS TO DIRECTORS AND OFFICERS

9.4 This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate, or subsidiary.

# ARTICLE X: Corporate Records and Reports

### Section One: Maintenance of corporate records

10.1 The corporation shall keep at its principal office in the State of Connecticut:

Minutes of all meetings of members, directors, and committees of the Board of Directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses

10.2 A copy of the corporation’s Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by officers and members of the corporation at all reasonable times.

### Section Two: Director Inspection Rights

10.3 Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

10.4 Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### Section Three: Annual Report

10.4 The Board of Directors shall cause an annual report to be furnished, not later than sixty (60) days after the completion of any corporation’s audit to all members, friends, directors of the corporation and donors, or not later than one hundred and twenty (120) after the close of corporation’s fiscal year if no audit is completed, which report shall contain the following information in appropriate detail:

* the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
* the principal changes in assets and liabilities, including trust funds, during the fiscal year
* the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year and
* the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

10.5 The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

### Section Three: Annual Statement of Specific Transactions

10.6 This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

* any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest) or
* any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

10.7 The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS ($50,000).

10.8 Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS ($10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members.

10.9 Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

10.10 The annual report shall include the information required by section, according to the provisions of Section Three of this Article.

# Article XI: Prohibition of Sharing Corporate Profits and Assets

11.1 No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

# Article XII: Indemnification by Corporation of Directors, Officers, Employees and Other Agents

12.1 To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, agents, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation. “Expenses,” as used in this Bylaws, shall have the same meaning as in that Section of the Connecticut Nonstock Code.

12.2 On written request of the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly decide whether the applicable standard of conduct set forth in Connecticut Nonstock Code has been met and, if so, the Board of Directors shall authorize indemnification.

# ARTICLE XIII: Amendment of Articles

13.1 Unless there is approval of the majority of the current members, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed.

# ARTICLE XIV: Amendments to the Bylaws

!4.1 Amendments to these Bylaws may be made upon one month’s written notice to members; this notice must state the proposed changes. Opposition to the proposed change by any member shall be in writing to the President. This opposition must be discussed at a meeting of the Board prior to a vote being taken. A three-fourths vote of the full Board is required for adoption of the proposed changes. The Board is the only body empowered to change the Bylaws.

# ARTICLE XV: Specia1 Notes Regarding Tax Exception

15.1 It is intended that the CSDS be entitled to exemption from Federal income tax under Section 50l(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in Section 501(a) of the Internal Revenue Code.

15.2 No part of the CSDS’s assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.

15.3 In the event of dissolution of the CSDS, the organization’s assets shall be distributed to another non­profit organization that is exempt from Federal income tax under Section 5Ol(c)(3) of the Internal Revenue Code. Absent a suitable private organization, the assets shall be distributed to the State of Connecticut or to a municipal government or the United States.

15.4 The CSDS shall not, as a substantial part of its activities, attempt to influence legislation or participate in political campaigns on behalf of or against any candidate for public office, except to the extent permitted by Section 501(h) of the Internal Revenue Code.

### These Bylaws were initially adopted by the Board of Directors as of September 15, 1993.

### These Bylaws were amended and adopted by the Board of Directors as of November 15, 2015

### Affirmed by:

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date

Vice-President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date

Treasurer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date

Secretary \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date

Director \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date

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