

GREAT LAKES SWING DANCE CLUB
BY-LAWS
As Amended Through 2010

ARTICLE I - PURPOSE

1. The purpose of the Great Lakes Swing Dance Club is to inform, encourage, promote, and enjoy Swing Dancing of all forms. While primarily a swing dance organization, the club recognizes other forms of dance, including social and ballroom dancing.
2. The Great Lakes Swing Dance Club, hereinafter referred to as the "Club" in these by-laws, shall be a non-profit social organization directed towards the entertainment, fellowship and interests of the general membership. \
3. These By-laws and future amendments shall be made available on the Club web site at www.greatlakesswingdance.com. A printed copy may be obtained by requesting such from a member of the Board of Directors.

ARTICLE II - PRINCIPAL LOCATION

1. The mailing address for the Great Lakes Swing Dance Club will be PO Box 190085, Burton, Michigan 48519-0085.

ARTICLE III - MEMBERSHIP

SECTION 1. MEMBERSHIP

1. Membership shall be limited to those individuals who have reached the legal drinking age for the State of Michigan and shall be open to those individuals interested in promoting the purposes of the club as set forth in these by-laws. Dues in the amount as determined by the Board of Directors will be payable upon acceptance of membership and renewable thereafter no later than February 28th annually.
2. In the event that a past member doesn't pay their renewal dues by February 28th of the New Year, the past member will be considered a new member and therefore, new member rates will apply.

SECTION 2. JUNIOR MEMBERSHIP

1. Membership will be open to individuals between the ages of 18 and 20 years old inclusive. The junior member would enjoy the privileges of a social atmosphere for the purpose of general swing dancing.
2. The Junior Member will be provided with a distinctive club card that will identify this person as a "minor." When attending Club functions, Junior members are expected to comply with State law regarding consumption of alcoholic beverages. Any Junior Member who violates these rules will be expelled and denied any future membership. A Junior Member is not eligible to hold a position on the club's Board of Directors.

SECTION 3. MEMBERSHIP PRIVILEGES AND RESPONSIBILITIES

1. Members in good standing shall be eligible to receive newsletters and other communications, and shall be entitled to all other privileges of membership as set forth in these by-laws.
2. Members shall be responsible for their guests with respect to conduct and age. These requirements shall be the same for guests as for members at all club functions.

3. The club will not and cannot be responsible for any person or persons at any club function who doesn't conduct themselves in accordance with these by-laws.
4. Termination Of Membership:
 - 4.1. The Board of Directors, by affirmative vote of a majority of all board members, may terminate, suspend or expel any member who violates any provision of the by-laws, agreements, rules or practices properly adopted by the club.
 - 4.2. The Board of Directors may remove any director whenever, in its judgment the best interests of the club are not being served. The removal of a board member from their office will be made by only after an affirmative vote of 60% or more of the full Board of Directors. The vacancy created by such removal shall be filled by appointment by a majority vote of the Board of Directors.
 - 4.3. No person or persons shall take it upon themselves to officially represent the club at any private or public function, including publicity in newspapers or magazines without approval of the Board of Directors. Notification is to be made to the President, in writing, which in turn notifies and gains approval from the majority of the Board members.
5. Members are encouraged to volunteer at least once each year by contacting any club officer or event chairperson.

ARTICLE IV - MEETINGS

Section 1 - Conduct of Meetings

1. The club, being a non-profit social club, shall function under these by-laws and shall make use of ***Robert's Rules of Order***, as a reference in areas not covered herein. In areas of dispute regarding procedural matters, the majority vote of the Board of Directors shall be the final decision.

SECTION 2. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

1. Regular meetings of the Board of Directors shall be held at least quarterly each year at a time and place designated by the Chairman of the Board. In the Chairman's absence, the President may set the time and place for such meetings. Board meetings are open to observation by any member in good standing. The date, time, and location of the Board of Directors quarterly meetings will be published in the club newsletter prior to the actual date of the meeting.

SECTION 3. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings may be called by the Chairman of the Board of Directors or at the request of the majority of the Directors. It is not required that these special meetings are published, informing the general membership, due to time constraints.

SECTION 3. GENERAL MEMBERSHIP MEETINGS

1. No less than two general members meeting shall be scheduled each year at a time and place designated by the President. Notice of general membership meetings shall be published in the club newsletter and will provide the date, starting time and location of the meeting.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. BUSINESS AND FUNCTIONS

1. The Board of Directors shall manage the business and functions of the dance club.
2. It is recognized that the Directors are elected to represent the club in financial decisions, ensure that the intent of the club is followed, and to see that these by-laws and standing rules are adhered to.
3. In the event of disputes regarding these responsibilities, club members shall have the privilege to petition for a special meeting and thus participate in an open discussion of the issues contained within the petition. A petition will be considered valid only if signed by a minimum of 25% of the membership. This petition must then be submitted to the President or the Chairman of the Board, who will set up a meeting within 30 days. A brief summary of the dispute, and the date, time, and location of the meeting, will be made available to members via the club Newsletter and/or electronic media. At the special meeting the facts in dispute will be presented and reviewed. The final decision in matters will be made by majority vote of the members and Board of Directors who attend the meeting.

SECTION 2. BOARD OF DIRECTORS

1. The number of Directors shall be nine (9). The Directors shall consist of the Chairman of the Board of Directors, President, Vice President, Treasurer, Secretary, two elected Trustees and two appointed Trustees.

SECTION 3. ELECTION AND TERM OF OFFICE

1. Each elective position, the Chairman of the Board and the two appointed Trustees detailed below shall hold office for a period of **two (2) years**. Nominee must be a member in good standing.
2. Except as noted below, vacancies in the Board shall be filled by appointment, first from existing Board members, then from the general membership. Any board member may suggest candidates to fill vacant positions. Such nominations shall be subject to approval of a majority of the Board present at a properly constituted meeting.

SECTION 4. NOMINATIONS COMMITTEE

1. The "Nomination Committee" will be comprised of club members who are not interested in running for an office during the next election, and one member from the current Board of Directors that is not running for an office for the following year. If there were not board members available from the current year, a board member from a previous year, and who is not currently a board member and is willing to supervise the process, would be selected to head-up the nominations committee. The nominations committee would have the responsibility for trying to obtain two members to run for each of the officer's positions. The nominations committee would be responsible for the counting of the ballots from the election results. There would be a deadline established, (approximately 2 or 3 weeks) for the membership to cast their votes and return the ballots, after which the nomination committee will then tally the votes. The Nominations Committee will then publicly announce the results from the elections two weeks after the finalization.

SECTION 5. VOTING AND MANNER OF ACTING

1. Directors shall have one vote each. The act of a majority present at the meeting, at which a quorum is present, shall be the decision of the Board of Directors. A quorum is determined to be present when more than 60% of the directors are present.

ARTICLE VI - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

SECTION 1. THE CHAIRMAN OF THE BOARD

1. The immediate Past President shall fill the position of Chairman of the Board. The intent is to provide guidance, direction, support and past experience to the Board of Directors.
2. In the event that the Chairman's position is vacant, the Board of Directors shall elect one from within the existing directors, and the director's position, which became vacant, will be filled by an election for the vacant office. In the event that all Board members decline the position of Chairman, the Board shall appoint a new Chairman (person) at the Board's discretion.
3. Shall call regular or special meetings of the directors, creating agendas and presiding over same;
4. Obtains liquor licenses as needed for club functions;
5. Conduct surveys of the Board of Directors in the event that an issue arises that needs immediate attention and a special meeting would be untimely. (If Chairman is unavailable, the President or Vice-president may temporarily assume this duty.) While so doing, the Chairman shall keep a record of the date and time contacted, the vote of each of the Directors and any pertinent comments. The written record of the survey shall be turned over to the Secretary and shall become a part of the Board of Directors minutes for the next meeting;

SECTION 2. THE PRESIDENT

1. Shall create the agenda and preside at all general membership meetings;
2. Respond to all questions, suggestions and complaints regarding the club;
3. In general, supervise all the business and functions of the club and perform such other duties as necessary to enhance the development of the club. However, the President is subject to the control of the Board of Directors.

SECTION 3. THE VICE PRESIDENT

1. Shall, in the event of the absence, inability or refusal of the President, perform all duties of the President, and when so acting, shall have all the powers of the President;
2. Be responsible for promoting of all club activities (i.e. cablevision, newspapers, etc.)
3. Promote and secure advertising for the newsletter, keeping a log of payments, the months in which they have paid for advertising,
4. Is in charge of inventory and storage of club decorations;
5. In general, perform all duties incident to the office and the President may assign other duties as from time to time or the Board of Directors may assign other duties as from time to time.
6. Preside over distribution, collection, and counting of any voting deemed necessary to be taken by ballot at general membership meetings, insuring that the procedures of voting contained within these by-laws are adhered to.
7. Announce results of any written voting at general membership meetings;

SECTION 4. THE SECRETARY

1. Shall record the minutes of the Board of Directors and General Membership Meetings;
2. Compile and submit minutes of the General Membership Meetings or the Board of Directors, meetings within two weeks to the President or Chairman of the Board for review prior to distribution;
3. Read and/or hand out the minutes of previous meetings and any other correspondence;
4. In general, perform all duties incident to the office of Secretary and other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 5. THE TREASURER

1. Shall have charge, custody and responsibility for all funds of the club;
2. Upon receiving all monies due and payable to the club, deposit the money in the club's account(s) in such banks or other depositories as directed by the Board of Directors;
3. Give receipts for monies collected as needed;
4. Keep bookkeeping records of all transactions including accrued expenses;
5. Pay bills from officers and members only when clearly authorized by the board, when receipts for expenses are attached;
6. Pay whenever possible by club check;
7. Give a statement of finances at the General Membership meetings and Board of Directors meetings;
8. Insure that salable club inventory and memberships are balanced with deposits, reporting any discrepancies to the Board of Directors;
9. Insure that a timely reporting of income and expenses is obtained following club functions. NOTE: the Treasurer and President or Vice president must sign all club checks jointly. In the absence of those officer the Chairman of the Board of Directors shall be authorized;
10. In general, perform all duties incident to the office of Treasurer and such other duties that may be assigned by the President or the Board of Directors
11. Provide a periodic financial statement to the Board of Directors.
12. Must receive a satisfactory financial review to hold office for more than two years. Provide support and such documents as needed by the annual financial review committee.

SECTION 6. TRUSTEES

1. There shall be two (2) elected Trustees and two (2) appointed Trustees
2. The functions that may be assigned to individual Trustees include, but are not limited to the following:
 - 2.1. Custodial of the club logo item inventory
 - 2.1.1. Be responsible for the sale items and tracking of the salable club inventory
 - 2.1.2. Provide a written monthly statement to the Treasurer regarding inventory on hand and Monies collected
 - 2.2. Coordination of activities related to monthly birthday celebrations
 - 2.3. Editor of the club newsletter - requires writing/editing and electronic media skills
 - 2.4. Webmaster of the club website - requires appropriate software/hardware, image editing and web site construction/management skills
3. If the elected Trustees have neither the interest or skills necessary to support the responsibilities of Newsletter Editor or Webmaster, the Board of Directors shall propose for the appointed Trustee positions individuals who have the required skills.
4. If the Newsletter Editor and Webmaster responsibilities have been assumed by one or both of the elected Trustees, then the Board of Directors shall propose for the positions members in good standing who have demonstrated strong interest in and support of the activities of the Club.
5. Appointed Trustees shall be approved by a simple majority of the board members present at the organizing meeting following each election.

ARTICLE VII - ELECTION OF OFFICERS

1. Nominations for offices will be accepted at a general membership meeting to be held the first week of October each year. Those nominated for office may, at their option, supply a brief biography and statement of purpose for inclusion in the November issue of the club

newsletter. Such statements are due to the newsletter editor within fourteen (14) days of the general membership meeting, and may not exceed one-half page in length. Ballots will be mailed to membership by November 15. The ballot will be returned to the "Election Committee" at a time, date and place specified on the ballot. All nominees must be dues paying members or officers in good standings;

2. In the event of a Board of Directors election, the Election Committee will count the ballots. The Election committee shall be comprised of (3) members in good standing, chosen by the Board of Directors, and shall report the results back to the Board of Directors. Due to the possibility of a conflict of interest, no person or persons running for an office may serve as part of the Election Committee.
3. Mail ballots must be returned in the supplied envelope marked "BALLOT". It shall be the member's responsibility to see that the ballot is returned by the deadline indicated in the ballot.
4. An elected officer shall be the one who receives the most votes cast for the specified office. In the event of a tie, nominees will appear on a special ballot and will follow the same process as mentioned above. The results of the elections will be announced in the February newsletter. The new officers will assume their duties February 1st and conduct the initial membership meeting of the new year.

ARTICLE IX - DISSOLUTION OF CLUB ASSETS

1. In the event of dissolution, all physical assets shall be sold. Cash received from such sale and cash from the club checking and savings accounts shall be used in one or more of the following ways:
 - 1.1. Spent on a club function for the membership.
 - 1.2. Used to purchase door prizes for a club function.
 - 1.3. Donated to one or more charitable organizations in the community.
 - 1.4. The method(s) of distribution shall be voted on by the general membership at a membership meeting and shall be handled by the presiding officers at the time of dissolution.

ARTICLE X - AMENDMENTS TO BY-LAWS

1. These by-laws shall be amenable in the following manner:
 - 1.1. The proposal for change must be written and presented at a general membership meeting and/or a Board of Directors meeting, and voted on by the general membership.
 - 1.2. The proposal must receive a positive vote by 2/3 of the members voting; otherwise the proposal will be dropped.
 - 1.3. If the proposal receives the 2/3-majority vote, the proposal will appear in the next monthly newsletter and a vote will be put to all members requesting that they return a ballot indicating acceptance or refusal of said amendments. All ballots must be returned by the deadline, which will be noted on the ballot, to be considered as a legal vote.
 - 1.4. A proposed amendment must receive a simple majority of affirmative votes cast to pass.

ARTICLE XI - FOUNDING OFFICERS

1. It is with our deepest respect that the “original founding members” of the Great Lakes Swing Dance Club shall be mentioned in these by-laws as a point of information and appreciation:
Don Campbell Carol Fournier Arnold James Wayne Pearsall
Stuart Rogers Marlene Sandy Colette Simerson

ARTICLE XII - STANDING RULES

1. The responsibilities, limitations, and guidelines for any organizing chairperson(s) are included in Attachment A.
2. An impartial financial review committee, consisting of no less than two board members and one member from the general membership selected by the Board of Directors will conduct a review of club books annually after the fiscal year end.
3. A member shall be reimbursed for out-of-pocket expenses by submitting an original receipt and/or copy of a personal bill (i.e. phone bill). A handwritten document is not acceptable.
4. The exchange of club newsletters with other clubs and/or supporting organizations is permissible.
5. All incoming mail shall be directed to the club post office box (i.e. memberships, nominations, etc).
6. It is recognized that the responsibilities of club officers require a considerable personal contribution of time and effort. Therefore in recognition of same, admission to all club dances will be waived for current officers. The intent is to recognize the efforts of the officers and to serve as an incentive for members to run for club offices.
7. It is the clubs intention to keep members informed of dance events. Therefore, the club will print dance-related “open to the public” happenings in the club newsletter, “Calendar Sections” free of charge. The information should be written in summary form and submitted to the Newsletter Editor by the deadline. However to be fair, certain stipulations must be imposed so there are no misunderstandings. Therefore, the following limitations apply:
 - 7.1. No artwork can accompany the information.
 - 7.2. The summary can not exceed five lines of typed information.
 - 7.3. The article can include a phone number for more information.
 - 7.4. If the above limitations are exceeded, the person requesting the article has the option of paying for advertising at current advertising rates.
 - 7.5. The Board of Directors will review any disputes or appeals; the majority vote of the Board of Directors shall be the final decision. NOTE: The above does not apply to recognized, bonafide charities. The club will attempt to keep members informed of dance-related charity events, to the extent of including supplied flyers in their newsletters.
8. It is recognized that these by-laws are not “all encompassing” and that issues may arise in the future which require a decision or interpretation of the intent of these by-laws. Therefore, all items of dispute or question shall result in a review by the Board of Directors and a determination will be made thereby.
9. As long as the club is associated with the *American Bop Association*, the officers, a maximum of (2), who will represent our club at the association’s (Annual business meeting), when directed to do so by the Board of Directors, will be the current President and one additional member from the board of Directors chosen by the Board of Directors. The

Chairman of Board of Directors will be an alternate or chosen as the second member who attends the meeting.

10. The Board of Directors will review and approve requests for reasonable compensation for travel expenses for official club business.
11. The Board of Directors may, as need arises, propose and approve additional Standing Rules, that will be considered as additions to this Article. The Board may also modify any of the Standing Rules listed above. Such additions or modifications shall be posted on the club web site in the same location as the Bylaws, and appended to any published copy of said Bylaws.

ARTICLE XIII – INDEMNIFICATION

SECTION 1: NONDERIVATIVE ACTIONS

1. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2: DERIVATIVE ACTIONS

1. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication

of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 3: EXPENSES OF SUCCESSFUL DEFENSE

1. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections one (1) or two (2) of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

SECTION 4: CONTRACT RIGHT; LIMITATION ON INDEMNITY

1. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section three (3) of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

SECTION 5: DETERMINATION THAT INDEMNIFICATION IS PROPER

1. Any indemnification under sections one (1) or two (2) of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections one (1) or two (2), whichever is applicable. Such determination shall be made in any of the following ways:
 1. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 2. If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 3. By independent legal counsel in a written opinion.
 4. By the members.

SECTION 6: PROPORTIONATE INDEMNITY

1. If a person is entitled to indemnification under sections one (1) or two (2) of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 7: EXPENSE ADVANCE

1. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections one (1) or two (2) of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an

unlimited general obligation of the person on whose behalf advances are made but need not be secured.

SECTION 8: NONEXCLUSIVITY OF RIGHTS

1. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

SECTION 9: INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION

1. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

SECTION 10: FORMER DIRECTORS AND OFFICERS

1. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 11: INSURANCE

1. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

SECTION 12: CHANGES IN MICHIGAN LAW

1. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE XIII - INCORPORATION

1. The Great Lakes Swing Dance Club was incorporated on October 30th, 1991; therefore the Board of Directors for the Great Lakes Swing Dance Club and the Corporation shall be one and the same.
2. These by-laws, as amended in September 2010, are hereby confirmed as the governing rules of the Great Lakes Swing Dance Club. These individuals, dedicated to the founding principles of these by-laws, hereto affix their signatures.

2010 Board of Directors

Chairman of the Board: Terry Council _____
President: Stuart Rogers _____
Vice President: James Vroman _____
Newsletter Editor: Matthew Kelley _____
Secretary: Diane Kopec _____
Treasurer: Catherine Kelley _____
Sergeant at Arms: Ernie Callard _____