

# **VIRGINIA SQUARE AND ROUND DANCE ASSOCIATION**

## **BY-LAWS**

By-laws of the Virginia Square and Round Dance Association (VASARDA), a nonstock corporation and nonprofit organization formed under the laws of the Commonwealth of Virginia and in accordance with the Virginia Nonstock Corporation Act.

The square dance is an American institution. The term “square dance,” as used, shall be defined in the broad sense to include American rounds, international folk, New England contra, clogging, Line Dance and the traditional square dance.

### **ARTICLE 1 – PURPOSE**

The purposes, of which VASARDA is formed, as detailed in the Articles of Incorporation, are as follows:

- A. To preserve and advance in perpetuity the cultural aspect of square dancing
- B. To encourage the study and increase the knowledge of square dancing
- C. To improve human relationships through increased participation in square dancing
- D. To provide a means of greater cooperation among individual square dancers, square dance clubs and groups, and other like organizations.

### **ARTICLE II – MEMBERSHIP AND FISCAL**

**Section 1.** Membership in VASARDA shall be open to any individual who demonstrates intention and determination in accordance with Article I by participating in or supporting a square dance activity in the Commonwealth of Virginia.

**Section 2.** Written application providing all requested information and payments of dues each year shall constitute acceptance into annual membership. Membership shall be on a continuous basis from the date of payment. Each individual member shall have the right to vote at VASARDA membership meetings.

**Section 3.** Annual Dues amount is determined by the Board of Directors.

**Section 4.** The fiscal year shall be from January 1 through December 31.

**Section 5.** The net savings of VASARDA shall be retained for the actual or potential expansion of its services, for the reduction of membership dues, or for other purposes not inconsistent with its nonprofit character. VASARDA, as a nonstock corporation, shall have no capital stock or shares.

### **ARTICLE III – MEMBERSHIP**

**Section 1.** There shall be an annual membership meeting for the transaction of business and the general election of directors for the next year. Time and meeting place shall be set aside at the annual Convention for this meeting and for appropriate leadership sessions as determined by the Board. A special membership meeting may be called by the Board with no less than ten (10) days advance notice. A quorum of thirty-five (35) members, including proxy voter, shall be required for the transaction of business. A majority vote shall be required for decision on any matter. To be valid, written proxy votes in the form of an absentee ballot shall be executed and mailed to the secretary in accordance with the instructions provided. A member shall not be permitted to appoint an individual proxy under any other procedure to either vote or otherwise act for the member.

**Section 2.** Regular Board meetings shall be quarterly (Jan.-Apr.-Jul.-Sept.) unless canceled by the President and there shall be not less than two (2) meetings of the Board each year. Board meetings may be called by the President, or by the Board, with not less than ten (10) days advance notice. The President may poll the directors individually to resolve matters of urgent or emergency nature in lieu of a meeting and shall obtain not less than eight (8) affirmations for decision on any matter. A special meeting may be called by written petition of sixty (60%) percent of the directors, with no less than ten (10) days advance notice. A quorum of forty (40%) percent of the directors shall be required for transaction of business, and a majority vote of directors present and voting shall be required for decision on any matter. Executive Board meetings may be called by the President as required.

### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1.** The business and affairs of VASARDA shall be managed by an elected Board who are:

- A. Members of VASARDA
- B. Reside in Virginia or,
- C. Is a member of a Virginia Square Dance Club
- D. And who has not received monetary compensation from a square dance activity within a twelve-month period prior to being elected or appointed.

An elected director who becomes ineligible through failure to continue to meet the criteria shall be considered to have resigned from the Board.

**Section 2.** The Board shall be not less than ten (10) nor more than fifteen (15) at-large

elected and appointed board members. The Editor of Dancer News, the Webmaster, and Membership Director may be appointed from or outside the elected Board members.

**Section 3.** A nomination committee and its chairperson shall be approved by the Board at each July Board meeting each year from among the directors to provide for the nomination of members as Directors and Officers for the next year. The committee shall report its nominations to the Board, with certification of eligibility and acceptance, not less than sixty (60) days before the annual membership meeting. Directors may serve consecutive terms if nominated and elected by the body.

**Section 4.** Directors shall be elected for a term of three (3) years unless a shorter period is required to maintain staggered terms. With this by-law amendment, the current 15 Regional Directors are designated as At-large Directors. A vacancy on the Board of an elected director may be filled on an interim basis, with the right to vote, by appointment of the Board from eligible members to serve until the next membership meeting.

**Section 5.** In the transaction of business matters, only the elected and interim appointed Directors shall have the right to vote. Couples shall serve as one (1) director with one (1) vote, unless individually elected. Associate directors, Editors of Dancer News, Webmaster, advisors, and assistants, without vote, may be appointed by the Board.

## **ARTICLE V – OFFICERS**

The executive committee officers shall be the president, vice president, treasurer, and secretary. The Officers shall be elected by the Board from among the Directors. President and Vice President shall be elected for a one year term. The Secretary and Treasurer may be elected for the number of years left in their terms as Directors. Presidents and Vice Presidents may succeed themselves one (1) consecutive term if elected. The President appoints and the Board approves replacement officers to serve until the next election meeting should a vacancy occur.

- A. The President shall be the chief executive officer and shall serve as the chairperson of the Board.
- B. The Vice President shall exercise the duties of the President in his or her absence.
- C. The Treasurer shall receive and deposit all monies, disburse monies payable, and maintain fiscal records in accordance with generally accepted accounting principles. A financial review of fiscal records, under procedures determined by the Board, shall be conducted each year. The Treasurer and all members having access to VASARDA funds shall be bonded for such amounts as may be determined by the Board.
- D. The Secretary shall prepare and maintain custody of all minutes of the Board and membership meetings, issue notices for such meetings, and authenticate the corporate records.

## **ARTICLE VI – AMENDMENTS**

These by-laws may be altered or amended at any meeting of the Board at which not less than two-thirds (2/3) of the directors are present. An affirmative vote by more than two-thirds (2/3) of the directors present, but not less than eight (8) affirmative votes, shall be required for change. The proposal for change shall be included in the notice for the meeting.

January 1988

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Revised October 1997

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