

# **BYLAWS OF THE NORTH TEXAS MIDDLE EASTERN DANCE ASSOCIATION, INC**

## **ARTICLE I NAME**

The name of this organization shall be, North Texas Middle Eastern Dance Association, Inc.

## **ARTICLE II PURPOSE**

The purpose of the North Texas Middle Eastern Dance Association is to provide a common meeting ground for persons with an interest in this dance form. By educating and serving our community and providing artistic, educational, and cultural opportunities to our members, this organization strives to create an environment that supports and fosters excellence in Middle Eastern dance.

## **ARTICLE III BOARD OF DIRECTORS**

### **Section 1. AUTHORITY**

The Board of Directors shall have and exercise policy-making powers and administrative / fiscal oversight of the corporation. The Board of Directors shall establish such standing rules and operational policies as are necessary and proper for the governing of the corporation, the management of its assets, and the due and orderly conduct of its business.

### **Section 2. DIRECTORS**

The Board of Directors shall consist of not less than five (5) or more than fifteen (15) persons elected by the existing board, based on qualifications, after a duly called annual meeting. Each Director shall have one (1) vote.

### **Section 3. ELIGIBILITY**

Every Director must be a voting member in good standing of the corporation at the time of election and throughout the term of the directorship. The Board shall be open to any individual member, regardless of race, creed, national or ethnic origin. Directors shall be expected to attend all meetings and a reasonable number of the corporation's sponsored activities, events, and social functions.

### **Section 4. ELECTION**

Election of Directors shall take place after the Annual Meeting from a slate of candidates submitted by the general membership. Each candidate should be prepared to submit their qualifications.

### **Section 5. TERM**

Term of service on the Board as an elected Director, shall be two (2) years, at which time such member shall be eligible for re-election. The term shall begin upon election. The Board of Directors shall have the power to waive the two (2) year term of office for specific Board members as may be necessary. No Director can hold the same office for more than (2) consecutive terms, or a total of (4) years.

### **Section 6. MEETINGS**

The Board of Directors shall meet not less than once during each quarter of the calendar year. The time and place of meetings shall be set by the President. Directors will be notified in writing or electronically not fewer than ten (10) days, prior to the meeting.

The Board of Directors shall meet within thirty (30) days following the Annual Meeting to elect its officers for the year.

### **Section 7. SPECIAL MEETINGS**

Additional meetings of the Board of Directors may be called by the President, or by written request signed by not less than five (5) Directors in good standing. Selection of date and time for such meetings shall follow established procedures. Agenda for specially called meetings shall be limited to the purpose for which that meeting was called.

Section 8. QUORUM

Quorum for meetings of the Board of Directors shall consist of a simple majority of the current number of Directors in good standing. If, at the appointed time and place, a quorum is not present, those directors present may adjourn said meeting to reconvene without formal notice at a time and place set by those present.

Section 9. COMPENSATION

No Director shall receive compensation for services rendered. However, a Director who serves as an Officer of the Corporation, or a member who formally represents the corporation on official business, may be reimbursed, with the approval of the Board of Directors, for expenses incurred

Section 10. RESIGNATION or REMOVAL

Any Director, desiring to resign, shall submit a written resignation to the Board President. Any Board member who is absent without cause from three (3) consecutive meetings is deemed to have resigned. The Board of Directors may request, in writing, the resignation of any Board member for reason of malfeasance, moral conduct, or other actions that might result in an incurred liability on the part of the Board and/or the organization or might prove to be a detriment to the image and community responsibility of the organization.

Acceptance of voluntary or involuntary resignation shall be made in writing and signed by the President.

Section 11. WAIVER

The Board of Directors may waive the rules of removal or involuntary resignation upon petition by the Director in question. Presentation of a written request by said Director shall include statement of extenuating circumstances or justification of absences. Waiver requires a vote of two-thirds (2/3) of those Directors present and voting.

Section 12. VACANCIES occurring between Annual Meeting elections may be filled by election of a successor, by the Board of Directors, to fill the remaining balance of the vacancy.

## **ARTICLE IV OFFICERS**

Section 1. ELECTION

At the first meeting of the Board of Directors, following the annual election, the Board of Directors shall elect by ballot or voice from its own number the following officers: President, Vice-President, Secretary / Historian, and Treasurer. No Director may be nominated or elected to a position of Officer without giving consent to serve if elected.

*Paragraph a. Restricted positions*

President, Treasurer, and Membership Coordinator must be elected from the existing board of directors, and must have previously served a minimum of one (1) year.

Section 2. TERM

Term of office for each elected officer shall be two (2) years. No officer shall hold the same position for more than two (2) consecutive two-year terms. Each officer shall remain in office until a successor has been duly elected and qualified. The Board of Directors shall have the power to waive the term limit of two (2) consecutive one-year terms in office for a specific office as may be necessary.

Section 3. PRESIDENT

The duties of the President shall be to preside at all meetings of the Board of Directors and the general membership. The President shall serve ex-officio on committees except where otherwise stated in the Bylaws. No obligation to attend committee meetings is required.

The President shall supervise generally the affairs of the corporation, execute the policies of the corporation as directed by the Board, and perform other duties entrusted to the office by the Board or the membership. The President, or other duly appointed representative of the Board, shall co-sign all notes, instruments of indebtedness, and other financial instruments; enter into all contracts and agreements on behalf of the corporation; and execute all written instruments and documents as may be required by the corporation. All the above items are subject to the approval of the Board of Directors.

Section 4. VICE-PRESIDENT

The duties of the Vice-President shall be assigned by the Board of Directors as necessary to maintain and insure effective and successful activities and programs of the corporation, including oversight of related committees. The Vice-President shall fulfill the duties of the President in the absence of the President.

Section 5. SECRETARY / HISTORIAN

The duties of the Secretary shall be to keep an accurate and true record of the proceedings of all meetings of the Board of Directors, and the General Membership; and to give notice of all meetings, distribute the agenda, and perform such other duties as the Board or Executive committee may assign. Minutes of meetings shall be distributed or read to the Board at subsequent meetings. When serving in the role of Historian, the Secretary shall keep an accurate record of activities, printed materials, and other historical data of the corporation.

Section 6. TREASURER

The Treasurer shall supervise, and be held responsible for, the accountability and accuracy of all processing, reporting, and documenting of fiscal operations of the Corporation. The Treasurer shall also insure that accounting reports and records of the corporation are kept current and made available, at all reasonable times, for examination by the Board and its membership. The Treasurer shall fulfill all duties required by the corporation or by state and federal laws relative to audits, reports, tax statements, and other financial matters. The Treasurer shall co-sign notes, instruments of indebtedness and other such financial instruments as may be required to be executed and delivered by the corporation, from time to time, and subject to the approval of the Board. The Treasurer is hereby directed and empowered to cause the 990 Tax Forms to be filed by the 30<sup>th</sup> day of the fourth month following the fiscal year's end and to report such action at the next Board meeting.

Section 7. NOMINATION and ELECTION of officers

Elections shall be held within thirty (30) days following the Annual Meeting at which new Board members have been elected.

Section 8. VACANCIES

Vacancies created in an elected office by resignation or removal shall be filled by appointment from the Board of Directors.

## **ARTICLE V MEMBERSHIP**

### **Section 1. EQUITY POLICY**

The North Texas Middle Eastern Dance Association, Inc. is open to all students, teachers, professional dancers, musicians and fans of Middle Eastern dance, sympathetic of the stated purpose of the corporation. Any member whose renewal dues shall remain unpaid for sixty (60) days shall automatically cease to be a member and shall forfeit all privileges of membership, including but not limited to, voting and holding office. Membership of the corporation shall be divided into classes.

### **Section 2. VOTING RIGHTS**

Upon acceptance of dues and qualification by this corporation, an individual automatically becomes a general member of the corporation entitled to all the rights thereof. Any membership consisting of multiple (more than 2) individuals shall designate a representative for the purpose of representing the group in its dealings with the corporation. The designation and definition of the classes and respective dues and benefits shall be at the discretion of the Board of Directors of North Texas Middle Eastern Dance Association.

### **Section 3. MEMBERSHIP**

There are three types of membership, (1) Single, (2) Household, (3) Out of town. Members are designated as those who live within the telephone area codes of **214, 972, 469, 817, 940, or 903** (anyone living outside these area codes may join as an out-of-town member). Out of town membership is available only for members living outside the telephone area codes of **214, 972, 469, 817, 940, or 903**.

### **Section 4. EXCLUSION OF MEMBERSHIP**

The officers of North Texas Middle Eastern Dance Association, Inc, as elected representatives of the Association, shall have the right, at their sole discretion, to exclude from membership any person(s), if it comes to the attention of the board that the member has acted or acts in a manner detrimental to our mission statement. The member shall be notified a minimum of 30 days prior to the vote and shall be given the opportunity to provide a written explanation of the charges. Exclusion of membership shall be determined by a majority vote of the board. The board will notify the member in writing of the North Texas Middle Eastern Dance Association, Inc. membership exclusion and reimburse in full all dues paid by that member for the calendar year. The excluded member is eligible to reapply after five years, and the membership application will be reviewed at that time.

### **Section 5. DENIAL OF MEMBERSHIP RENEWAL**

The officers of North Texas Middle Eastern Dance Association, Inc, as elected representatives of the Association, shall have the right, at their sole discretion, to deny membership renewal of a current or past member if said member's behavior toward the Association and/or fellow members is deemed detrimental to the purpose, adequate functioning, and/or spirit of the Association. Denial of membership renewal shall be determined by a vote of the board. The member shall be notified of the denial of his/her renewal in a letter along with remittance of payment for membership renewal from the officers of North Texas Middle Eastern Dance Association, Inc.

### **Section 6. ANNUAL MEETING**

There shall be one general membership meeting each fiscal year at which time elections to the Board of Directors and other general business of the corporation will be conducted. Members will be notified in writing no fewer than ten (10) days prior to a meeting. Time and place shall be set by the Board of Directors.

### **Section 7. QUORUM**

For purposes of transacting business at a general membership meeting shall consist of the presence of not less than five percent (5%) of the general membership in good standing. It shall be the duty of the Secretary to determine and announce the presence or absence of a quorum at the beginning of each meeting.

## **ARTICLE VI DUES**

### Section 1. FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31st of the calendar year.

### Section 2. AMOUNT OF DUES

Annual dues of single members shall be \$20.00, household membership \$30.00. Out of town members shall be \$15.00.

### Section 3. PAYMENT OF DUES

#### *Paragraph a. New Members*

Dues of new members may be paid at any time during the fiscal year and are renewable in accordance with the initial month of membership

#### *Paragraph b. Renewal of Membership*

Dues of members wishing to renew are payable annually in accordance to the initial month of membership.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of this corporation shall be determined by the Board of Directors.

## **ARTICLE VIII DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation in compliance with North Texas Middle Eastern Dance Association Articles of Incorporation.

## **ARTICLE IX CORPORATE PERSONNEL AND AGENTS**

The Board of Directors shall have the power to hire or appoint such employees or agents as may be necessary. Designation of title, assignment of duties, and awarding of compensation, if any, shall be determined by the Board of Directors.

## **ARTICLE X AMMENDMENTS**

The Bylaws of this corporation may be amended by the Board of Directors by two-thirds (2/3) of those present at a meeting. Notice of the nature of proposed amendments must be distributed to the Directors in writing along with the agenda for the meeting at which the proposed amendments are to be acted upon. The general membership will be notified of all changes or amendments to the Bylaws at the earliest opportune moment following adoption of said change(s).