

As amended through May 7, 2020

BYLAWS
OF
BOULDER DANCE COALITION

ARTICLE I – NAME

The name of the Corporation shall be Boulder Dance Coalition.

ARTICLE II – PURPOSES

The purposes of the Corporation shall be those stated in the Articles of Incorporation.

ARTICLE III – MEMBERSHIP

Section 1 – Classes and Rights of Membership

There shall be two classes of Membership. The class, Group Membership, shall be open to folk arts and dance groups. The class, Individual Membership, shall be open to anyone interested in the purposes of the Corporation. The Board of Directors shall approve Membership applications. Each Group Member or Individual Member shall be declared a Member in Good Standing of the Corporation upon timely payment of initiation fees, if any, and dues, if any, as set from time to time by the Board of Directors. Only Group Members and Individual Members in Good Standing shall have any rights or responsibilities specified herein.

Section 2 – Representative Council

Each Individual Member shall have one vote at the Annual Membership Meeting to elect a Representative and one Alternate Representative from among them. Each Group Member shall designate one Representative and one Alternate Representative. Representatives shall make up a Council and each Representative shall have one vote on matters put before the Council.

Section 3 – Annual Meeting, Notice, Quorum.

An Annual Meeting of the Membership shall be held at a time and place to be determined by the Board of Directors. Notice of the Annual Meeting shall be by Written Notice to Group Members and to Individual Members. The purposes of the Annual Meeting shall be those specified by the Board of Directors and shall specifically include the election of a Representative of Individual Members and election of Members of the Board of Directors by the newly formed Council.

At the Annual Meeting, Group Member Representatives and Alternates shall be designated in writing. A quorum of the Individual Members, for the purpose of electing their Council Representative, shall be those Individual Members, then of record, attending the Annual Meeting. The newly formed Representative Council shall then elect Directors to replace Directors whose terms have expired and vote on other matters put before it at the Meeting.

A quorum of the Representative Council for an Annual Meeting shall be 30% of the Group

Members of record as of the date of the Annual Meeting. The Individual Membership Representative shall be counted to meet the quorum requirement.

Election of Directors shall be done using a secret paper ballot of the Representative Council. Each Director shall be elected by the affirmative vote of a simple majority of the votes cast for that Director by the Representative Council. A group Representative may at most represent three Group Members.

Section 4 – Special Meetings

Special Meetings of the Members or the Representative Council may be called by the President or on petition of any two Representatives or Members. Notice and quorums shall be the same as specified for the Annual Meeting.

Section 5 – Virtual Non-Physical Membership Meeting

The Board may choose by a 2/3 vote of all Directors to hold the Membership Meeting and the election of Directors virtually, in addition to or instead of in person, using appropriate means and mechanisms.

Specific means, mechanisms, and procedures to verify a quorum exists, to allow interaction with and among the participating Members, to communicate Annual Reports to the Membership, and to hold the election of Directors shall be determined based on readily available technology.

Such means, mechanisms, procedures, reports, and the timing of such a Virtual Meeting shall be communicated to the Membership using the Organization's web presence, email, postal mail, and other appropriate means as necessary.

The requirement of a secret ballot to elect Directors shall be satisfied to the greatest extent possible. If a completely secret ballot and voting is not feasible using known means, the persons selected by the Board to ensure a fair election, a correct ballot, and accurate counting of votes shall affirm their intent to keep secret the identity of all votes.

All other notification requirements, quorum requirements, election of Directors, and any other Membership Meeting requirements specified elsewhere in these Bylaws must be satisfied to hold a Virtual Membership Meeting.

Section 6 – Non-Discrimination

No Member shall be discriminated against by reason of Race, Creed, Sex, Color, or Sexual Orientation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board may appoint such staff as it reasonably deems necessary or desirable and may provide for yearly review

of all persons appointed.

Section 2 – Number, Election and Term of Office

Directors are elected only at an Annual or Special Meeting of the Representative Council. The number of Directors shall be not fewer than three nor more than fifteen. Except as provided herein, each Director shall serve on the Board of Directors until the end of the third Annual Meeting of the Representative Council occurring after the Annual Meeting at which they were elected. Directors may be retained for an indefinite number of terms.

Section 3 – Removal of a Director

Any Director may be removed with cause by a two-thirds vote of the remaining Board of Directors at a Special Meeting called for that purpose. Failure by any Director to attend four sequential Meetings may be defined as cause for removal. Notice of any Meeting during which the removal of a Director will be voted upon shall be by Written Notice.

Section 4 – Annual Meeting

Meetings of the Directors shall be held at least quarterly at a time and place to be determined by the Board of Directors.

Section 5 – Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board may fix any place within the State of Colorado as the place for holding any Special Meeting of the Board called by them.

Section 6 – Notice of Meetings of the Board of Directors

Notice of any Meeting of the Board of Directors shall be by Written Notice. The attendance of a Director at any Meeting shall constitute a waiver of Notice of such Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business because the Meeting was not lawfully called or convened.

Section 7 - Voting

A majority of the total number of Directors shall constitute a quorum for the transaction of all business at any Meeting of the Board. Proxy voting in which one Director authorizes another Director to exercise his or her vote will be allowed.

Proxies must be in writing, signed by the Director executing the proxy and must be in possession of the Board at the time of the proxy representation. Proxies may be either “specific”, providing for a specific vote on motions, or “general”, allowing the designated Director to exercise complete discretion for the duration of the proxy. The time period of the proxy must be designated in the proxy and can be for a single Meeting or more than a single Meeting.

Proxies of either type can be used to create a quorum. However, if less than a majority of the Directors is present or represented by proxy at said Meeting, a majority of the Directors present

or represented by proxy may adjourn the Meeting without further notice.

Voice communication or voice with video conferencing by a Director to any Board of Directors Meeting is equivalent to the personal presence of that Director at such Meeting.

Section 8 – Vacancies

Any vacancy occurring in the Board of Directors does not have to be filled unless the number of Directors drops below the minimum set in these Bylaws.

Section 9 – Compensation

No Director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument for serving in such capacity. Reimbursement for expenses shall be permitted.

ARTICLE V – OFFICERS

Section 1 – Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other Officers as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

Section 2 – Election and Term of Office

The Officers of the Corporation shall be elected annually by the Directors at the Meeting immediately following the election of Directors. Vacancies may be filled or new offices created and filled at any Meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 3 – Removal

Any Officer may be removed with cause by a unanimous vote of the remaining Board of Directors at a Special Meeting called for that purpose.

Section 4 – Duties of President

The President shall be the executive Officer of the Corporation and shall, in general, supervise and conduct the affairs of the Corporation. The President may sign, with the Secretary or any other proper Officer of the Corporation, all contracts and documents authorized generally or specifically by the Board. The President shall preside at all Meetings of the Board of Directors or shall delegate a chairperson. The President shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 5 – Duties of the Vice-President

In the absence of the President, the Vice-President shall, in general, perform the duties of the President. The Vice-President shall have such other powers and duties as may be assigned by the President or the Board of Directors.

Section 6 – Duties of the Secretary

The Secretary shall act as the recording secretary of all Meetings of the Board of Directors, and shall keep the minutes of all such Meetings in books for the purpose. The Secretary shall be the custodian of the Corporate records and of the seal, if any, of the Corporation, and shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall perform all other duties customarily incident to the Office, subject to control of the Board of Directors, and shall perform such additional duties as shall from time to time be assigned by the Board.

Section 7 – Duties of the Treasurer

The Treasurer shall have custody of all funds of the Corporation. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuables of the Corporation in the depositories the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the Corporate books and accounts to any Director of the Corporation and shall perform all duties customarily incident to the Office, subject to the control of the Board of Directors, and shall, when required, give such security for the faithful performance of the duties of the Office as the Board of Directors may determine. The Treasurer shall be required to prepare an annual accounting statement which must be presented to the Board of Directors before the Annual Meeting.

ARTICLE VI – COMMITTEES

The Board of Directors may appoint such committees as it deems necessary.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS

Section 1 – Contracts

The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; such authority must be in writing and may be general or confined to specific instances.

Section 2 – Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness shall be issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3 – Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 – Gifts

The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII – OFFICE AND BOOKS

Section 1 – Office

The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2 – Books

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws and all minutes of the Board of Directors.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Corporation shall be March 1 to February 28 or 29.

ARTICLE X – INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that that person, their testator or intestate, was an associate, Director, Officer or other Agent of the Corporation, or any other organization served by them in any capacity at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including litigation costs and attorneys' fees, provided it should be found by a majority of a committee of the Directors not involved in the matter in controversy that it was in the interests of the Corporation that such settlement be made and that such Director, Officer or Agent was not guilty of wanton or willful act or omission.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XII – NOTICE OF MEETING

Section 1 - Notice in Advance of Meeting

Notice of any Meeting shall be transmitted at least ten calendar days before said Meeting. Unless otherwise stated herein, Notice shall be deemed transmitted using one or more of the methods described in this Article.

At a minimum, such Notice shall include the date, the time, the place and the purpose of said Meeting.

Section 2 - Written Notice

Written Notice shall be transmitted by email, by text message, by post or in person. Written Notice by email is an electronic message transmitted to the email address on record. Written Notice by text message is an electronic message transmitted to the phone number on record. Written Notice by post shall be deemed transmitted when deposited in the United States postal mail in a sealed envelope addressed with the postal address on record, with postage thereon prepaid. Written Notice by person is by hand transmittal.

Section 3 - Voice Notice

Verbal Notice shall be given either face-to-face, or by electronic audio communication to the contact information on record, or by voice message recorded to the phone number of record.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of a quorum of the Board of Directors present at any Meeting of the Board of Directors. Written Notice of such Meeting shall include the proposed amendment and its purpose.

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