

BYLAWS
of
CENTRAL PUGET SOUND COUNCIL
of
The SQUARE and FOLK DANCE FEDERATION of WASHINGTON, INC.

INTRODUCTION

ORGANIZATION AND PURPOSE

The Central Puget Sound Council (CPSC) was organized as a not-for-profit group October 11, 1950.

The primary purposes of this organization are to:

- A. Provide support and leadership to the many square dance clubs in the Central Puget Sound area.
- B. Provide a channel both to and from the State Federation so that the individual member clubs are current on such things as promotion, club insurance, state festivals, council dances, national dances, and publicity.
- C. Provide a forum so individual club representatives (Delegates) can get together to exchange ideas and resolve problems.

The Central Puget Sound Council was incorporated in the State of Washington on the 8th day of March 1955 as the "*Central Puget Sound Council of the Square and Folk Dance Federation of Washington, Inc.*" as a not-for-profit corporation.

The first officers of the council after incorporation were:

President and Director, Don Mitchell
Vice-President and Director, Ed Stebor
Treasurer and Director, Scott Garret
Recording Secretary and Director, Lois McAtee
Corresponding Secretary and Director, Catherine Elvert
Area Representative and Director, Ed Forsman

The first Director at Large was:

Director, Burt Glazier

ARTICLE I DEFINITIONS

For purposes of clarification and understanding, the following definitions apply to certain terms used in these bylaws.

1. **COUNCIL:** The council refers to the "Central Puget Sound Council of the Square and Folk Dance Federation of Washington, Inc."
2. **STATE FEDERATION:** The State Federation refers to The Square and Folk Dance Federation of Washington which was *incorporated August 21, 1954* as a not-for-profit organization under the laws of The State of Washington.
3. **COUNCIL OFFICERS:** The *seven (7) Officers* of this Corporation are the President, Vice-president, Treasurer, Recording Secretary, Corresponding Secretary, Area Delegate, and Area Nominating Committeeperson.
4. **AREA DELEGATE:** The Area Delegate is the Council Officer known by the State Federation as the Area Council State Delegate.
5. **NOT-FOR-PROFIT CLUB:** Member clubs shall register with the State of Washington as a not-for-profit organization.

A not-for-profit club is governed by elected officers from the club membership or by an appointed committee from the membership, being financed by assessment of dues or a fixed fee. The income is used to defray expenses of social functions and related facilities. (Any organization where income goes to one or more persons who make no accounting to the organization members shall be considered to be a for-profit organization).

Determination of whether or not an organization is a not-for-profit organization for Council membership will be made by the Council Board of Directors.

It is strongly recommended that member clubs incorporate with the State of Washington as a not-for-profit corporation. The principal advantage is that officers and members are protected from personal liability under obligations incurred by the organization.

A corporation can hold/own property, inherit a legacy, make legally binding contracts, hire employees, and be in a position to sue or be sued as a separate entity from the membership.

6. **STATE COUNCIL:** The State Council, also known as the Board of Trustees, is the management group of the State Federation composed of the State Federation Officers, the Area Delegates and the chairpersons of State Federation Standing Committees.
7. **JUNIOR CLUB:** Junior Clubs are groups being primarily composed of members pre-teen through high school age.

ARTICLE II OFFICERS, DIRECTORS AND THEIR DUTIES:

1. **PRESIDENT:** The President shall preside at all meetings of the Council and the Board of Directors, shall appoint chair persons of committees after consultation with the Board of Directors, President elect shall prepare a proposed budget and present it at the *June Board* meeting and shall perform all other duties ordinarily devolving upon the office of the President. The immediate past President shall upon acceptance, serve the following year as Director at Large number 1 of the Board of Directors of the Council.
2. **VICE-PRESIDENT:** The Vice-President shall, in the absence or incapacity of the President, perform the duties of that office, assist the President in coordinating all activities of the Council, shall be responsible for records of Council property, shall accept such other duties as the President may designate, and perform all other duties ordinarily devolving upon the office of Vice-President.
3. **TREASURER:** The Treasurer shall be bonded, collect and be custodian of all funds of the Council and maintain such bank accounts as are deemed necessary. All authorized Council bills shall be covered by an itemized statement or receipt and paid promptly. The Treasurer shall obtain the signature of the President or Recording Secretary on all checks, and perform all other duties ordinarily devolving upon the office of Treasurer.
4. **RECORDING SECRETARY:** The Recording Secretary shall keep the minutes of meetings of the Council and of the Board of Directors, shall keep a complete and continuously updated roll of the membership, shall ~~mail~~ send a copy of Council meeting minutes to the Council Delegates and Officers, and shall perform all other duties ordinarily devolving upon the office of Recording Secretary.
5. **CORRESPONDING SECRETARY:** The Corresponding Secretary shall handle all miscellaneous correspondence as directed by the President.

The Corresponding Secretary shall also be responsible for the Council Directory: preparation for publication, obtaining *three bids* for printing, contracting on behalf of the Council for the printing and distribution to the Council. The Directory shall be ready for distribution at the *September* meeting of the Council Board of Directors.

The Corresponding Secretary shall perform those other duties ordinarily devolving upon the office of Corresponding Secretary.

6. **AREA DELEGATE:** The Area Delegate shall represent the Council at State Federation meetings, shall be a member of the State Federation Board of Trustees, and shall report to the Council the proceedings of that body.
7. **AREA NOMINATING COMMITTEEPERSON:** The Area Nominating Committee person shall be a member of the State Federation Nominating Committee, shall attend State Federation meetings, and present to the State Federation Nominating Committee a slate of candidates from the Council for State Federation Office.
8. **DIRECTORS AT LARGE NUMBER 1 AND NUMBER 2:** Directors at Large are voting members of the Board of Directors, serve on the Nominating Committee, shall control access to the voting cards verifying voting eligibility and such other duties as the President may from time to time request. Director at Large number 1 will assume the chair of

the Nominating Committee.

The Directors at Large are selected as follows:

- A. The position of Director at Large number 1 shall be assumed by the outgoing President upon completing that term of office and acceptance of the position, Director at Large number 1. If the outgoing President declines the directorship, that position will be filled by ballot.
- B. Director at Large number 2, that position will be filled by ballot.

ARTICLE III COMMITTEES

1. **STANDING COMMITTEES:** The Standing Committees of the Council shall be those necessary to carry on the business of the Council as determined by these bylaws. The duties of the standing committees shall be defined in the Standing Rules. The following standing committees shall be established by the selection of chairpersons *prior to the June meeting* of the Council Board:

Audit, Bylaw & Standing Rule, Council Nominating, Footnotes, Heritage, Historian, Junior Promotion, Leadership Seminar, Membership, National Convention, Parliamentarian, Publicity & Promotion, Round Dance, State Festival and Telephone, Council Festival (12/10/03), ~~Council Phone Service (3/12/97)~~ (11/08/06), Council Webmaster (3/12/97).

2. **STANDING COMMITTEE CHAIRPERSONS:** Chairs of Standing Committees shall be selected by the incoming President from member Clubs to serve for *one (1) year* and shall be announced at the *June meeting* of the Council Board. Selection of Chairpersons shall, as nearly as possible be from all geographical areas of the Council.
3. **SPECIAL COMMITTEES:** Committees may be appointed by the President whenever necessary. Special Committees shall continue to exist until the assigned duty has been completed or until dismissed by the President. The Chairperson of a Special Committee shall report to the Council and the Board of Directors as may be directed by the President.

ARTICLE IV BOARD OF DIRECTORS

1. The Board of Directors shall consist of:
 - A. *Seven (7) Officers of the Council.*
 - B. *Two (2) Directors at Large.*
2. The Board of Directors shall screen all organizations applying for membership and shall, in general, review all business to be brought before the Council, act on business demanding immediate attention, and report in full all actions to the next Council meeting. *Review at the June meeting of the Board, the President's proposed budget and recommend the results of that review to the June meeting of the Council for their approval.*
3. The Board of Directors may appropriate, spend and/or obligate the Council for an expenditure of up to *One Hundred*

Dollars (\$100.00) for any one project. Sums over/larger than One Hundred Dollars (\$100.00) require Council approval.

4. Each member of the Board of Directors shall have one (1) vote in all matters brought before the Board. Board members must be present to vote.

ARTICLE V BOARD OF DIRECTORS' MEETINGS

1. ~~The Board shall meet on the First Wednesday of September, November, January, March, and May.~~ The Board shall meet on the First Wednesday of September, November, January, March, May, and June. Additional meetings of the Board may be called by the President with seven (7) days notice to all members of the Board. ~~with a majority of the Board Approving.~~ (6/14/2000) (11-12-08)

2. *Five (5) Board Members* shall constitute a quorum for Board of Directors meetings.

ARTICLE VI COUNCIL MANAGEMENT

1. Management of the Council shall be vested in the Council composed of *two (2) Council Delegates* from each member club.
2. A Council Delegate is accepted upon receipt of The Membership Form by the Council Membership Chair. A subsequent replacement (permanent or temporary) Delegate is established upon receipt of written notice of the appointment signed by the current President of the represented member club. A Council Delegate is considered to be one person and an alternate (i.e.: If the primary Delegate is absent the alternate member is considered to be a Delegate without need of a written notice from the club president). The alternate Delegate can be any member of a represented club, (i.e.: a spouse or any other club member). The alternate Delegate shall be named on the membership form, (i.e.: non-spouse or spouse club member).
- 3 Each Council Delegate's term is from *July 1 through June 30*.
4. The Council reserves all authority not specifically delegated to the Board of Directors.
5. Each Council Delegate may cast only one vote in matters brought before the council and may not cast a vote as a representative of more than one club. ~~Voting must be done in person at the meeting.~~ (11-12-08)
 6. All standing committee chairpersons are entitled to one (1) vote only and may not cast a vote as a representative of a club. (11-12-08)
 7. Voting must be done in person at the meeting. (11-12-08)

ARTICLE VII COUNCIL MEETINGS

1. The Council shall meet on the *Second Wednesday* of each month from *September through June*. Special meetings of the council may be called by the Board of Directors by written notice to all member clubs *one week* in advance of the meeting date.
2. *Twenty-five percent (25%)* of the total number of established Council Delegates, standing committee chairpersons, and *two (2) officers* of the Council shall constitute a quorum at Council meetings.
3. Motions ~~and voting rights~~ at Council meetings are reserved exclusively for and may only be exercised by established Council Delegates or their–authorized alternates, and Standing Committee Chairpersons present at the meeting. Discussion may be entered into by anyone attending Council meeting. (11-12-08)

ARTICLE VIII MEMBERSHIP

1. Initial Membership in the Council shall be open to all qualified not-for-profit square, round and folk dance clubs whose membership numbers *twenty-four (24) or more* people and whose headquarters are in King County, the southern part of Snohomish County and Northern part of Pierce County of the State of Washington.
2. Application for membership shall be filed with the Membership Committee Chairperson who will review the application and make recommendations to the Board. Applicants who receive favorable action by the Board must receive a majority vote of the Delegates present at a Council meeting. Thus being duly elected, the organization shall be an Associate Member until its application has been acted upon by the State Federation. Associate Members shall enjoy all the privileges of regular established/authorized Members, except that Associate Members will not be entitled to vote or hold an office in the Council.
3. Membership renewal applications shall be filed with the Membership Committee Chair. The Chair shall review the renewal application and if in order, recommend to the Board of Directors that the applicant be continued in membership for the ensuing year. Renewal applications which do not appear to be in order shall be referred to the Board for action. The action of the Board shall be reported at the next Council meeting. Actions by the Board on renewal applications may be reversed by a majority vote of the Council.
4. If a member club fails to meet the requirements for membership, that membership may be forfeited.

ARTICLE IX FISCAL YEAR AND DUES

1. *June 1 through May 31* shall be the Council's Fiscal Year.
2. Annual Council dues shall be established/codified in the standing rules. Dues are to be collected and sent, by the club to the Council with the membership invoice.
3. Annual dues are from *September 1st through August 31*. In order to have clubs listed in the Council and the State

Federation Directories, it is necessary that dues and renewal forms be received by the Membership Chair by *May 1st*.

4. A new club applying for membership after *March 1st*, whose application is approved, shall be considered paid up for the remainder of the current year and for all of the following year through *August 31st*.
5. A regular member club that drops its membership for more than three (3) months and then wishes to rejoin the Council must apply for membership again as for a new member.

ARTICLE X ELECTION OF OFFICERS and DIRECTORS AT LARGE

1. The Nominating Committee chaired by Director at Large number 1 shall consist of the two (2) Directors at Large who will:
 - A. Select at least two (2) candidates for each office who have had some experience in club or council work from the membership of member clubs.
 - B. Report at the *February* meeting of the Council.
2. Nominations from the floor shall be called for at the *February* and *March* meetings of the Council.
3. Election of Officers and Directors at Large will be during the April Council meeting by secret ballot. A candidate must receive a majority vote. In the event no candidate receives the necessary majority, a run off election shall be held between the two (2) candidates receiving the largest number of votes from the first balloting.
4. The Nominating Committee shall be the tellers for the election. In the event a member of the nominating committee is running for election, the President shall assign a non-candidate to fill the necessary teller position(s).
5. The new Officers and Directors at Large shall be installed at the *June* meeting of the Council to serve as follows:
 - A. All officers and Directors at Large, except the Area Delegate and the Area Nominating Committeeperson shall serve one year.
 - B. The Area Delegate shall be elected on even numbered years for a *two (2) year term*.
 - C. The Area Nominating Committeeperson shall be elected on odd numbered years for a *two (2) year term*.
 - D. Officers and Directors at Large shall serve until duly qualified successors are installed.
6. In the event the outgoing President is elected to another office or is otherwise unavailable, at least two candidates for the office of Director at Large shall be nominated. The candidate receiving the most votes will be declared to be Director at Large number 1. The candidate receiving the next highest number of votes will be declared to be Director at

Large number 2.

7. A vacancy in any office may be filled at any duly called meeting of the Council by a majority vote of the Council Delegates present. Nominations shall be made by the Nominating Committee and from the floor.

ARTICLE XI PROCEDURES

1. Failure by an Officer or Director at Large to attend Board and/or Council meetings on a regular basis will be considered a resignation by that individual. Such an individual may, however, be removed from office by the Council at any meeting.
2. The Standing Rules may be suspended for a single meeting amended or rescinded by a majority vote.
3. Procedures not defined by these bylaws or in rules subsequently adopted by the Council shall be in accordance with the latest edition of *Robert's Rules of Order Revised*.

ARTICLE XII AMENDMENTS

These bylaws may be amended by a *two-thirds* majority vote of the Council Delegates present at any duly called meeting of the Council provided that:

1. The proposed amendment(s) shall be submitted in writing to the Delegates at least forty (40) days prior to the meeting at which the election is to be held.
2. The proposed amendment(s) shall be read at a Council meeting prior to the meeting at which the election is to be held.

Original 1951

March 1971 Complete revision, effective September 9 1971

Revisions: 10-12-83, 3-9-83, 1-13-88

March 1994 Complete revision, effective June 1994

April 1994 Complete revision, adopted (effective) September 14, 1994

Revision 2008, Complete revision adopted (effective) November 12, 2008.