

GEORGIA STATE SQUARE DANCERS ASSOCIATION, INC.



BYLAWS

Definitions

The term “*square dancing*” is understood to include square dancing, round dancing, clogging, contra, lines, and other types of folk dancing. For the purpose of these Bylaws all participants in these activities are identified as “*square dancers*”.

The term “*Director*” is construed to mean and apply to an individual of either sex. Each Director shall have one vote. Members of the GSSDA Board are referred to as “*Directors*”.

Executive Committee are the officers of the organization and the immediate Past-President, provided GSSDA membership is maintained.

Officers of the organization are the President, Vice President, Recording Secretary, Correspondence Secretary, and Treasurer.

ARTICLE I

Name

The legal name of this Non-Profit Corporation shall be known as the “*Georgia State Square Dancers Association, Inc.*” (GSSDA), and shall herein be referred to as the “Corporation or Organization”. The address of said organization shall be at such place as shall be determined from time to time by the Board of Directors.

ARTICLE II

Objectives

Section 1. The Corporation is formed exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code, and specifically to promote, create, and perpetuate interest and participation in and education about the art of square dancing by, among other things, producing and presenting seminars, workshops, classes, and exhibitions; to foster interaction and communication among square dancers, teachers, dance leaders, square dance

clubs, and all other persons, groups, and clubs interested in the promotion of and participation in square dancing; to encourage the exchange of ideas about square dance instruction and education; including, without limitation, hosting the Annual Georgia State Square Dance Convention.

Section 2. The Corporation is not organized and shall not be operated for gain or profit. No part of the property of the Corporation and no part of its net earnings shall benefit any Director, officer, or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized. The Corporation shall never engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income there from be used or devoted to such purposes.

Section 3. In the event of dissolution of this organization to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to or among, or its assets shall be sold and the proceeds distributed to or among, one or more other organizations organized for operating for the same purpose for which this Corporation is organized and operating exclusively for the same purposes, which shall be selected by the Board of Directors of the Corporation. In the event that for any reason upon dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act as herein provided within a reasonable time, the Chief Judge of the Superior Court of DeKalb County shall make such distributions as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE III

GSSDA Membership

Section 1. GSSDA Membership may be granted to an individual, club, federation, or organization upon completion of an application and payment of dues. Individual Membership is defined to include solo, married couple, or partners living at the same address. Each Membership is emailed an electronic copy of the quarterly Dixie Crier Newsletter.

Section 2. Members shall be assessed annual dues in an amount to be determined by the Board of Directors. Dues are payable on a fiscal year basis which shall begin January 1 and end December 31 of each year and are not assessed prorate by month. Dues may be renewed at the Georgia State Square Dance Convention or submitted using the Membership Application Form.

ARTICLE IV

Board of Directors

Section 1. There shall be a Board of Directors with composition and authority as designated in other sections of this article.

Section 2. Qualifications and Procedures for becoming a member of the Georgia State Square Dancers Association (GSSDA) Board of Directors.

Prospective member must provide a brief resume of qualifications at the first official visit with the announced intention of becoming a member of the GSSDA Board of Directors. The brief resume should include the prospective member's name, club and federation affiliation, square dancing history, and qualifications they bring to the Board of Directors. Voting will be by secret ballot for each prospective Director at their third (3rd) meeting. Three (3) Directors selected by the President will count the votes.

Applicants must meet the following requirements:

- a) Be a resident of Georgia, or member of a federation or club in a contiguous state.
- b) Be a member in good standing of a square dance club, which is a member of GSSDA.
- c) Has square danced a minimum of two (2) years or one (1) year after graduation of Mainstream.
- d) Must have demonstrated leadership abilities in a club and/or federation.
- e) Is willing to dedicate his/her time to serve on the GSSDA Board to promote its aims and objectives and to improve square dancing in general.
- f) Is willing to visit other clubs to promote square dancing, attend graduations of assigned clubs, attend GSSDA sponsored dances especially the Georgia State Square Dance Convention.
- g) Must display a friendly, cooperative, and respectful attitude to other dancers at all times, always mindful that we represent the entire GSSDA Board of Directors.
- h) Must be willing to attend all GSSDA Board of Directors meetings, if possible.

Section 3. For purposes of composition of the Board, the State of Georgia is divided into eight regions recognized as established federations of the state (Northwest Georgia Federation

(NWGF), Northeast Georgia Federation (NEGF), Metro Atlanta Square Dance Association (MASDA), East Alabama/West Georgia Federation (EAWGF), Heart of Georgia Federation, Central Savannah River Association Squares / Rounds Federation (CSRA S/R), Dixie Federation, and Southeast Georgia Federation Rounds & Squares (SEGFRS)). Said federations are designated on a map of the State of Georgia which is attached as Exhibit A. It is desired that each Federation be represented by a minimum of two (2) Directors.

Section 4. Directors that resign from the Board with 15 or more years of service to GSSDA may be considered for Honorary Lifetime Membership by the organization. Honorary Lifetime members may attend the Georgia State Square Dance Convention free of charge. The GSSDA Board will present the Honorary Lifetime Member a plaque in recognition of their service at the Annual Georgia State Square Dance Convention.

Section 5. By acceptance of membership on the Board of Directors, such member agrees to accept and serve as an Officer if nominated and elected.

Section 6. The Board shall exercise general supervision of the business of the organization and shall make all decisions concerning state dances and the promotion of said dances and any other activities or business of the organization.

Section 7. Directors are expected to attend all meetings of the organization (See Qualifications/Procedures, Article IV, Section 2), including Board of Directors meetings and other functions. Attendance by one Director of a two Director couple shall constitute attendance for both Directors at that meeting or function, except for purposes of establishing a quorum. A Director who has not attended three (3) meetings in a twelve (12) month period shall be subject if a majority of Directors present at a Board meeting vote for removal. No vote on removal by reason of conduct shall be taken unless the notice of such meeting states that such will be considered.

Section 8. Meetings of the Board of Directors

- a) Regular meetings of the Board of Directors shall be held on the second Sunday of the month at a frequency, place and time designated by the Executive Committee, but not less frequent than once each quarter.
- b) Notice of the Board meetings shall be made to the Directors by the Corresponding Secretary at least ten (10) days prior to the meeting.
- c) Biennially, at the regular May meeting or meeting closest to May, a five-member nominating committee shall be composed. The President will appoint two (2) members from the Board of Directors at large to serve on this committee. The Board will appoint one (1) additional member in open session. The immediate Past-President, provided GSSDA membership is maintained, will automatically serve as a

member of this committee, as well as the current President, who will chair the committee. The nominating committee shall prepare the slate of new officer candidates to be presented with notice of the August meeting of the Board of Directors. At this meeting, the report of the nominating committee will be heard and other nominations, if any, with prior consent of those nominated, may also be presented from the floor for consideration. Election of new officers will take place at this time, with each position to be filled, awarded to that Director who receives a majority of the votes cast for the position by those present and voting. If two or more candidates are nominated for any one office, election will be by secret ballot.

d) Officers are installed per Article V, Section 9.

ARTICLE V

Officers & Executive Committee

Section 1. Officers of this organization shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The same person may not fill more than one office at the same time. An office may be filled by a Director, a married couple or co-chaired by two Directors.

Section 2. No Board member who lives outside the State of Georgia shall hold an Executive Office.

Section 3. The Officers of the organization and the immediate Past-President shall compose the Executive Committee. The Immediate Past-President is defined as the former President on December 31st of the preceding year.

Section 4. Each Officer and the Executive Committee shall have such duties and responsibilities as delegated to them by the bylaws. The Board of Directors may assign additional temporary duties and responsibilities to continue for a designated time but not longer than through the term in which instituted.

Section 5. Election of Officers

The Officers shall be elected from and by the Board of Directors for a biennial term of two (2) years, unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint an officer for two (2) additional year(s). No person shall serve more than four (4) consecutive years in the same office, except when completing an unexpired term due to resignation of Director. After serving the maximum two (2) consecutive terms in the same office, a Director may be eligible for re-election after two (2) years has passed since the conclusion of such Board member's service in that office. A Director may serve in another office during this time.

Section 6. Replacing Vacant Position

In the event of death, resignation, or other termination of an Officer, such Officer's successor shall be elected only to fill the unexpired term. The Officer shall be elected from and by the Board of Directors to complete an unexpired term in office. The Board member elected to fill a vacancy shall be eligible for succeeding terms in office, in accordance with the requirements of Article V, Section 4.1.

Section 7. The Board of Directors, by way of affirmative vote of a majority of the Directors then currently in office, may remove any Director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing in the manner set forth in Article IV, Section 8, "Meetings of the Board of Directors" that such action would be considered at the meeting. Such removal vote cannot be held unless there has been at least two (2) weeks prior notice that a vote on removal of a Director is to be considered. Loss of membership on the Board of Directors, shall remove any officer from office.

Section 8. Each Board member shall have the right to resign at any time upon written notice thereof to the President, Corresponding Secretary, or the Executive Committee. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of such resignation shall take effect upon receipt thereof and the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Officer Transition

Officers shall be installed at the first meeting after the state convention. Officer transition is one of the most important tasks of our organization. A successful transition will provide the transfer of valuable knowledge and experience of outgoing Officers to incoming Officers to allow for continuity. Outgoing Officers should compile and organize all printed and electronic files and resources. Create a transition binder for the position. Schedule a transition meeting to share information with incoming Officer. It is important for incoming Officers to capitalize on the knowledge and expertise of outgoing Officers. Incoming Officers should be proactive in seeking advice from outgoing Officer.

ARTICLE VI

Officers Duties

Section 1 PRESIDENT

- a) Presides at all regular and called meetings of the Board of Directors and Executive Committee.
- b) Sets the time and place of called meetings of the Board of Directors and the Executive Committee.

- c) Is responsible for carrying out the objectives of the organization.
- d) Appoints chairpersons of standing and special committees.
- e) Serves as *Ex-Officio* member to all committees and will have the same rights and obligations, including voting power, as the other committee members.
- f) Appoints and serves as chairperson of the nominating committee.
- g) Secures legal counsel for the organization when necessary.
- h) Performs such other acts and duties as shall be from time to time authorized and directed by the Board of Directors.
- i) Maintains Non-Profit status as required. Ensures filing of annual corporate tax return.
- j) Renews annual Georgia Secretary of State corporate registration.
- k) In the circumstances described below, the GSSDA President will send flowers to individuals in the name of the GSSDA. Normally, the President will commission the Corresponding Secretary to order flowers on behalf of the GSSDA with the bill sent to the GSSDA Treasurer for payment.

Flowers are to be sent, at a cost not to exceed \$150, upon the death of an active member of the GSSDA Board of Directors, or upon the death of an immediate family member (husband, wife, child, mother, or father) of an active member. At the request of the decedent's family, \$150 may be donated—in lieu of flowers—to a charity selected by the family. In this case, the GSSDA Treasurer will issue a check to the charity on behalf of the GSSDA.

Flowers are also to be sent, at a cost not to exceed \$75, when an active member of the GSSDA Board of Directors has been hospitalized for a minimum of two days. A card should be sent (in lieu of flowers) if the same member is hospitalized for the same illness on subsequent occasions.

On the death of a Member Emeritus, cards are to be sent in the name of the Georgia State Square Dancers Association (GSSDA).

Section 2 Vice-President

- a) Presides at meetings in the absence of the President.
- b) Serves as interim President in case of death, resignation, or removal of the President until such time as a new President may be elected in accordance with Article V, Section 4.2.
- c) Maintains the Standing Rules document and distributes to the Board.

Section 3 Recording Secretary

- a) Takes accurate minutes at all meetings and present them at each meeting.
- b) Provides Board Members a copy of the minutes via email before each meeting.
- c) Keeps a record of the attendance of the Directors at each meeting.
- d) Maintains an accurate list of the Board of Directors.
- e) Notifies the President of members who reach 15 years of service to GSSDA.

Section 4 Corresponding Secretary

Take care of all official correspondence not otherwise assigned. Included is the preparation and timely notification of all routine, Executive Committee, and Board of Director meetings. The Corresponding Secretary will send the requests to all members of the Board via email as directed by the President for Internet Voting in accordance with Article XII, Internet Voting.

The Corresponding Secretary will send out Get Well, Sympathy cards as needed.

Section 5 Treasurer

- a) Keeps accurate and complete records of receipts and disbursements. Present a financial report at each meeting.
- b) Writes necessary checks for debts incurred by the organization as shall be directed by the Board of Directors.
- c) During the October Board Meeting, the Executive Committee will select an auditor with the approval of the Board for an annual examination of the books of the organization. This audit will be held by end of fiscal year and the audit report will be given by the Treasurer to the Board at the first GSSDA Board
- d) The Executive Committee and Treasurer are to create a proposed annual budget and present to the Board at the October Board meeting for approval.

Section 6 Immediate Past-President

Immediate Past-President is defined as the previous President at the end of a normal term of office. This title shall be in effect until the next President's term is completed, provided GSSDA membership is maintained. A President leaving office before the end of a normal term of office shall not hold the designation of Immediate Past-President.

Duties and responsibilities of the Immediate Past-President shall include:

- a) The Immediate Past-President becomes a member of the Executive Committee after completion of their office term, at the first meeting after the state convention.
- b) Provides guidance, counseling, and training to new GSSDA Officers in organization operations and functions.
- c) The Immediate Past-President will serve as a member of the Nominating Committee.
- d) Supports state square dance organizations, festivals, activities, and conventions.
- e) Participates in all organization functions.

ARTICLE VII Finances

The Board of Directors shall have supervision and control over all matters of finance connected with the corporation except such as may be delegated by them specifically to the Executive Committee. The Board of Directors shall have the authority to designate such bank or other depositories, in which accounts may be opened, to hold and transmit the funds of the corporation. The Board shall likewise have the authority to designate signatures on such accounts and also to designate the amounts of any loans to be entered into by the corporation and the person authorized to negotiate and/or sign for any such loan on behalf of the corporation. All expenditures in excess of \$300.00 shall require approval of the Board of Directors. Expenditures below \$300.00 may be approved by the Executive Committee.

ARTICLE VIII Conflict of Interest

The purpose of the Conflict of Interest Policy is to protect the Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and

federal laws governing conflict of interest applicable to nonprofit and charitable corporation/organizations and is not intended as an exclusive statement of responsibilities.

Section 1. Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Section 2. Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the best interest of the organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Section 3. Violations of Conflict of Interest Policy

- a) Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Acknowledgement of Conflict of Interest Policy.

Each Board Director shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands that the organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE IX
Standing Committees

Section 1. There shall be standing committees as may be required to conduct the business of the organization. The chairperson of these committees shall be selected by the President from the membership of the Board of Directors.

Section 2. If the President does not appoint committee members, chairperson of the standing committees may select their own committee members from among the membership of the organization.

ARTICLE X
Voting Regulations

A simple majority of Directors shall constitute a quorum for meetings of the Board of Directors. Decisions of the Board must be approved by a simple majority of Directors who are present at the meeting, as well as those voting by absentee ballot (if allowed) except as otherwise herein specified. Absentee ballot(s) shall be accepted at the discretion of the Executive Committee prior to voting.

ARTICLE XI
Parliamentary Authority

All meetings of this corporation shall be governed by parliamentary law as set forth in Robert's Rules of Order Revised.

ARTICLE XII

Internet Voting

At times when the Board is not in a business session it is necessary to conduct the business of the organization. When this situation arises, the meeting may be handled as follows:

- a) Any request for action will be forwarded to the President of the Board.
- b) If the President determines that action needs to be taken prior to the next scheduled meeting of the Board, the President will forward the request to the Corresponding Secretary.
- c) The Corresponding Secretary will send the request to all members of the Board via email. The Corresponding Secretary will instruct the members to consider the request, make comments and return the request to the Corresponding Secretary within 14 days with their comments and their yes or no vote.
- d) If the Corresponding Secretary has not heard from all members within seven (7) days after the request has been sent, a reminder to the members that have seven (7) more days in which to respond. Any response received after the 14-day period will not be included. All responses must be in writing and no verbal discussion or vote will be included.
- e) The Corresponding Secretary shall compile a listing of all the responses by member name along with the result of the voting. The Corresponding Secretary shall then forward the responses with the voting results to the President.
- f) The President shall then inform the individual requesting the action, along with the members of the Board, the results of the action taken.
- g) At the next scheduled meeting of the Board, the results of the request shall be confirmed and the comments and voting results will be part of the minutes of the meeting.

ARTICLE XIII

Amendments

Bylaws may be amended by any regular or special meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the Directors present provided that notice of the proposed amendment was submitted at a previous meeting, email, or by mail at least two (2) weeks prior to the meeting.

ARTICLE XIV

Seal

The Board of Directors shall adopt a corporate seal, which will designate the name of the organization and shall have also imprinted thereon the word “Seal” and such other decorative emblem(s) as they deem appropriate. An imprint of said seal shall be attached at the end of these bylaws.

These Bylaws were duly adopted by the Board of Directors of the Georgia State Square Dancers Association, Inc. as of January 27, 2024.

Attested: Raiford Peacock, GSSDA President



EXHIBIT A

GEORGIA FEDERATION MAP

For purposes of composition of the Board, the State of Georgia is divided into eight regions recognized as established federations of the state.

1. Northwest Georgia Federation (NWGF)
2. Northeast Georgia Federation (NEGF)
3. Metro Atlanta Square Dance Association (MASDA)
4. East Alabama / West Georgia Federation
5. Heart of Georgia Federation
6. Central Savannah River Association Squares/Rounds Federation (CSRA S/R)
7. Dixie Federation
8. Southeast Georgia Federation Rounds & Squares (SEGFRS)

