

Brickyard

Boogie Dancers



ByLaws

(as amended and approved December 6, 2006)

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ARTICLE 1: ORGANIZATION

Article 1, Section 1 **Name:** The name of the Club shall be Brickyard Boogie Dancers. It may also be referred to as "BBD" or the "Club".

Article 1, Section 2 **Incorporation:** The Club shall be incorporated in the State of Indiana as a non-profit social corporation and shall maintain a registered agent in the State of Indiana.

ARTICLE 2: OBJECTIVE OF THE CLUB

Article 2, Section 1 **Community :** The Brickyard Boogie Dancers is dedicated to uniting the Indianapolis "swing dance community" in the promotion and preservation of swing dancing (i.e., East Coast Swing, West Coast Swing, Jitterbug and Shag) for the entertainment, fellowship and interest of the constituent members. It is further dedicated to the preservation of Rhythm and Blues, Oldies, Beach, Shag and other similar swing dance music.

Article 2, Section 2 **Music:** The music played will be dedicated primarily to the preservation of Swing, Jitterbug, Bop, Hustle, "Rhythm and Blues", Beach, Carolina, Shag and Oldies for the entertainment, fellowship and interest of the constituent members. To enhance the entertainment of members, additional types of music may be played for the fellowship of members in attendance at any function; including slow dances and popular line dances. The BBD is further dedicated to the promotion, and preservation of the above types of music by featuring them at least 90% of the time that music is played at each function.

Article 2, Section 3 **Education:** To provide dance lessons for Club members. These dance lessons will be primarily Swing, Jitterbug, and Shag, but a small amount of other types of dancing may also be included if approved by the Board. To provide seminars and workshops which meet the Purpose of the Club.

By approval of 2/3 vote by the board, a fee may be required from each participant in the lessons.

Article 2, Section 4 **Club Business Operations:** To provide a Club business operating format wherein a Board shall have full power and authority over the affairs of the Club.

Article 2, Section 5 **Non-Discrimination:** The Club shall not discriminate against applicants on the basis of race, age, color, creed, religion, sex, disabilities, sexual preference, union or political affiliation, or national or ethnic origin

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ARTICLE 3: MEMBERSHIP

Article 3, Section 1 General Members: There shall be two classes of General Membership, Active and Life.

Article 3, Section 1.1 Active Members: Active Members are those who have submitted the proper application for Membership to the Board, who have paid the required dues, and who have been approved by a majority vote of a Quorum of the Board at any regular or special meeting of the Board. New member applicants shall be notified as to their acceptance or rejection within sixty (60) days of the application and payment of dues. The new member will be a member for the remaining months of the year joined. A member shall be renewed for the next calendar year upon payment of the annual membership dues for that year. All dues are due in the month of January of each year. New member applicants shall be refunded all dues paid for their membership if the Board does not accept their membership.

Article 3, Section 1.2 Life Member: is a person who has performed exemplary service or made a uniquely exceptional contribution for the benefit of the Club. All other Life Members must be approved by a two-thirds (2/3) vote of a Quorum of the Board. These members shall have the rights of an Active Member, but will not be required to pay membership dues.

Article 3, Section 2.2 Event Member: Is a person who pays the Event Member fee and becomes a member for one event.

Article 3, Section 2.3 Honorary Member: An Honorary Membership may be given to a deserving person(s), with the term of membership, fees and conditions of the membership to be established by a majority vote of a Quorum of the Board.

Article 3, Section 3 Eligibility: The following are the eligibility requirements to become a General Member of the Club

Article 3, Section 3.1 Age: The General Member applicant must have reached the age of the majority in the State of Indiana (currently age twenty-one (21)).

Article 3, Section 3.2 General Members in Good Standing are Active Members whose dues are paid, and Life Members. Any member whose dues are not paid by the end of February of each year shall be dropped from the membership of the Club.

Article 3, Section 3.3 Approval :All General Member applicants must be approved by the Board as stated in Article 3, Section 1.1

Article 3 Section 4 Fees and Dues: Membership dues and admission fees to Club functions shall be determined by

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a majority vote of a Quorum of the Board of Directors. The general membership dues and admission fees are intended to cover the cost of the newsletter and the other miscellaneous administrative costs of operating the Club.

The general membership dues as of the date of incorporation shall be per-year as follows:

A. Single General Membership	25.00
B. Married couple General Membership	40.00
C. Single General Membership joining between May 1 and August 31	20.00
D. Married couple General Membership joining between May 1 and August 31	30.00
E. Single General Membership joining between September 1 and October 31	15.00
F. Married couple General Membership joining between September 1 and October 31	25.00
G. Single General Membership joining between November 1 and December 31	10.00
I. Married couple General Membership joining between November 1 and December 31	20.00

The above dues are subject to change only if voted by a majority vote of a Quorum of the Board.

Article 3, Section 4.1 **Event Members:** Dues shall apply only to the Club event to be attended by the Event Member. Event Member dues shall be determined by a majority vote of a Quorum of the Board. Event Members shall have no other rights or privileges of membership and must obey the Membership Limitations as specified elsewhere herein.

Article 3, Section 4.2 **Out of Town Clubs:** The Board shall have the right to allow members of out of town dance clubs, which have been approved by the Board, to enter this club's social functions at the same rate as Active Members in Good Standing.

Article 3, Section 5 **Rights:** Notwithstanding other rights that may be granted by the Board, the following rights apply to all General Members of the Club.

Article 3, Section 5.1 **Club Information:** One copy of the Articles of Incorporation, Bylaws, and any special rules the Club may adopt shall be provided by the Secretary to any General Member free upon request. One copy of the annual financial report of the Club shall also be available to any General Member free upon request. Additional copies may be obtained by any General Member upon request for a prepaid fee not to exceed the cost of reproduction of the requested documents. Requested documents shall be given to the requesting General Member within forty-five (45) days of the request.

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- Article 3, Section 5.2** Active Members and Life Members: shall have the right to attend all Club events and meetings, have the right to vote in Club elections, attend meetings of the Board, and run as a candidate for office of the Board if the eligibility requirements are met.
- Article 3, Section 5.3** Event Members shall have the right to attend specific Club events. The conditions and fees for attendance at these specific Club events shall be approved by a majority vote of a Quorum of the Board. Event Members shall not have the right to attend Club General Meetings, Special Meetings, or Board Meetings, vote on Club business, or be a member of the Board of Directors.
- Article 3, Section 5.4** Honorary Members shall have the rights as set forth by the Board at the time the membership is bestowed, per Article 3, Section 2.3.
- Article 3, Section 6** Responsibilities: Notwithstanding other responsibilities that may be imposed by the Board, the following responsibilities apply to all members of the Club.
- Article 3, Section 6.1** Rules & Regulations: The Club Rules & Regulations shall consist of the Articles of Incorporation, Bylaws, and any other Rules and Regulations the Club may adopt by majority vote of the Quorum of the Board.
- Article 3, Section 6.2** Dues: Members are responsible for paying their dues as described elsewhere herein.
- Article 3, Section 6.3** Change of Address: Members will immediately notify the Club President or Secretary of any change of address. Failure to do so waives their right to notice provided in these Bylaws and other Club Rules and Regulations.
- Article 3, Section 6.4** Member Liability: Members of the Club shall not be personally liable for the debts, liabilities or obligations of the Club. However, any member(s) breaking or damaging any property of the Club shall pay the full replacement cost thereof.
- Article 3, Section 7** Limitations: Notwithstanding other limitations and penalties that may be imposed elsewhere in the Articles of Incorporation, these Bylaws, and in the Club Rules and Regulations, the following limitations shall apply to all members of the Club.
- Article 3, Section 7.1** Misrepresentation & Misuse of Club: No member of the Club shall in any way use the Club or the Club's name for their own personal gain or enterprise.
- Article 3, Section 7.2** Solicitation: No solicitation of any kind is allowed at Club functions unless approved by a majority vote of a Quorum of the Board.
- Article 3, Section 7.3** Dissemination of Information: No dissemination of information of any kind is allowed at Club functions unless approved by a majority vote of a Quorum of the Board.
- Article 3, Section 7.4** Personal Conduct: Anti-social behavior such as drunkenness, foul language, discourtesy, improper advances or other anti-social behavior shall not be tolerated at Club events. The Board is authorized to have the offending person(s) removed from Club events. The Board is also authorized to take other disciplinary action as shall be approved by a majority vote of a Quorum of the Board. Rules of conduct are based on freedom of speech, respect for the dignity of

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individuals, equality of justice for all, the principle of majority rule, the right of the majority to be heard and the duty to abide by the will of the majority. Members shall be responsible for their guests with respect to conduct, age and dress. Conduct and age requirements shall be the same for guests as for members at all private Club functions where alcoholic beverages are served.

Article 3, Section 7.5 Membership Restriction: Membership in the Club shall be non-transferable and non-assignable.

Article 3, Section 8 Termination of Membership:

Article 3, Section 8.1 By majority vote of a Quorum of the Board, the Board may terminate, suspend, or expel any member who violates any provision of the Bylaws, agreements, rules, or practices properly adopted by the Club. An expelled, terminated, or suspended member may request reinstatement. The request must be filed with the Secretary of the Club. The Board may, by an affirmative vote of two-thirds (2/3) of the Board, vote to reinstate membership upon such terms as the Board may deem appropriate.

Article 3, Section 8.2 Members who do not agree with the Club's Objective as stated in Article 2 may be terminated by a majority vote of a Quorum of the Board.

Article 3, Section 8.3 An individual's General Membership automatically terminates if dues are not paid by the end of February of each year. General Members with outstanding dues are entitled to attend Club functions during the month of February, but are not entitled to the other privileges and rights of General Membership until such time as dues are paid current.

Article 3, Section 9 Resignation: A member may resign from the Club at any time, but resignation will not relieve the member from any obligations the member may have to the Club. Unused dues will not be refunded.

ARTICLE 4: GENERAL MEMBERSHIP MEETINGS

Article 4, Section 1 Social Meetings

Article 4, Section 1.1 Dances: May be held on a weekly basis. The time and location shall be determined by a majority of a Quorum of the Board. When it is not practical to hold any particular weekly meeting, such meeting may be canceled by the majority of a Quorum of the Board.

Article 4, Section 1.2 Special Events: Special events, their purpose, time and location, shall be determined by the majority of a Quorum of the Board.

Article 4, Section 2 General Membership Club Meetings: General Membership Meetings of the Club shall be held quarterly at a time and place set by the Board. General membership meetings will be held on the first Wednesday of each calendar quarter, this being January, April, July and October. Notice shall be deemed given by the publication of the date, time and place of the **meeting in the** newsletter, sent electronically to their E-mail address on file, distributed to General Members, or mailed to all General Members in Good Standing at their mailing address, as it appears on the records of the Club as of the date of the mailing. The failure of one or more General Members to

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actually receive notice the Club endeavored to send to all General Members shall not affect the legality of any business conducted at the meeting. If there is another social function or special event in the same month as a normally scheduled quarterly meeting, the board may cancel that quarterly General Membership meeting by a majority of a Quorum of the Board. However, only one General Membership Meeting may be canceled in any twelve (12) month period. The Chairperson shall be the President.

- Article 4, Section 2.1** **Quorum of the General Membership:** Unless specified elsewhere herein, a Quorum of the General Member consists of **ten** percent (10%) of the total General Members of the Club.
- Article 4, Section 2.2** **Order of Business:** These meetings shall be for the purpose of providing the Club General Membership with reports from the President, Treasurer's report, Secretary's report and other such reports as may be necessary from the Board.
- Article 4, Section 2.3** **Voting:** Each General Member shall have one vote, and unless specified otherwise herein, resolutions shall be accepted, (if a Quorum of the General Membership is present), by a majority of votes cast by the General Membership at the General Membership meeting and properly submitted absentee ballots as set forth in Article 4, Section 5. Any properly submitted absentee ballots will be counted towards the majority of votes cast, but will not be counted in the determination of a Quorum. In order to be eligible to vote at a meeting or election, General Members must have joined and paid dues six months prior to the election or meeting. If a Quorum is not present, the resolution will be decided by a majority of a Quorum of the Board.
- Article 4, Section 2.4** **Bylaw changes** must first be approved by two-thirds (2/3) of the Board before they can presented to the General Membership. Once presented to the General Membership, bylaw changes shall be accepted, (if a Quorum of the General Membership is present), by two-thirds (2/3) of votes cast by the General Membership at the General Membership meeting and properly submitted absentee ballots as set forth in Article 4, Section 5. Any properly submitted absentee ballots will be counted towards the majority of votes cast, but will not be counted in the determination of a Quorum. If a Quorum is not present, the amendment will be decided by a majority of a Quorum of the Board.
- Article 4, Section 3** **Special Meetings:** Special Meetings of the Club can be called by the President or the Board. The purpose of the meeting must be stated in the call. Notice must be mailed to each General Member at least fourteen (14) days prior to the meeting unless an emergency exists where the time may be reduced to meet the emergency. The President shall be the Chairperson.
- Article 4, Section 4** **Proxies:** Proxy voting is not allowed at any time.
- Article 4, Section 5** **Absentee Ballot:** An absentee ballot may be allowed in special individually considered cases as follows:
- Article 4, Section 5.1** A written request for permission to vote by absentee ballot must be made to and received by the President or Secretary at least ten (10) days prior to the date of the meeting at which the vote will be cast. The request shall state the specific reason(s) and circumstances which justify voting by absentee ballot. A majority of a Quorum of the Board shall approve or disapprove the request, and inform the General Member making the request of the decision. If the request to vote by

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absentee ballot is approved, the General Member shall write the vote in their own handwriting on a piece of paper, shall sign the paper, shall securely seal the paper inside an envelope, the envelope shall be clearly marked ABSENTEE BALLOT, the date of the vote shall be shown, the sealed envelope shall be delivered to the Secretary prior to the date of the vote, and the Secretary shall deliver the sealed envelope to those responsible for counting votes.

ARTICLE 5: BOARD OF DIRECTORS - STRUCTURE AND OPERATION

Article 5, Section 1 **Definition of Board of Directors:** Until the completion of the initial term of any Founding Officer, the Board of Directors (also hereinafter referred to as the Board) shall consist of the Founding Officers and a maximum of five (5) Appointed Directors (which will be appointed as needed by a majority vote of the Board). After completion of the initial term of any Founding Officer, the Board shall consist of the remaining Founding Officers, any Elected Officers, a maximum of five (5) Appointed Directors (which will be appointed as needed by a majority vote of the Board), and any attending Founding Officer(s) not currently serving as an officer.

Article 5, Section 1.1 **Founding Board:** The Founding Board shall consist of the Founding Officers as set forth in Article 6, Section 12 of these bylaws.

Article 5, Section 1.2 **Elected Officers:** The Officers shall be the President, Vice-President, Treasurer, and Secretary and shall be elected by the General Membership. Officers may also perform other duties on the Board in lieu of selecting Appointed Directors to perform said duties. Each Officer shall only have one vote to cast when conducting Club business.

Article 5, Section 1.3 **Appointed Directors:** Are General Members of the Club in Good Standing who are appointed to perform specific duties for the Club and have rights to vote at meetings of the Board.

Article 5, Section 1.4 **Chairperson:** The Chairperson of any regular Board Meeting, Special Meeting, or General Membership Meeting shall be the President. In the absence of the President, the Chairperson shall be one of the people from the following list, if present, in the order shown: Vice-President, Treasurer, Secretary.

Article 5, Section 1.5 **Board Member:** Shall be a Founding Officer, an Elected or Appointed Officer, and/or Appointed Directors.

Article 5, Section 2 **Eligibility**

Article 5, Section 2.1 **Qualifications:** An Elected Officer shall be a General Member in Good Standing for a minimum of two (2) years prior to election and have served as an Appointed Director for one (1) year. An Appointed Director shall be a General Member in Good Standing for a minimum of one (1) year prior to their appointment and have served as a committee chairperson for a minimum of one (1) year. If there are no qualified General Members of the Club who wish to become a member of the Board, then the Board, by a majority of the Board, shall have the right to approve any General

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Member in good standing. There is no limit to the number of terms an Officer or Appointed Director may succeed themselves.

No married, engaged or co-habiting couples shall hold a position as an elected Officer and/or an appointed member of the Board of Directors at the same time.

Should any sitting elected Officer or appointed Board Member enter into a marriage, an engagement or co-habitation with another sitting elected Officer or appointed Board Member, one, or in a case when no agreement can be reached between the two, both will resign from their positions prior to the next scheduled monthly meeting or any emergency meeting that may be called before the regular monthly meeting.

Article 5, Section 2.2 **Attendance:** Board Members are expected to attend all regular and special meetings of the Board, and all general and special meetings of the Club. Board Members are also expected to attend all Club social functions **unless excused** by the President.

Article 5, Section 2.3 **Conduct:** It is expected that Board Members will conduct themselves in meetings in a friendly, business-like manner, and follow the business agenda established by the Chairperson.

Article 5, Section 2.4 **Performance of Duties:** It is expected that Board Members will attend meetings, perform duties as specified in these Bylaws, and perform duties assigned by the President or the Board.

Article 5, Section 2.5 **Means of Contact:** Board Members are required to have a telephone, an answering machine or answering service, and access to a computer E-mail service.

Article 5, Section 2.6 No Board Member may serve as an Officer or Director of any other social dance club which is in direct competition with the BBDL.

Article 5, Section 3 Elections & Appointments

Article 5, Section 3.1 **Officer Elections:** A Quorum of the General Membership must be present at the election meeting. Officers shall be elected by a majority of votes cast by the General Membership at an election meeting. The vote shall include absentee ballots as set forth in Article 4, Section 5. The absentee ballots will be counted towards the majority of votes cast, however, they will not be counted in determination of a Quorum. If a Quorum is not present at the election meeting, then the election will be decided by a majority of a Quorum of the Board.

Article 5, Section 3.2 **Appointed Directors:** Appointments shall be appointed by a majority vote of the Board.

Article 5, Section 3.3 **Original and Founding Officers:** As of the date of incorporation as a non-profit organization, the officers and directors will be as follows:

President	Essie Lutes
Vice President	Ron Fentz
Treasurer	Larry Wood
Secretary	Patricia St. Louis

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Director Mike Patrick
Director Richard Bacon
Director Janet Gonzales

Article 5, Section 3.4 **Tenure:** Tenure of the founding Officers shall be three (3) years and shall be staggered so that the President and Treasurer will be elected one year and the Vice President and Secretary will be elected the following year. The term of office for the original appointed Directors is three (3) years from the start of the club to firmly establish the club. The first election will be in the first year 2006 for Vice-President and Secretary, and in the year 2007 for President and Treasurer, in the month of January. Any officer who has served more than one-half (1/2) of a term in an office shall be considered to have served a full term in that office. The Directors term following the original Directors will be one (1) year. The officers' term following the original founding officers will be two (2) years. If any of the original founding officers or directors are forced to resign prior to the end of their term, the replacement officer or director will be appointed by the remaining officers and directors.

Article 5, Section-3.5 **Nominating Committee:** The Board shall appoint a nominating committee. This committee shall attempt to select two (2) or more candidates for each elected Officer position. An election shall be held at the January General Membership Meeting to select Officers. The presiding Board Members shall turn the meeting over to the nominating committee, which will conduct the election. Prior to the election vote, the eligibility of each candidate to become an Officer and complete the term of office will be determined and announced.

To be elected, a candidate must win a majority of the votes cast (when a Quorum of the General Membership is present) by those present and any properly submitted absentee ballots. Elections shall be conducted by secret written ballot. In the event a Quorum of the General Membership is not present, a majority vote of the Board will decide the election.

The newly elected **Officers** will assume their duties immediately after the election.

Article 5, Section 3.6 **Election Committee:** Shall be responsible for completing all tasks as prescribed in these Bylaws which lead to a successful Election of Officers of the Club.

Article 5, Section 3.7 All records of the Club's business (including membership records) are Club property and are to be used only for Club business. Each Officer is required to turn over to his/her successor any Club property or records which are in his/her possession at the end of the term of office.

Article 5, Section 4 Meetings

Article 5, Section 4.1 **Board:** Regular Meetings: Regular meetings of the Board shall be held every month. The time and place of the meeting will be determined by the Board and will be published in the Club's newsletter. Any General Member in Good Standing may attend any regularly scheduled board meeting as a non-voting, non-voice party. If any such General Member wishes a voice on matters of Club direction, he/she must submit in writing to the President or Secretary, no later than seventy-two (72) hours prior to the regularly scheduled board meeting, the intent and purpose so

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that it may be put on the agenda for that meeting. The President shall preside over the meeting. In the absence of the President, the Chairperson shall be one of the people from the following list, if present, in the order shown: Vice-President, Treasurer, Secretary.

Article 5, Section 4.2 **Notice:** Notice shall be given to all General Members through the E-mail or the newsletter at least thirty (30) days prior to the meeting.

Article 5, Section 4.3 **Quorum of the Board:** Shall be two-thirds (2/3) of the Board of Directors as defined in Article 5, Section 1.

Article 5, Section 4.4 **Special Board Meetings:** Shall only be called by the President or by majority the Board. With the exception of emergencies, at least three (3) days notice shall be given to all Board Members. The purpose of the meeting shall also be stated in the notice.

Article 5, Section 4.5 **Board - Meetings by Other Methods:** The Board shall have the right to conduct Board business by telephone, E-mail or by other communication methods.

Article 6 - Board of Directors - Duties

Article 6, Section 1 **President:** Shall preside as the Chairperson at all meetings of the Board and the Club. The President shall appoint and be an ex-officio member of all committees. Shall call such meetings as the Bylaws approve to be called. Shall ensure enforcement of the provisions set forth in the Articles of Incorporation, Bylaws and any Rules and Regulations that may be adopted by the Club. Shall supervise the affairs of the Club. Shall explain and decide all questions of order, announce all business and perform such other duties as necessary. Shall be authorized to sign checks. The past President shall serve on the Board as an ex-officio member having one (1) vote only in case of a tie. The President can authorize expenditures up to one hundred dollars (\$100) for any single item with a total of all purchases not to exceed two hundred fifty dollars (\$250) in any thirty (30) day period, without prior Board approval, however, the President is accountable for these expenditures. The President is the only Club Member who has the authority to officially represent the Club or to enter into contracts on behalf of the Club.

Article 6, Section 2 **Vice-President:** Shall assume the duties of the President in the President's absence. Shall assist the President in all duties and functions of the Club. Shall acquire a working knowledge of parliamentary procedure, as defined in the Club's Parliamentary authority, and a thorough understanding of the Articles of Incorporation, Bylaws, Rules & Regulations, and Club Operating Procedures. Shall perform such other duties as assigned by the President.

Article 6, Section 3 **Treasurer:** Shall be custodian, take charge of and be responsible for all funds of the Club. Shall receive and give receipts for money due and paid to the Club from any source. Shall deposit all money paid to the Club in such banks as determined by the Board. Shall make a report on the financial status of the Corporation at quarterly General Membership Meetings. Shall provide a summary of the Club's financial status to the Board on a monthly basis. Shall make available to

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the Board, or its agents, all books and financial records of the Club for such periodic audits and verifications as the Board may determine. Shall file any documents and returns required by federal and state tax codes. Shall be authorized to sign checks. Shall assist the President in maintaining an up-to-date membership roster. Shall perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the President.

Article 6, Section 4 **Secretary:** Shall bring copies of minutes of previous meetings, Bylaws, Parliamentary Authority, and any other required documents to all meetings. Shall record minutes of meetings of the Board and of the Club and shall provide a copy of the minutes to the Board no later than ten (10) days prior to the next Board Meeting. Shall read the minutes of previous meetings. Shall read all correspondence received. Shall be the custodian of the Articles of Incorporation, Bylaws, Minutes, Rules and Regulations of the Club. Shall provide notification of meetings of the Board and the Club. Shall perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President.

Article 6, Section 5 **Appointed Directors:** Shall perform the general duties assigned to all members of the, Board including, but not limited to, service as Committee Chairpersons or service as Board liaisons to committees or others. Shall provide viewpoints during the policy discussions of the Board. Shall support and/or attend Club projects and events. Shall perform all other duties as may be assigned by the President or Board.

Article 6, Section 6 Committees:

Article 6, Section 6.1 The Board shall have the power to appoint committees and assign duties as is deemed necessary. Committees do not have the authority to officially represent the Club or to enter into contracts. Following is a list of committees which may serve the Club, however, this list is not complete and other committees may be formed if the Board deems it to be necessary: Hospitality, Dance, Special Event, Mailing, Membership, Newsletter, Public Relations, Telephone, Historian, Photographer, Video Camera Operator, Elections, Nominating, Bookkeeper, Door Manager, Parliamentarian, Sergeant-at Arms, Charity, Ways and Means, Website Management

Article 6, Section 6.2 **Music Committee:** Shall be comprised of the Founding Officers of the Club as defined in Article 6, Section 12, and two additional Board Members when appointed. If any Founding

Officers choose not to serve on this committee, then the Music Committee shall be comprised of any remaining Founding Officers and three (3) Board Members, one of which must include the President. Any Founding Officer may serve on this committee after their term or terms of Office at their discretion along with other Board Members. Shall maintain all Club music and musical equipment. Shall be responsible to ensure that the library and the format of music played is in keeping with the Club's Objective as stated in Article 2, Section 2.

Article 6, Section 7 **Filling Vacancies:** Should a vacancy occur during the term of one of the officers, following are the procedures for filling such vacancy to complete the two year term of the office vacated:

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Article 6, Section 7.1 **Elected and Founding Officer:** President: A new President shall automatically become President from the following list in the order shown: Vice-President, Treasurer, Secretary. This is assuming all in this list are either Founding or Elected Officers. If any one in this list is not a Founding or Elected Officer, then that person shall not be included in the automatic process.

Article 6, Section 7.2 **Elected and Founding Officers:** Other than the President: Shall be filled by a General Member in Good Standing by a majority vote of all the remaining Elected and Founding Officers, provided such General Member satisfies the eligibility requirements as stated elsewhere in these Bylaws.

Article 6, Section 7.3 **Appointed Directors:** Assuming the position vacated is to be refilled, a General Member in Good Standing shall be appointed by a majority vote of the Board using procedures described elsewhere in these Bylaws for appointing Directors.

Article 6, Section 7.4 **Removal of Board Members:** Any Officer or Director (whether appointed or elected), by a two-thirds (2/3) vote of all the other members of 'the Board, may be removed by the Board whenever in its judgment that removal would serve the best interests of the Club. Elected Officers who miss three (3) consecutive meetings may be removed from the Board by a two-thirds (2/3) vote of all of the other members of the Board. Elected Officers, Appointed Officers, and Appointed Directors may also be removed from the Board by a two-thirds (2/3) vote of all the other members of the Board for violations of the Club Articles of Incorporation, Bylaws, Rules & Regulations, conduct unbecoming an Officer or Director of the Club, non performance of duties, or breaching the confidentiality of the Board.

Article 6, Section 8 Reimbursement of Expenses:

Article 6, Section 8.1 **Board Member:** All expenses incurred by a Board Member which have been approved by the Board prior to the expenditure, shall be reimbursed to the Board Member upon receipt by the Treasurer of proof of the expenditure in the form of statements, receipts, etc. Expenses incurred by a Board Member without prior approval and/or without proper forms may still be reimbursed to the Board Member if approved by a majority vote of a Quorum of the Board. Budgetary expenditures previously approved by the Board shall also be reimbursed by the Treasurer with proper proof of the expenditure.

Article 6, Section 8.2 **General Member:** All budgetary expenditures previously approved by the Board which have been incurred by any General Member shall be reimbursed to the General Member upon receipt by the Treasurer of proof of the expense in the form of statements, receipts, etc.

Article 6, Section 9 **Member Contact List:** A complete and up-to-date membership contact list (names, addresses, phone, etc., is to be only in the possession of the Elected Officers of the Club, person(s) selected by the President, or person(s) selected by a majority vote of a Quorum of the Board.

Article 6, Section 10 **Rules & Regulations:** In addition to the rules set forth in the Articles of Incorporation, Bylaws and Parliamentary Authority, the Board shall have the right to establish Rules & Regulations that shall apply to the Club, Club members, and anyone else attending Club functions.

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Article 6, Section 11 **Speaking for, or on Behalf of, The Club:** Members of the Board who communicate in any way with third parties of any kind, and who, because of the nature of their position on the Board, purport to speak for, or on behalf of, the Club on any matter whatsoever, where a commitment or obligation may be inferred or stipulated, must have the prior approval of the President or the Board. This does not preclude routine requests or queries for information providing the nature of the communication does not involve commitment or obligation of any kind on the part of the Club.

Article 6, Section 12 **Founding Officers:** The Founding Officers may continue to serve on the Board after their term or terms in Office at their discretion. They will hold the position(s) of Directors and will be in addition to any Appointed Directors. Their participation may be intermittent and is not subject to any of the requirements applicable to Directors as listed elsewhere in these bylaws.

Article 7 - Publishing of the Newsletter

The Club shall publish an official newsletter to meet the requirements imposed elsewhere in these Bylaws and to provide information of general interest to the General Membership. For the purposes of these Bylaws, a matter is considered to have been published three (3) days after having been mailed to the address on record of a General Member or that of two General Members living at the same address. If mailed by other than first class mail, eight (8) days after having been mailed are required for the matter to be considered as having been published.

Article 8 - Amendments

All proposed Bylaw amendments must be submitted to the Board. The Board must approve the amendment by a two-thirds (2/3) vote of all members of the Board before the amendment can be submitted to the General Membership for a vote. Once the Board has approved the amendment, a minimum of a thirty (30) day notice must be given to every General Member. The notice must state that the Bylaw amendment will be voted on at the next General Membership meeting. The change or amendment must be approved by a two-thirds (2/3) vote of a Quorum of the General Membership. The amendment will not be presented to the General Membership if the Board does not approve it.

Article 9 - Miscellaneous

Article 9 Section 1 **Parliamentary Law:** The current edition of Roberts Rules of Order shall be the Club's Parliamentary Authority and shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation and Bylaws of the Club.

Article 9, Section 2 **Dissolution of Club:** In the event of dissolution of the Club, all physical assets shall be sold. Cash received from such sale and cash from the Club financial accounts after all outstanding obligations are satisfied shall be donated to such charitable organizations as are deemed appropriate by the Board. Dissolution shall be handled by the presiding officers at the time of dissolution.

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Article 9, Section 3 **Division of the Club:** In the event of a "Division" of the Club, General Members in Good Standing who are committed to holding the original Objective as stated in Article 2 as written by the Founding Officers of the Club, shall retain ownership of the NAME, LOGO, ASSETS (INCLUDING MUSIC), FUNDS, MEMBERSHIP ROSTER, AND INFORMATION of the Mid-Ohio Boogie Club. A "Division" is not the same as a dissolution as described in Section 2 of Article 9. A Division is any separation of the Club membership into two (2) or more segments.

Article 9, Section 4 **Club Logo:** No member or non-member shall make use of or duplicate the Club's name or Club's logo without approval from the Board. Copyrighted: Club Logo

Article 9, Section 5 **Definitions:**

- Active Member - Article 3, Section 1.1
- Appointed Directors - Article 5, Section 1.3
- Associate Member - Article 3, Section 2
- Board Member - Article 5, Section 1.5
- Board of Directors - Article 5, Section 1
- Chairperson - Article 5, Section 1.4
- Elected Officers - Article 5, Section 1.2
- Event Member - Article 3, Section 2.1
- Founding Board - Article 5, Section 1.1
- Founding Officers - Article 6, Section 12
- General Member - Article 3, Section 1
- General Members in Good Standing - Article 3, Section 3.2
- Honorary Member - Article 3, Section 2.2
- Life Member - Article 3, Section 1.2
- Quorum of the General Membership, Article 4, Section 2.1
- Quorum of the Board - Article 5, Section 4.3
- Rules and Regulations - Article 3, Section 5.1
- Tenure, Term of Office - Article 5, Section 3.3

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CERTIFICATION OF ADOPTION OF BYLAWS

We, the undersigned, Officers of this corporation, certify that the within and forgoing Bylaws were amended and adopted by a vote of the general membership of this corporation on December 6, 2006.

IN WITNESS WHEREOF, we have hereunto subscribed our names this date of December 6, 2006

President: Ron Fentz

Vice President: Carolyn Dorsey

Treasurer: Larry Wood

Secretary: Imogene Schaeffer
