

## BYLAWS

of

DANCE ALLIANCE OF RHODE ISLAND/CHANCE TO DANCE, INC.

### ARTICLE I

#### Name

Section 1.01 Name The name of the corporation shall be Dance Alliance of Rhode Island/Chance to Dance, Inc.

### ARTICLE II

#### Purpose

Section 2.01 Purpose It shall be the purpose of Dance Alliance, Inc. to support and promote dance and dance related activities in Rhode Island; to join together dancers, teachers, choreographers, and those interested in dance into a community and to help that community reach its artistic potential; to advance knowledge and appreciation of the art of dance and the development of such dance in the greater Rhode Island area so that it may become an integral part of Rhode Island cultural life; and to cooperate with others in matters of similar artistic concern.

Section 2.02 Methods In furtherance of and in addition to the foregoing purposes the corporation may:

- a) finance, sponsor, produce, and operate dance performances and dance related activities.
- b) finance, support, and conduct lectures, meetings and instructional workshops and seminars relating to dance.
- c) finance, support, and provide resource and educational information and materials relating to dance.
- d) collect and receive funds to the accomplishment of organizational purposes.
- e) hire a professional staff on such terms as may be appropriate and retain, when necessary or desirable, consultants to assist and advise in the operation of the corporate program.
- f) work and cooperate with other entities, groups, organizations, officials, agencies (public or private) and individuals concerned with the work of the corporation, directly or indirectly.

Section 2.03 Provisions The foregoing specified objects and purposes shall be subject to the following provisions:

- a) the private property of the members shall not be subject to the payment of corporate debts to any extent whatever.
- b) no part of any net earnings of the corporation shall inure to the benefit of any officer, director, or member of the corporation, or any private individual, or be appropriated for any purposes other than the purposes of the corporation as herein set forth.
- c) no amendment to these purposes shall authorize or permit the corporation to be operated otherwise than exclusively for such educational and charitable purposes as qualify the corporation from exemption from taxation under the Internal Revenue Code, Section 501C3 as now in force or hereafter amended.

## ARTICLE III

### Members and Meetings of Members

Section 3.01 Membership There shall be one type of membership in the corporation. Each membership allows one vote in the corporation whether dues are paid at the individual rate or the group rate. Individual members shall be at least 14 years of age. Members pay an annual membership fee as determined by the Board of Directors.

Section 3.02 Quorum and Voting Rights At all meetings of the corporation six members shall constitute a quorum, but less than a quorum may adjourn the meeting to such time and place as it shall determine. No notice of an adjourned meeting shall be required. At all meetings of the corporation each member present shall be entitled to one vote.

### Section 3.03 Meetings

a) A minimum of four regular meetings of the corporation shall be held at such dates, times and places as may be fixed by the Board of Directors or the membership.

b) The first meeting of any calendar year shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The annual meeting shall include all members and Board of Directors. Friends and guests of the corporation shall be invited.

c) Special meetings may be called by the President or by the Board of Directors and shall be called upon the written request of six members of the corporation. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days' notice shall be given.

d) All meetings shall be considered to be open to the public.

## ARTICLE IV

### Officers

Section 4.01 Officers The officers of the corporation shall be a president, a president-elect, a past president, a secretary, and a treasurer, three elected directors, not more than three directors appointed by the elected officers, and such other officers as the Membership or Board of Directors may in their discretion appoint.

### Section 4.02 Election of Officers

a) Election of officers shall be by vote of members present at the annual meeting and by mail ballot provided for members unable to attend the annual meeting.

b) In odd numbered years a President-elect shall be elected. Following two years of service as President-elect, that person shall serve as President for two years and the following two years shall serve as Past President.

c) The Secretary shall be elected in even numbered years, and the Treasurer shall be elected in odd numbered years.

### Section 4.03 Tenure of Officers

a) The term of office for the President, President-elect and Past President shall be two years or until their successors are elected. Upon retiring from office the Past President may be re-elected to the office of President-elect after two years has elapsed.

b) The term of office of the Secretary and Treasurer shall be two years or until their successors are elected. Each of these officers may be re-elected to his/her current office for two consecutive terms in that one office.

c) The term of office of Elected Directors shall be three years or until their successors are elected, rotating in the following manner:-at the 2013 Annual meeting one Director shall be elected to serve a one year term, one Director shall be elected to serve a two year term and one director shall be elected to serve a three year term. Thereafter, at each Annual Meeting, one Director shall be elected to serve a three year term. Elected Directors shall serve a maximum of two consecutive terms.

d) The term of office for all officers elected at annual meeting shall begin at the close of the annual meeting at which they are elected.

e) Appointed Directors, and any officers in addition to those enumerated in these bylaws, appointed by the Board of Directors or the Membership shall serve until the conclusion of the first Annual Meeting following their appointment.

#### Section 4.04 Vacancy

a) In the event of a vacancy in the office of President, the President-elect shall assume the Presidency and continue to serve the following two years as President.

b) If the office of President-elect becomes vacant, a special election shall be held and the person elected shall complete the unexpired term of President-elect, then continue in progression to serve as President and Past President.

c) A vacancy in the office of Past President shall be filled by appointment by the Board of Directors from among the three elected Directors. At the same time the vacated Director position shall be filled by any member appointed by the Board of Directors.

d) A vacancy in the office of Secretary or Treasurer shall be filled by any Member appointed by the Board of Directors.

e) Officers appointed by the Board of Directors to fill vacancies shall serve for the remainder of the unexpired term or until their successors are elected.

Section 4.05 Duties and Powers of Officers To the extent permitted by law any two offices may be filled by the same person, although this practice is not to be encouraged. Each officer shall, subject to these bylaws, have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his office, and such duties and powers as the Membership and/or the Board of Directors may from time to time designate.

Section 4.06 Duties of the President The President shall be the chief elected officer of the corporation, shall preside at all meetings of the voting members and the Board of Directors and shall make reports to the Board of Directors; shall issue an annual report of the corporation; and shall perform all such other duties as are incident to this office.

Section 4.07 Duties of the President-elect The President-elect shall discharge such duties as may be assigned to him from time to time by the President. In the absence or disability of the President, the President-elect shall preside over the meetings and perform the functions of the President.

Section 4.08 Duties of the Secretary The secretary shall keep the minutes of all meetings, shall issue notice of all meetings other than those designated as regular meetings; shall have charge of the corporate records (other than the financial records); and shall make such reports and perform such duties as are incident to his office or required of him/her by the President. In addition, the Secretary shall have custody of the seal of the corporation.

Section 4.09 Duties of the Treasurer The treasurer shall be responsible for overseeing the record keeping of the financial officer of the corporation; shall oversee the financial management of the corporation; shall direct fundraising and oversee financial matters of all committees; and shall arrange for and make reports and perform other such duties as are incident to his office or required of him/her by the President.

## ARTICLE V

### Committees

Section 5.01 Administrative Committee The President, President-elect and Past President shall constitute the Administrative Committee and shall meet or confer as needed for planning purposes, independent of the entire Board, to plan the agenda for Board meetings, to consider interim issues, and to incorporate interim issues that emerge into the agenda for consideration by the entire Board.

Section 5.02 Committees Standing or temporary committees may be formed or dissolved by the President as may from time to time be deemed suitable, necessary or convenient to aid in accomplishing the purpose of the corporation. Members and non-members are eligible to serve on committees. The President is ex-officio member of all committees.

Section 5.03 Committee Chairpersons Committee Chairpersons shall be Members; shall be appointed by the president and approved by a majority of the officers; and shall periodically submit reports to the president concerning the activities of their respective committees.

## ARTICLE VI

### Board of Directors

Section 6.01 Members of the Board of Directors The officers of the Corporation, including the elected and appointed Directors, shall constitute the Board of Directors.

Section 6.02 Power of the Board of Directors The Board of Directors shall have general supervision of the affairs of the corporation between its regular membership meetings, make recommendations to the corporation, may fix the date, hour and place of meetings, and shall have and may exercise all the powers of the corporation as are conferred upon it by the Membership, by law, or by these bylaws. The Board shall be subject to the orders of the corporation, and none of its acts shall conflict with action taken by the corporation.

Section 6.03 Regular Meetings of the Board of Directors Regular meetings of the Board of Directors may be held at such dates, times and places as the Board may by vote fix. A minimum of four meetings each year shall be held, of which one meeting, held jointly with the membership shall be the annual meeting. The Board of Directors may provide by resolution for the holding of additional regular meetings of the Board. Board meetings shall be open to members and members shall be encouraged to attend.

Section 6.04 Special Meetings of the Board of Directors Special meetings of the Board of Directors may be held at such dates, times and places as may be called by, or at

the request of, the President, and shall be called upon the written request of four members of the Board.

Section 6.05 Quorum Four members of the Board of Directors shall constitute a quorum for the transaction of business, but a less number may adjourn a meeting and the meeting may be held as adjourned without further notice. When a quorum is present, a majority of the members in attendance shall decide any question brought before the meeting.

## ARTICLE VII

### Executive Committee

Section 7.01 Executive Committee In the event of an emergency situation where convening the Board of Directors is not feasible, any three of the President, President-elect, Past President, Secretary or Treasurer shall convene as Executive Committee to act on the emergency situation only. Report of such action shall be made at the next Board of Directors meeting or Membership meeting, whichever shall come first.

## ARTICLE VIII

### Checks, Contracts and other Instruments

Section 8.01 Checks All checks drawn on bank accounts of the corporation shall be signed on its behalf by any one of the President, President-elect, Treasurer, or Secretary, Financial Officer or the executive staff person. The President may approve any other signature.

Section 8.02 Conferral of Authorization Any officer in the name of or on behalf of the corporation may enter into any contract or execute under the corporate seal and deliver any deed, note, or other instrument only as authorized by the majority vote of the Board of Directors present at a regular meeting, and such authority may be general or confined to specific instances; unless so authorized no officer shall have the power or authority to bind the corporation by any such contract or instrument or to render it financially liable for any purpose or to any amount.

## ARTICLE IX

### Funds

Section 9.01 Funds The Funds of the corporation may be applied only for the purpose expressly specified herein. No assessment shall be made upon the members except as required by law or voted by the Membership.

ARTICLE X

Fiscal Year

Section 10.01 Fiscal Year The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE XI

Indemnification

Section 11.01 Indemnification No member, director, or person affiliated with the corporation, now or hereafter elected, appointed, or hired shall be personally liable to Dance Alliance, Inc.'s creditors for any indebtedness or liability, and any and all creditors shall look only to its corporate assets for payment.

ARTICLE XII

Discrimination

Section 12.01 Discrimination No discrimination shall be shown on the basis of race, creed, color, sex or national origin.

ARTICLE XIII

Amendments

Section 13.01 Manner of Amending By-laws New By-laws may be adopted, or these By-Laws may be supplemented, amended or repealed, by the Membership; provided, however, that written notice of the substance of the proposed amendment is given in the call for the meeting and sent to each member at least seven business days before such a vote is to occur. A simple majority of Members present is needed to pass or defeat the amendment(s).

Adopted:

Amended: February 4, 1994

Amended: February 7, 1997

Amended: February 6, 1998

Amended: September 30, 2012