

Chesapeake Squares, Inc., Bylaws

Updated October 4, 2013

Article I – Name and Logo

1. **Name:** The name of the Corporation is Chesapeake Squares, Inc., and shall be referred to herein these Bylaws as “Chesapeake Squares.”
2. **Logos:** The Board of Directors may establish and register logos and other symbolic devices, images, and type styles for Chesapeake Squares.

Article 2 – Purpose

1. **Purpose:** Chesapeake Squares is a modern western square dance club organized solely for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and may specifically:
 - a. Encourage and provide for education in and the teaching of Modern Western Square Dance as prescribed by CALLERLAB, Inc.; to provide opportunities for these dancers to develop and improve their skills through social and recreational activities;
 - b. Encourage and assist in the formation and development of new Modern Western Square Dance Clubs to provide education and training for dancers and callers, as prescribed by CALLERLAB, Inc.;
 - c. Encourage and provide for the education and training of Square Dance Callers and Instructors, as prescribed by CALLERLAB, Inc.; to provide opportunities for these callers to develop and improve their skills;
 - d. Foster cooperation within the gay and lesbian community as well as the community at large;
 - e. Do all things necessary, proper, and convenient for the accomplishment of these purposes, and do all other things incidental to or connected with these purposes that are not forbidden by applicable law (to include Copyright Laws) or by the Corporation Articles of Incorporation, Bylaws, Privileges and Responsibilities, or policies; and,
 - f. Exercise all the powers conferred upon a Corporation formed under Maryland law in order to accomplish its purpose, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest in such property.

2. **Prohibitions and Limitations:** Article 11 shall provide prohibitions and limitations on the activities of Chesapeake Squares; the Board of Directors may enact policies in support of these purposes, prohibitions, and limitations.

Article 3 – Membership

1. **Qualifications:** The membership of Chesapeake Squares shall consist of those persons who have fulfilled the requirements for membership as established by the Board of Directors.
2. **Requirements:** The Board of Directors shall establish or amend requirements for membership in Chesapeake Squares based on the criteria of attendance, service, and/or payment of dues. These requirements shall be referred to in the document: Chesapeake Squares, Inc., Privileges and Responsibilities, and in Section 8 of this article. Discrimination against any Member or against any person seeking to become a Member on the basis of race, color, religion, sex, or sexual orientation is prohibited.
3. **Types of Membership:** There shall be three classifications of Membership:
 - a. *Club Member:* A person who pays membership dues, votes, and has all the privileges of Club membership or whose dues obligation has been met.
 - b. *Reciprocal/Associate Member:* A dues-paying member of a club in which Chesapeake Squares has a reciprocal dance agreement, and who pays reciprocal dues, and has all the rights and privileges of Club membership.
 - c. *Honorary Member:* Defined by the Board. A person whose membership is based on support for Club activities; who does not vote or pay dues (or does not necessarily participate in the ongoing activities of the Club).
4. **Meetings of the Membership:** Meetings shall be held at the call of the Board of Directors or at a call of at least 25 percent of Chesapeake Squares' voting membership. There shall be three classes of meetings: the Annual Meeting, the Meeting Called by the Board of Directors, and the Meeting Called by the Membership.
 - a. *The Annual Meeting* shall be held for the election of Officers and Members of the Board of Directors, amendment of the Bylaws and/or Privileges and Responsibilities, and approval of policies as provided for in the Bylaws, and any other business within the power of the Corporation. It shall be held in the month of April each year, or at another time set by the Board of Directors, if necessary, and the membership shall be provided with not less than two nor more than four weeks written notice of the Annual Meeting, stating the place, day, and time. An agenda of the meeting shall also be included in the written notice. The order of business shall be as described in the Privileges and Responsibilities.

- b. *The Meeting Called by the Board of Directors* may be called by the President or by the Board when, at such time, a vote of the membership is required to determine Chesapeake Squares' actions. Not less than two nor more than four weeks written notice shall be provided to the membership for a meeting called by the Board unless an emergency situation does not allow such notice; in which case as much advance notice as possible shall be given by whatever means possible. The only business to be conducted at the meeting will be that which was stated in the petition.
 - c. *The Meeting Called by the Membership* may be called by a petition of at least 25 percent of Chesapeake Squares' members in good standing to fulfill the provisions of these Bylaws. Such petition must state the purpose of such meeting and provide the Board of Directors with the names of those calling for the meeting. It shall be presented to each Board member via Certified Return Receipt mail. The same advance notice provisions shall apply as for a meeting called by the Board of Directors. The only business to be conducted at the meeting will be that which was stated in the written notice.
5. **Quorum:** A quorum at any meeting of the membership shall consist of 35 percent of the voting membership of Chesapeake Squares. In the absence of a quorum, the meeting shall be disbanded, and rescheduled within 3 weeks.
6. **Place of Membership Meetings:** All meetings of Membership shall be held at any place as may be designated in the notice of meeting.
7. **Voting:** The Board may fix the record date for the determination of voting membership in the manner provided under Section 8 (Dues) of this Article. Any matter requiring the membership to vote, with the exception of elections (see Article 6, Section 4), will require a majority vote of the quorum present. Neither proxies nor cumulative voting shall be allowed. The Board may adopt procedures for absentee ballots for the election of Members of the Board.
8. **Dues**
 - a. *Club Member Dues:* All members shall be assessed dues, payment of which shall be a prerequisite to membership in good standing. Members' dues shall be regulated by the Board, which shall have the authority to fix the amount of dues, and the time and manner of payment of dues. In addition, the Board may fix a date not exceeding sixty days preceding the date of any Meeting of the Members entitled to vote as a record date for the determination of those members entitled to notice of and to vote at any meeting.
 - b. *Reciprocal/Associate Dues:* Reciprocal dues shall be determined as assessed by the Board for members in good standing in another Club.

Article 4 – Board of Directors

1. **Qualifications:** A member in good standing at the time of election, (and a member in good standing for at least one semester) of Chesapeake Squares may serve on the Board of Directors herein referred to also as the “Board.” In addition, each Board member must remain a member in good standing during his or her term in office.
2. **Composition:** The Officers of Chesapeake Squares will automatically be members of the Board and will serve as Officers of the Board in the same positions, i.e. President, Vice-President, Secretary, and Treasurer. Two non-Officer positions, herein referred to as “Members-at-Large,” will serve on the Board. The total voting membership of the board shall be six persons.
3. **Term:** The term of office for each Board member shall be two years. No person shall hold more than one office at any time.
4. **Duties:** In addition to the general duties as specified elsewhere in the Bylaws, the Board will have authority in the following areas. All other duties shall be the responsibility of the appropriate Officers of Chesapeake Squares. Any decisions by the Board require a majority vote of Board members and may be overturned by a majority vote of the voting membership of Chesapeake Squares unless specified otherwise in these Bylaws.
 - a. Approval of the annual operating budget.
 - b. Approval of any expenditures in excess of, or not included in, the annual operating budget. Board approval is not required for individual expenditures contained within budget line items already approved by the Board. For example, the Board will have approved an amount for space rental; therefore, Board approval is not required each time rent is paid, as long as the total does not exceed the approved yearly amount.
 - c. Approval of any proposed change in dues.
 - d. Approval of any logo, etc., as specified in Article 1.
 - e. Approval of any person who is a paid employee of Chesapeake Squares, or who is a contractor in the service of Chesapeake Squares, e.g., callers. Board approval is not required for day-to-day expenditures of funds through vendors, considering the limitations in (b) above.
 - f. Approval of the dance schedule or any modification of the dance schedule. The general dance schedule will be finalized, insofar as possible, by the beginning of the season each year. Modifications of the approved dance schedule or additional obligations must be approved by the Board, e.g., once nights are approved for socials, fly-ins, etc., the Board may modify them. Any change in the schedule for Club Night must be approved by the Membership.

- g. Approval of any other Chesapeake Squares' sponsored activities which require members to spend their time or money, e.g., members requested to represent Chesapeake Squares in public, or members assisting other organizations with money making projects, e.g., demo squares, first-nighters, open houses, etc.
 - h. Approval of specific attire required for Chesapeake Squares activities, including Club shirts, T-shirts, etc. including clothing using the registered trademark and logo of the Club.
 - i. Approval of any proposed changes in the Bylaws or other operating procedures.
 - k. Approval of Chesapeake Squares' representation to meetings outside of Chesapeake Squares business. The Board shall determine who will be the authorized representative of Chesapeake Squares and to what extent expenses will be reimbursed.
 - l. Approval of specific standing committees, and the committee chairpersons for these committees.
 - m. Approval of the use of membership and mailing lists (see Article 10).
 - n. Approval of Honorary Membership status.
5. **Meetings of the Board:** The Board will meet once a calendar quarter, but may meet more often to take action on items requiring its approval. A meeting may be called by the President or by a majority of the Board members. Two weeks' notice will be provided to all Board members, unless an emergency situation does not allow such notice, in which case as much advance notice as possible shall be given.
6. **Quorum:** A quorum shall consist of at least four of the voting members of the Board of Directors.
7. **Proxy Votes:** A proxy shall be allowed for any Board member who cannot attend a meeting due to unavoidable circumstance. A proxy must be given in writing and must be given to a Board member.
8. **Vacancies:** Vacancies on the Board shall be filled as follows:
- a. If the office of a Director becomes vacant for any reason other than removal or increase in the size of the Board, that vacancy shall be filled by the Board by vote of a majority of directors then in office even if such a majority is less than quorum. Nominations for vacancies shall be solicited and are to be made in writing, from the general membership as well as from members of the Board.

- b. If the vacancy occurs as a result of the removal of a Director, the Members of the Corporation shall elect a successor for the unexpired term.
 - c. If the vacancy occurs as the result of an increase in the number of Directors, it shall be filled by a vote of the majority of the entire Board.
 - d. If the entire Board shall become vacant, any Member of the Corporation may call a special meeting in the same manner as provided in Article 3, Section 4, and Directors for the unexpired terms may be elected at the special meeting in the manner provided for their election at annual meetings by the Members of the Corporation.
 - e. A Director appointed to fill a vacancy shall serve for the unexpired term, subject to a vote of confirmation taken of the membership at the next annual meeting.
9. **Removal:** A Board member shall be automatically removed from the Board, and likewise an Officer of Chesapeake Squares shall be removed from the position, if the Board member is not personally present for three consecutive meetings of the Board, unless there are compelling reasons why the member cannot be present. A Board member may also be removed, and likewise an Officer of Chesapeake Squares, by a two-thirds vote of the entire voting membership of Chesapeake Squares at a meeting specifically called for that purpose. Two weeks' written notice must be given for such a meeting.

Article 5 – Officers

1. **Election:** The Chesapeake Squares membership shall elect the Officers at the Annual Meeting during the month of April each year (see Article 6.)
2. **Term:** The term of office for an Officer shall be two years from the beginning of June to the end of May two years later.
3. **Duties:** The Officers of Chesapeake Squares shall serve as officers of the Board, in the same positions. The general duties of the Officers shall be as follows:
 - a. *President:* Shall serve as chief executive officer of Chesapeake Squares and Board and shall ensure that orders and resolutions of the Board are carried into effect.
 - b. *Vice-President:* Shall act as assistant to the President in the duties and process necessary to carry on the work of Chesapeake Squares. The Vice-President shall serve as President in the President's absence. In case of vacancy of the President position, the Vice-President shall fill the position until election, pursuant to Article 4, Section 8(a).
 - c. *Secretary:* Shall keep and publish minutes or reports of the meetings of the Board of Directors. The Secretary shall also send out notices, keep a roster of all members of Chesapeake Squares and of the Board, and shall undertake such tasks as delegated by

the President or the Board. The Secretary shall serve as President in the absence of the President and the Vice-President and shall act as President in case of a vacancy of both the office of President and the Vice-President until such time as an election can be called.

- d. *Treasurer:* Shall ensure that appropriate financial books and records are kept and shall present accountings to the Board at regular Board meetings, and to the membership at the Annual Meeting (in April). The Treasurer shall undertake such tasks as delegated by the President or the Board. The Treasurer shall present to the Board a proposed budget for the following season (September through August). This budget must be presented to the Board during the summer (June and July).
4. **Removal:** An Officer can be removed from office at any time by a two-thirds vote of all voting members of Chesapeake Squares (see Article 4, Section 9).
5. **Vacancies:** Vacancies shall be filled pursuant to Article 4, Section 8.

Article 6 – Elections

1. **Time of Elections:** The President, Secretary, and one Member-at-Large shall be elected during even years at the Annual Meeting in April of those years. The Vice-President, Treasurer and one Member-at-Large shall be elected during odd years at the Annual Meeting in April of those years. Written notification of this election shall be given to all members in good standing at least two but not more than four weeks in advance.
2. **Nominating Committee:** The Board shall appoint a committee (maximum of three members) to poll prospective Officer and Board candidates, and to propose a slate of names for nomination. This committee shall also be responsible for preparing the ballots, holding the election, and announcing the newly elected Officers and Board members. The committee shall be appointed 3 months prior to the annual election.
3. **Nominations:** Nominations for Officer or Board member shall be opened two months prior to the election. Any voting member in good standing can be nominated for any position, pursuant to Article 4, Section 1. Nominations may be made during the Annual Meeting.
4. **List of Qualified voters:** Only members in good standing at the time of the election may vote. Absentee ballots may be used in an election if the ballot is written and signed and placed in a sealed envelope and given to a member of the nominating committee prior to the election.
5. **Board Members:** All elected Officers are automatically members of the Board of Directors. The Members-at-Large shall be nominated and elected on a separate ballot from the Officers.

Article 7 – Committees

1. **Committee Structure:** The President shall propose a list of standing committees to the Board for the Board's approval each year during the summer. The President may appoint ad hoc committees at any time without Board approval.
2. **Committee Chairpersons:** The Committee Chairpersons for the standing committees shall be proposed by the President and require Board approval. Chairpersons of ad hoc committees do not require Board approval.

Article 8 – Appointments and Contracts

1. **Board as Agent:** The Board of Directors shall act for Chesapeake Squares in all matters regarding appointments and contracts. The Board may designate or assign the handling of specific negotiations, appointments, and contracts to parties, Officers, or agents with the authorization of more than one-half (1/2) the members of the Board, and may be overturned by a majority vote of the voting membership of Chesapeake Squares.
 - a. The Board of Directors or its designee shall act for Chesapeake Squares in the appointment of any business management staff; any auditor, agent, or counsel to or for Chesapeake Squares and any trustees, honorary trustees, honorary officers, honorary chairs, or other in-kind categories of non-voting member.
 - b. The Board of Directors or its designee shall act for Chesapeake Squares in the approval of all contracts for services or supplies including contracts with any business management staff, auditor, agent, or counsel to or for Chesapeake Squares.
2. **Contracts with Members:** No member of Chesapeake Squares, Board member, or Officer shall have interest, directly or indirectly, in any contract relating to the operations of Chesapeake Squares, or in any contract for furnishing services or supplies to Chesapeake Squares, unless such contract be authorized by the Board of Directors and unless the facts of interest have been disclosed or known to the Board. No Board member or Officer may vote on a question in which the Board member or Officer holds an interest.
3. **Compensation to Board Members or Officers:** No Board member nor Officer may receive compensation merely for acting as a Board member or an Officer.
4. **Reasonable compensation for Services and Supplies:** Any member of Chesapeake Squares or Board member or Officer is authorized to receive reasonable compensation from Chesapeake Squares for supplies rendered to Chesapeake Squares when such compensation is authorized. "Authorized" compensation is compensation for expenses which have been specifically approved as a line budget item in the annual budget. Any compensation for expenses which are not consistent with the various line items in the budget must be approved separately by the Board.

5. **Signers for Contracts:** The President or Treasurer shall act for the Board and Chesapeake Squares as signers for all contracts authorized by the Board. The Board may authorize alternate agent(s) when such authorization is necessary, as determined by said Board.

Article 9 – Finance

1. **Deposit of Funds:** All funds of Chesapeake Squares not otherwise employed shall be deposited in such banks or trust companies as the Board may from time to time determine.
2. **Transfer of Funds:** All checks, drafts, or orders for the payment of money under \$500.00 issued in the name of Chesapeake Squares must be signed by Treasurer, or by such agent(s) as determined by resolution of the Board. Such payments in excess of \$500.00 must be signed by the Treasurer and the President, or by such agent(s) as determined by resolution of the Board.
3. **Notes of Indebtedness:** All notes or other evidence of indebtedness issued in the name of Chesapeake Squares shall be signed by the President and Treasurer, or by such agent or agents as determined by resolution of the Board.
4. **Gifts:** The Board may accept on behalf of Chesapeake Squares any contribution, gift, bequest, or devise for the general purposes of Chesapeake Squares.
5. **Fiscal Year:** The fiscal year of Chesapeake Squares shall follow the calendar year.
6. **Financial Statement:** At each Annual Meeting the Board shall present a statement of financial condition of Chesapeake Squares and shall report on financial operations of the preceding year and financial plans for the succeeding year.
7. **Annual Budget:** Projected line item expenditures based on an Annual Budget shall be presented to the Board by the Treasurer during the summer recess. The Annual Budget requires board approval.
8. **Board Approval of Other Expenditures:** All expenditures of funds and commitments of indebtedness not previously approved in the annual budget require Board approval and authorization.

Article 10 – Books and Records

1. **Minutes and Records:** Chesapeake Squares shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board and of Committees having any of the authority of the Board of Directors.
2. **Mailing Lists:** The Board shall provide policy for the use of these lists. The Board may enact policy placing the use or maintenance of these lists with specific Officers or agents of

Chesapeake Squares. Mailing lists are for the sole use of Chesapeake Squares and will not be given to any other organizations.

3. **Inspection:** All books and records of Chesapeake Squares may be inspected by any member in good standing of Chesapeake Squares for any proper purpose at any reasonable time.
4. **Annual Report:** At each Annual Meeting the Board shall make available to the membership an Annual Report on the finances of Chesapeake Squares and copies of such Annual Reports and returns as are required by law to be filed with the appropriate agencies of the Federal Government and the State of Maryland.

Article 11 – Prohibitions and Limitations on Activities

1. **Compensation:** No part of the net earnings of Chesapeake Squares shall be paid to or inure the benefit of, or be distributable to the members, Board members, or Officers of Chesapeake Squares, except that Chesapeake Squares shall have the authority to pay reasonable compensation for services actually rendered to or for Chesapeake Squares.
2. **Political Campaigns:** No substantial part of the activities of Chesapeake Squares shall consist of carrying on propaganda, or otherwise attempting to influence legislation. Chesapeake Squares shall not participate in, or intervene in any political campaign in behalf of or in opposition to any candidate for public office.
3. **Tax Status:** Chesapeake Squares shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future Federal income tax law, and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 or the corresponding provision of any future income tax law.

Article 12 – Adoption and Amendment of Bylaws

1. **Voting Eligibility:** For the purpose of adopting these Bylaws, the voting membership shall be defined as those members in good standing at the time of the vote.
2. **Adoption:** These Bylaws shall be adopted when approved by a majority of the voting membership at a meeting called by the Board for the purpose of adopting these Bylaws.
3. **Amendments:** Amendments may be made to these Bylaws by the approval of a majority of the Board members and two-thirds of the entire voting membership at a special meeting called in accordance with Article 3, Section 4 of the Bylaws.
4. **Interpretation:** Questions of interpretation of these Bylaws shall be resolved by the Board or a two-thirds' majority of the voting membership of Chesapeake Squares.

Article 13 – Dissolution or Final Liquidation

1. **Payment of Debts:** The Board, after paying or making provision for the payment of all lawful debts and liabilities of Chesapeake Squares upon dissolution or final liquidation, shall distribute all of the assets of Chesapeake Squares to one or more of the categories of recipients authorized by the Article.
2. **Distribution to Non-Profit Organization:** The Board may distribute remaining assets to a non-profit organization or organizations having similar aims and objectives as Chesapeake Squares. Such recipient(s) shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.
3. **Distribution to Succeeding Organization:** The Board may distribute remaining assets to a non-profit organization or organizations created to succeed Chesapeake Squares. Such recipients shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.