

SAN DIEGO  
SWING DANCE CLUB  
INCORPORATED

BYLAWS

Date of Acceptance

May 7, 2023

SAN DIEGO SWING DANCE CLUB, INC.  
P. O. Box 1954  
BONITA, CA 91908

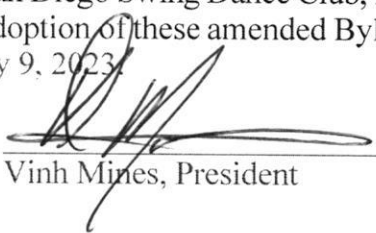
WHEREAS, it has been determined by the incumbent Board of Directors that the current Bylaws, adopted in 2013, are insufficient for the needs of the Corporation, and

WHEREAS, a legal quorum of the membership has approved adoption of the recommended Bylaws by an affirmative vote,

NOW THEREFORE, in consideration of the legal requirements of the existing Bylaws and the California Corporation Code, the President of the San Diego Swing Dance Club, Inc., on behalf of the membership, does hereby confirm the adoption of these amended Bylaws and affirms that the effective date of adoption shall be May 9, 2023.

Dated: \_\_\_\_\_

5/14/2023

  
\_\_\_\_\_  
Vinh Mines, President

ARTICLE I  
CORPORATION MEMBERSHIP

SECTION 1.01:

The Corporation shall have three (3) classes of members only, (1) ANNUAL MEMBERS, (2) HONORARY MEMBERS, and (3) 24-HOUR MEMBERS, and the voting, interests, privileges, and other rights of each member shall be equal except as otherwise provided in these Bylaws.

(1) Annual Members shall be those persons of at least 21 years of age who have paid their annual dues in advance for a period of one (1) year, and who are otherwise qualified for full membership.

(2) Honorary Members shall be those persons who have been awarded honorary, lifetime memberships by the Board of Directors, at its discretion, by unanimous vote only, and retiring Club Presidents who have served no less than six (6) months and one (1) day in office. A member so honored shall be exempt from annual dues.

(3) 24-Hour Members shall be those persons who have paid one-time admission fees to a Club function, entitling them to participate in that event only.

SECTION 1.02:

Qualifications for Corporation Membership shall be as follows:

Annual dues must be paid in advance and are refundable only in special circumstances at the discretion of the Board of Directors.

SECTION 1.03:

Membership in the Corporation shall be non-assessable. Should the Corporation incur obligations beyond its ability to pay, the members may not be assessed to satisfy debt balances.

SECTION 1.04:

Membership in the Corporation is nontransferable and nonassignable.

SECTION 1.05:

Annual dues for membership shall be in an amount determined by the Executive Board of Directors, and shall be payable in accordance with the Standing Rules as they apply to membership dues.

#### SECTION 1.06:

Members who fail to pay annual dues in accordance with the requirements of these Bylaws shall forfeit all rights and privileges pertaining to membership.

#### SECTION 1.07:

Membership in the Corporation shall terminate, or be revoked by an affirmative majority vote of the Executive Board of Directors, as follows:

(1) Upon receipt by the Board of Directors of a written resignation, or upon the death of a member.

(2) Upon failure by a member to pay his/her annual dues by the date of expiration. Member shall be notified of such expiration in writing no later than thirty (30) days prior to the expiration date and allowed a 30-day grace period.

(3) For ungentlemanly or unladylike conduct at a club function so as to reflect discredit upon the club and the membership, based upon the severity of the infraction and/or upon counseling by the President, the behavior persists or subsequent complaints are received.

(4) For infractions or violations of Corporation Rules and Bylaws, or

(5) For any conduct considered detrimental to the best interests of the membership.

#### SECTION 1.08.-

Members who have had their membership revoked shall not be eligible for reinstatement as a member for a minimum of one (1) year, or for a longer period to be determined by the Executive Board of Directors.

### ARTICLE II GENERAL PROVISIONS

#### SECTION 2.01:

No individual member, officer, or director shall have any interest or property rights in the assets of the Corporation or its name, shall not have the right to borrow or loan money or assets in the name of the Corporation, and shall not hold more than one (1) membership in the Corporation.

#### SECTION 2.02:

All members who perform services for or on behalf of the Corporation shall do so without compensation, recognizing that all such service is voluntary and places no obligation upon the Corporation except as follows:

(1) Corporation members who are vendors or contractors and who sell products or services that would, in the opinion of the Board of Directors, benefit the Club, may enter into negotiations with the Board of Directors for the sale of those products or services at a cost that is clearly equitable and of fair market value. Such circumstances will be rare, recognizing that such transactions may be necessary and that the product or service could not in good conscience be donated by the contractor.

## SECTION 2.02 (continued)

(2) Members may be reimbursed for out-of-pocket expenses incurred in the conduct of Club business.

## SECTION 2.03:

The Corporation shall be a nonaligned, unaffiliated, nonpolitical, non-religious, noncommercial organization, and no member shall publicly or privately commit the Corporation to any apparent or real espousal of any religious, political, commercial, or trade union philosophy.

## SECTION 2.04:

Neither members nor other persons shall use any of the Corporation's assets, facilities, funds, equipment, properties, or membership rolls to produce, promote, advertise, or otherwise seek commercial or financial gain for themselves, nor shall religious, political, scientific, or commercial doctrines be advertised, promoted, or otherwise publicly or privately advocated at Club functions, except that written advertising which seeks to promote swing dancing and is not in violation of these Bylaws, may be placed on a table near the entrance to the Club, and may be published for a fee in the Club newsletter.

## SECTION 2.05:

Having a mandate from the general membership by virtue of its election to office to perform those duties specifically designated by these Bylaws, the Executive Board of Directors shall exercise full and final authority in the management of the Corporation's business, assets, activities, finances, income, expenditures, equipment, and properties in the name of the membership, and no decision by the Board of Directors or any provisions of these Bylaws shall in any way detract from or reduce that legal authority. All duties and responsibilities not specifically assigned to individuals shall become the responsibility of the Executive Board.

## SECTION 2.06:

Should the Corporation cease to be a functioning entity, dissolution of the Corporation shall be initiated by a majority vote of the Executive Board of Directors, and all assets shall be liquidated and converted into legal currency. All such monies shall be used to satisfy Corporation obligations, and the remainder of such monies shall be distributed in a manner prescribed by law.

## ARTICLE 111 AMENDING BYLAWS

## SECTION 3.01:

Only copies of these Bylaws that bear the latest date of confirmation by the Executive Board of Directors on the second page thereof shall be valid.

## SECTION 3.02:

These Bylaws may be amended by a majority vote of the incumbent Executive Board of Directors, and shall be ratified by a majority vote of a quorum twenty (20) percent of the membership in accordance with the following:

(1) All members will be notified by email of Bylaws to be amended and copies of the Bylaws and proposed amendments will be made available to all members upon request. Notification will also be made in the Club's newsletter and announced at the weekly dances.

(2) All members will be notified by email, by newsletter and announcements at least thirty (30) days in advance of meetings to consider and/or adopt amendments so as to provide the widest possible publicity for the benefit of members to enable their input.

## ARTICLE IV OFFICERS AND DIRECTORS

### SECTION 4.01:

The Board of Directors shall consist of the Executive Board that shall be elected by the membership.

Elected Directors are as follows:

- |                          |                                       |                         |
|--------------------------|---------------------------------------|-------------------------|
| (1) President            | (2) Vice President                    | (3) Membership Director |
| (4) Treasurer            | (5) Recording/Corresponding Secretary | (6) Newsletter Editor   |
| (7) Activities Director  | (8) Dance Director                    |                         |
| (9) Hospitality Director | (10) Publicity Director               |                         |

Immediate Past President shall continue as a Director for one year.

#### SECTION 4.02:

The duties of the Executive Board shall include but not be limited to the following as its exclusive responsibility, nor shall *the* Executive Board have authority to delegate such responsibility:

- (1) Regulation of membership fees.
- (2) Management of monetary assets.
- (3) Management of the Officer election process.

#### SECTION 4.03:

Vacancies in corporate offices shall be filled by the appointment of eligible members by the President subject to majority approval of the Executive Board. Such appointments shall be made within thirty (30) days following the vacancy, and should the President fail to act within that time, it shall be the responsibility of the Executive Board to fill such vacancies.

#### SECTION 4.04:

Vacancies in the Presidency shall be filled by an elected Board member. Should all elected Board members refuse the office, a special election will be held within thirty (30) days.

#### SECTION 4.05:

Elected Board offices or any Board position that entails financial responsibility may not be held by any member who has been convicted of a felony. Candidates for such offices shall be required to sign a statement that they have not been convicted of such.

### ARTICLE V ELECTION OF OFFICERS

#### SECTION 5.01

The officers of the Executive Board of the Corporation shall be elected by the membership at its annual meeting by majority of those present. Election shall be made by voice vote or, if requested by the membership, by count of hands. Those elected shall serve one year from June 1 through May 31 or until a successor is elected. Officers shall not serve in the same office for more than two (2) consecutive years unless a successor cannot be elected, at which time the officer may continue to serve another term.

#### SECTION 5.02.

Four weeks before the election, notice shall be given by email to the members and shall be announced at four consecutive meetings, that nominations for the election of officers of Executive Board are open. Any member wishing to serve as an Officer shall submit his/her name to the Board to be considered by the membership for election. A slate of eligible candidates shall then be submitted to the membership at the annual meeting. In addition, Nominations may be made orally from the membership.

## ARTICLE VI

### DUTIES OF THE BOARD OF DIRECTORS

#### SECTION 6.01

The President shall be an Executive Officer, a Director of the corporation, and Chairman of the Board. He/She shall be the Club's General Manager and shall exercise responsibility for the supervision, direction, execution, management, and overall administration of all Corporation business, activities and functions; preside over all regular meetings; appoint and discharge from duty Special and Ad Hoc Committees, with the Board approval; act as ex-officio member of all committees; supervise the activities of all Board members; delegate authority to eligible members to assist in the execution of his/her duties; sign Corporation checks; sign contracts for the Corporation; sign appropriate tax returns; and vote on all motions before the Board that result in ties.

#### SECTION 6.02

The VICE PRESIDENT shall be an Executive Officer and a Director of the Corporation. He/She shall be the Club's Business Manager, assist the President in the general management of Club activities; supervise and assist other Board members in the performance of their duties; act as advisory chairperson on all social committees; *assume* the office of President in the event that the office is vacated mid-term provided that he/she is an elected Officer and vote on all motions before the Board.

#### SECTION 6.03

The MEMBERSHIP DIRECTOR shall be an Executive Officer and a Director of the Corporation. He/She shall maintain current and up-to-date membership rolls that will include member names, addresses, telephone numbers, birth dates, and membership dates; assign member numbers to qualified applicants; email membership renewal notices thirty (30) days prior to expiration dates, explaining that failure to renew means removal from the membership rolls; provide current membership lists to the Door Person at Weekly functions; provide a current membership report to the Board at each regular monthly meeting, provide a current membership report at the Annual Membership Meeting; maintain the confidentiality of the membership rolls as required by the Board of Directors; and vote on all motions before the Board.

#### SECTION 6.04

The TREASURER shall be an Executive Officer and a Director of the Corporation. He/She shall maintain current up-to-date records and inventories of all Corporation assets and properties; maintain timely and accurate records of all financial transactions, require receipts for all authorized expenditures; deposit all income in appropriate financial institutions as approved by the Executive Board; prepare financial reports for regular monthly Board meetings; open and close bank accounts as directed; set up and maintain accounting procedures for all income; submit Treasurer's records for inspection to the Board and/or to members who so request in accordance with procedures in the California Corporation Code; supervise the preparation of Federal and state taxes as required; submit an Annual Financial

Report to the Board at the conclusion of each business year, present an Annual Report at the Annual Membership Meeting on the third Sunday in May; arrange for an Audit of Corporation financial records when requested by the Board; and vote on all motions before the Board.

#### SECTION 6.05

The RECORDING/CORRESPONDENCE SECRETARY shall be an Executive Officer and a Director of the Corporation. He/She shall record in writing the minutes of all Board meetings as required by law; prepare an agenda for such meetings with the advice and assistance of the President; keep a file of all contracts, records, correspondence and all such Corporation documents; have in custody the Corporate Seal; submit in writing to Board members the minutes of the previous Board meeting prior to the next scheduled Board meeting; exercise responsibility for and maintain records of all incoming and outgoing correspondence; and vote on all motions before the Board.

#### SECTION 6.06

The NEWSLETTER EDITOR shall be an Executive Officer and a Director of the Corporation. He/She shall publish appropriate articles and photographs of the Club events, activities, personalities, in the monthly newsletter; and vote on all motions before the Board.

#### SECTION 6.07

The ACTIVITIES DIRECTOR shall be an Executive Officer and a Director of the Corporation. He/She shall prepare for the Board a calendar of monthly events for Board approval; arrange for entertainment and intermission activities at designated Club functions and events; recommend to the Board themes for designated special functions; arrange with Board approval, trophies, plaques, prizes, and/or appropriate recognition for event winners at designated Club functions; and vote on all motions before the Board.

#### SECTION 6.08

The DANCE DIRECTOR shall be an Executive Officer and a Director of the Corporation. He/She shall arrange for dance instruction at each Sunday dance, be knowledgeable about the ten basic swing dance patterns; insure that each instructor is fully cognizant of Club policies with regard to commercial exploitation of members at Club functions; and vote on all motions before the Board.

#### SECTION 6.09

The HOSPITALITY DIRECTOR shall be an Executive Officer and a Director of the Corporation. He/She shall arrange that all new members, guests and special visitors be greeted at the door at all Club functions; provide newcomers with literature and information about the Club and its activities; arrange for flowers and/or cards to be sent to hospitalized or ill members; and vote on all motions before the Board.

\* SECTION 6.10

The PUBLICITY DIRECTOR shall be an Executive Officer and a Director of the Corporation. He/She shall promote the Club's activities in the Media and at other dance clubs; prepare fliers for all Club events and vote on all motions before the Board.

SECTION 6.11

The IMMEDIATE PAST PRESIDENT shall be a Director but not an Officer of the Corporation. He/She shall act in an advisory capacity to the Board. To be eligible for this position, he/she shall have served as President by election, such service to have been for a minimum of six (6) months and one (1) day.

## SECTION 6.12

Incumbent elected Officers of the corporation shall have the authority to spend up to three hundred and fifty dollars (\$350) per month — this amount not cumulative — on Corporate business without prior Board approval but subject to Board review.

## ARTICLE VII

### PARLIAMENTARY AUTHORITY

#### SECTION 7.01

All meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not in conflict with these Bylaws, the Articles of Incorporation, or with ordinances or laws of the City, County, State or Federal Governments. The Bylaws shall supersede Robert's Rules where there is conflict.

#### SECTION 7.02

All who attend official meetings of the Corporation shall be subject to a code of ethical behavior, as given below, in the conduct of *such* meetings, and violations of this code, at the discretion of the Board, shall require the expulsion of the offending member(s) from the meeting.

- (1) Good order, decorum, and gentlemanly/ladylike behavior is required at all times.
- (2) When addressing the Chair, no member so speaking may be interrupted except that the Chair may respond to a point of order or other provisions provided by Robert's Rules.
- (3) Loud accusations and derogatory remarks directed at individuals in angry, accusatory language, is prohibited.
- (4) All remarks and statements shall be addressed to the chair as required by Robert's Rules, and insofar as possible, third person address shall be used to give impersonal and objective character to the proceedings.
- (5) Recognizing that the Board sits in office to represent the membership, non-Board members will limit their participation at meetings to questions directed to the chair, when recognized by the Chair, on Points of Order.

## ARTICLE VII

### MEETINGS

#### SECTION 8.01

Official meetings of the San Diego Swing Dance Club shall be permitted and conducted in accordance with the provisions of the California Corporations Code which requires that written minutes of all meetings be taken and kept on record. Such meetings are as follows:

(1) ANNUAL MEMBERSHIP MEETINGS, as required by law, will be held at the Club's regular dance site at a Sunday set by the Board in May, and will include the Presentation of a Treasurer's Report, a Membership Report, a State-of- the-Club Report by the President, and such other reports as may be considered necessary.

## (2) SPECIAL MEETINGS

(a) Special meetings for the Board and/or the members may be called by the President, by two (2) Officers of the Board, or by no less than five (5) percent of the voting membership of the Corporation by petition. Such members must have been in good standing as of the last day of the month preceding the month in which the request is made. Petitions may be circulated during regular Sunday dances.

(b) Special meetings will be held at such times and places as determined by the Board except that meetings petitioned by members must take place no later than the second week in the month following the month in which the petition was submitted.

(c) Special meetings called by member petitions will be chaired by a member in good standing as selected by the petitioners.

(d) Twenty (20) percent of the annual paid membership shall constitute a quorum for special meetings and no business will be conducted in the absence of such a quorum.

(e) Decisions reached at such meetings shall have the same force and effect as those arising from a Board meeting, except that the Board shall have the authority to override such decisions when those decisions have less than a clear majority approval of the membership attending the meeting or are in contradiction to the Bylaws.

(3) REGULAR MEETINGS OF THE BOARD OF DIRECTORS shall normally be held once each month, or at such times as scheduled by the Board in special circumstances, but in no case less than one a month, at times and places to be determined by the Board. Such meetings shall be advertised in the Newsletter and announced during Club functions.

(4) SPECIAL MEETINGS OF THE BOARD OF DIRECTORS shall be convened as necessary by the President or by two (2) Officers of the Corporation, for the purpose of conducting such business as may be considered necessary by the person(s) convening such meetings. Advance notice of at least seven (7) days must be given the membership, except that circumstances might dictate an emergency meeting which may be held without prior notification provided that such meetings do not involve the expenditure of funds in excess of five hundred dollars (\$500), the disposal of Corporation assets or properties in excess of that amount, the revocation of a membership, or any matter of wide and controversial interest to the membership.

## SECTION 8.02

Secret meetings shall not be permitted. Secret meetings shall be defined as any meeting in the name of the Corporation that excludes attendance by any member who may wish to attend.

### SECTION 8.03

Committee meetings shall not be considered official meetings since no monetary decisions binding upon the Board or the membership can or will be made.

## ARTICLE IX

### QUORUMS

#### SECTION 9.01

No business binding upon the Corporation shall be conducted at meetings that fail to have a legal minimum attendance in accordance with the following formulas:

(1) Annual Membership Meetings shall require a quorum of twenty (20) percent of the active membership.

(2) Special Meetings of the Membership shall require a quorum twenty (20) percent of the active membership

(3) Regular and Special Meetings of the Board shall require a quorum of a simple majority of Officers.

#### SECTION 9.02

Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes. The intent is one (1) vote per one (1) member.

## ARTICLE X

### CORPORATION FUNDS

#### Section 10.01

The GENERAL FUND shall be a checking account to be maintained in excess of two hundred dollars (\$200) as determined by the Executive Board, and shall be used to pay debts and expenses incurred by the Corporation.

#### SECTION 10.02

SPECIAL FUNDS may be created as necessary by a decision of the Executive Board.