

BYLAWS OF THE HOUSTON AREA TRADITIONAL DANCE SOCIETY

Revised October, 2015

ARTICLE I – OFFICES

Section 1.01. Principal Office.

The principal office of the Corporation shall be in the greater Houston Metropolitan Area of the State of Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02. Registered Office and Registered Agent.

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – FISCAL YEAR

Section 2.01. Fiscal Year.

The Fiscal Year of the Corporation shall be from June 1st through May 31st.

ARTICLE III – MEMBERSHIP

Section 3.01. Definition of a Member.

A Member is any person eighteen (18) years of age or older who has paid dues for the current Membership Year.

Section 3.02. Membership Year.

The Membership Year shall be from September 1st through August 31st.

Section 3.03. Dues.

The amount of the dues for any Membership Year, or part thereof, shall be determined by the Board of Directors.

Section 3.04. Voting Rights of Members.

Each Member shall be entitled to one vote on each matter submitted to a vote of the Membership.

Section 3.05. Definition of a Quorum of the Members.

Twenty percent (20%) of the Membership shall constitute a quorum. If not a whole number, the number needed for a quorum shall be rounded up to the next whole number. Any Special or Annual Meeting of the Members must have a quorum in order to be considered a Special or Annual Meeting.

Section 3.06. Meetings.

Section 3.06.01. Annual Meeting of the Members.

The Annual Meeting of the Members shall be held within thirty (30) days of the end of the fiscal year. The Annual Meeting shall be held in conjunction with a regular dance unless the Board votes unanimously that it would be more convenient for the Members to meet at another date, time, and place.

Section 3.06.02. Special Meetings.

Except as provided in Section 3.06.03 below, the Board shall determine the need for a Special Meeting of the Members. Special Meetings shall be held in conjunction with a regular dance unless the Board votes unanimously that it would be more convenient for the Members to meet at another date, time, and place.

Section 3.06.03. Membership Petition.

Upon the petition of not less than a quorum of the Members, the President shall call a Special Meeting of the Members to be held not less than ten (10) nor more than sixty (60) days after the receipt of the petition.

Section 3.06.04. Notice.

Notice of the Annual or Special Meetings must be delivered between ten (10) and sixty (60) days before the meeting in person, by fax or email, or by mail.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. All decisions of the Board shall pass by majority vote of the Board (not just a majority of

Directors in attendance at any given meeting) except as otherwise specified in these Bylaws.

Section 4.02. Qualifications.

Directors shall be Members of the Corporation at the time of their nomination and election, and shall maintain their membership throughout their term of office. Directors need not be residents of Texas.

Section 4.03. Tenure.

Directors shall be elected in accordance with the procedures specified in (i) Article XIII or (ii) Section 4.08. Directors shall assume office at the Annual Meeting of the Directors (Transition Meeting) and shall hold office until the next Annual Meeting of the Directors, unless a Director resigns or is removed in accordance with Section 4.07.

Section 4.04. Number.

The Board of Directors shall consist of five (5) Directors.

Section 4.05. Definition of a Quorum of Directors.

The majority of the Directors shall constitute a quorum.

Section 4.06. Meetings.

Section 4.06.01. The Annual Meeting of Directors.

The Annual Meeting of the Board of Directors (Transition Meeting) shall be held within thirty (30) days following the Annual Meeting of the Members.

Section 4.06.02. Regular Meetings.

The Board of Directors shall determine the number, date, time and place for the holding of Regular Meetings of the Board.

Section 4.06.02.01. Notice to Members.

The date, time and place of Regular Meetings of the Board shall be announced to the Members at least seven (7) days in advance.

Section 4.06.03. Special (i.e. Emergency) Meetings.

Special Meetings of the Board of Directors may be called at the request of two Directors or the President. The person(s) who call(s) the Special Meetings of the Board may fix any place as the place for holding such Special Meetings of the Board.

Section 4.06.03.01. Notice to Directors.

Notice of any Special Meeting of the Board of Directors shall be given to all Directors at least three (3) days in advance by written notice. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The meeting shall be lawfully called if a majority of the Directors waive notice.

Section 4.06.03.02. Closed Meetings.

Closed Meetings of the Board may be called to discuss sensitive (personnel, financial, or legal) issues.

Section 4.06.04. Summary Provided to Members.

A summary of any Meeting of the Board of Directors shall be provided to the Members within thirty (30) days of the Meeting in any accessible format approved by the Board of Directors.

Section 4.06.05. Proxies.

A Director may give his/her proxy to another Director to attend a Regular or Special Meeting on his/her behalf. The proxy to be valid must be in writing and must be specific on the matters and in the manner in which the Proxy holder is to vote. No Proxy shall be valid after thirty (30) days from the date of its execution.

Section 4.07. Removal.

Any Director elected by the Members, or appointed by the Board of Directors in accordance with Section 4.08, may be removed by the unanimous vote of the remaining Directors whenever in their judgment the best interest of the Corporation would be served, or by a majority vote of the Members if petitioned by a quorum of the Members. Such removal shall be without prejudice to the contract right, if any, of the Director so removed.

Section 4.08. Vacancies.

A vacancy in any Directorship because of death, resignation, removal or otherwise, shall be filled by the remaining Board of Directors for the unexpired portion of the term by a majority vote of the remaining Directors. The vacancy shall be filled within sixty (60) days of its date of origin. The new Director shall assume his/her office

upon his/her election and shall hold office until the Annual Meeting of the Directors unless the Director either resigns or is removed in accordance with Section 4.07.

ARTICLE V – OFFICERS

Section 5.01. Officers.

The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provision of this Article. Any two or more offices may be held by the same persons except the offices of President and Secretary and of President and Vice President. Officers shall be Members of the Corporation at the time of their election or appointment and shall maintain their membership throughout their term of office.

Section 5.02. Election and Terms of Office.

The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Directors. The President and Vice President(s) shall be elected from among the Board of Directors. Other officers, including the Treasurer and Secretary, may be elected from among the Board of Directors or may be appointed by the Directors from among the general Membership. If appointed, officers shall not become Directors of the Corporation but shall perform such duties as are appropriate to the position and shall act in an advisory capacity to the Board of Directors. New offices may be created and filled at any Meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected or appointed; or the officer shall have resigned or have been removed; or the office, other than the President, Vice President, Secretary and Treasurer, has been eliminated.

Section 5.03. President.

The President shall be the principal executive officer of the Corporation, and in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all Meetings of the Board of Directors.

Section 5.04. Vice President.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and

when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.05. Treasurer.

The Treasurer shall keep current and accurate financial records with complete entries of each financial transaction of the Corporation, and shall submit a statement of financial condition to the Board of Directors at their Regular Board Meetings and to the Membership yearly.

Section 5.06. Secretary.

The Secretary shall keep minutes of all Meetings of the Board of Directors and Meetings of the Members. The Secretary shall include in the minutes of the next Regular Meeting of the Board of Directors a summary of all discussions and decisions made by the Board via email or other electronic means since the last Meeting.

Section 5.07. Removal.

Any officer elected or appointed by the Board of Directors may be removed from office by the unanimous vote of the Board of Directors, or if the officer is a Director, by unanimous vote of the remaining Directors, whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.08. Vacancies.

A vacancy in any office because of death, resignation, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI - COMMITTEES

Section 6.01. Committees.

The Board of Directors may designate and appoint committees or individual Members to coordinate functions of the Corporation.

Section 6.02. Committees with Budgets.

Committees responsible for programs or events with a budget shall have a Chairperson(s), a Bookkeeper, and a Secretary. Any two or more positions on the Committee may be held by the same person except the positions of Chairperson and

Secretary. The Committee shall keep accurate records of its activities and give regular reports to the Board of Directors.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS, MEMBERSHIPS, AND FUNDS

Section 7.01. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 7.02. Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.03. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

Section 7.05. Memberships.

The Corporation may enter into Memberships and other affiliations by resolution of the Board of Directors.

ARTICLE VIII – BOOKS AND RECORDS

Section 8.01. Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all Meetings of the Board of Directors and Meetings of the Members. The Treasurer shall keep the financial records in accordance with Section 5.05 and the Secretary shall keep the minutes in accordance with Section 5.06.

ARTICLE IX – INDEMNIFICATION

Section 9.01. Indemnification.

The Corporation shall, subject to Section 9.02, indemnify a Director, Officer, Committee Member, Employee or Agent of the Corporation to the maximum extent permitted by law.

Section 9.02. Financial Ability to Make Indemnification.

The Corporation shall be legally liable to make the above referenced indemnification only if said indemnification will not impede the Corporation from meeting its unrelated obligations.

Section 9.03. Charitable Immunity and Liability Act of 1987.

Nothing in these Bylaws or in the Articles of Incorporation shall be construed as limiting the applicability of the Charitable Immunity and Liability Act of 1987 as enacted and as hereinafter amended.

ARTICLE X – WAIVER OF NOTICE

Section 10.01. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Corporation or the Bylaws of the Corporation, such notice can be prospectively or retroactively waived in a signed document by any person entitled to such notice.

ARTICLE XI – CONFLICT OF INTEREST

Section 11.01. Conflict of Interest

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four of the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, this corporation

shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XII – AMENDMENTS TO THE BYLAWS

Section 12.01. Proposal Procedure.

Amendments to these Bylaws may be proposed by any Member of the Corporation. Proposed amendments shall be approved for voting either by the Board of Directors or by a petition of a quorum of the Members.

Section 12.02. Notice.

Notice of the proposed amendments must be delivered to the Members between ten (10) and sixty (60) days before the date of tabulation in person, by fax or email, or by mail, and posted publicly at regular dances and on the Corporation's website.

Section 12.03. Voting Procedure.

The voting shall be conducted according to the procedures set forth in Section 13.04.

Section 12.04. Non-Substantive Changes.

Non-substantive changes to these Bylaws that do not alter the meaning or intent of any phrase, section, or subsection, such as corrections of spelling, grammar, and punctuation, require only the approval of the Board of Directors without resort to a vote of the Members.

ARTICLE XIII – VOTING PROCESS

Section 13.01. Secret Ballots.

Except as provided in Section 13.03.04, election of the Board of Directors and voting for amendments to the Corporation's Bylaws shall be done by secret ballot.

Section 13.02. Quorum for Purposes of Tabulating Votes.

The determination of whether or not a quorum is present at a Meeting of the Members for voting for the Board of Directors or the amendment of the Bylaws shall be based upon the number of eligible Members present at the Meeting and the number of votes cast by Members who are not at the Meeting.

Section 13.03. Election Process for the Board of Directors.

Five (5) directors shall be elected at the Annual Meeting of the Members. Each Member may vote for up to five (5) nominees for the Board of Directors. Cumulative voting shall not be permitted (i.e. Members shall not cast more than one vote per nominee).

Section 13.03.01.

The date and time of the Annual Meeting of the Members shall be announced to the Members in accordance with Section 3.06.04.

Section 13.03.02.

The process of nominations shall begin at least four (4) weeks prior to the Annual Meeting of the Members. Nominations shall be held at the regular dances. A Meeting of the Members does need not to be held for the nominations to be valid. The close of nominations shall be at a regular dance two (2) to four (4) weeks prior to the Annual Meeting of the Members.

Section 13.03.03.

Nominations for the Board of Directors shall be received publicly by a Director at a regular dance. Nominees must be Members and be present at the time of their nomination, or provide a written proxy of acceptance to another Member. A nominee must be nominated and seconded by a Member of the Corporation with all three names duly recorded. The record of names and dates of nominations shall be entered into the minutes at the next Regular Meeting of the Board of Directors or at the Annual Meeting of the Members, whichever occurs first. Members shall nominate no more than one nominee but may second more than one.

Section 13.03.04.

In the event only five (5) candidates have been nominated for the Board of the Directors at the close of nominations, the nominees shall be considered to be elected without resort to the ballot process as outlined in Sections 13.03.05 through 13.03.08.

Section 13.03.05.

Ballots shall be distributed to all Members at their last known address no later than five (5) days after the close of nominations. The Board of Directors shall designate a person or persons to distribute the ballots.

Section 13.03.06.

Ballots must be enclosed in a sealed envelope with the member's name printed and signed on the outside of the envelope as proof of identification. Ballots are not to have members' names on them. Ballots shall be returned either in person or by mail before the tabulation of the votes begins.

Section 13.03.07.

Two or more proctors shall be selected from among the Members by the Board of Directors to tabulate the ballots. None of the proctors shall be related to, or from the same household, as any nominee or each other.

Section 13.03.08.

The tabulation of the votes by the proctors shall be conducted before the end of the Annual Meeting of the Members. The five (5) nominees receiving the highest total of votes will be declared Directors. In the event of a tie, a second written and secret ballot shall be taken between the tied nominees by the Members present at the Annual Meeting of the Members. If the second ballot results in a tie, the winner shall be determined by lot.

Section 13.03.09.

The elected Board shall be announced at the Annual Meeting of the Members and take office at the Annual Meeting of the Directors (Transition Meeting).

Section 13.04. Voting Process for Amendment of the Bylaws.

Any Bylaw amendment(s) must first be proposed, approved, and announced in compliance with Article XII.

Section 13.04.01.

Ballots shall be distributed to all Members at their last known address at least ten (10) days prior to the date of tabulation. Ballots may be distributed as part of the initial mailing (posting) of the proposed amendment(s). The Board of Directors shall designate a person or persons to distribute the ballots.

Section 13.04.02.

Ballots must be enclosed in a sealed envelope with the member's name printed and signed on the outside of the envelope as proof of identification. Ballots are not to have members' names on them. Ballots shall be returned either in person or by mail before tabulation begins.

Section 13.04.03.

Two or more proctors shall be selected from among the Members by the Board of Directors to tabulate ballots. Proctors shall not be closely related to each other or from the same household.

Section 13.04.04.

The tabulation of the votes by the proctors shall be conducted during a regular dance or a Special or Annual Meeting of the Members.

Section 13.04.05.

The proposed amendment(s) shall become part of these Bylaws and be legal and binding when passed by a majority of Members voting, as long as that majority is not less than a quorum.