

**Bylaws
of the
International Association of Gay Square Dance Clubs**

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Bylaws of the International Association of Gay Square Dance Clubs

Article 1 Name and Offices

Section 1. Name

The name of this corporation is the International Association of Gay Square Dance Clubs, hereinafter referred to as the “IAGSDC” or the “Corporation.”

Section 2. Slogan

The corporate slogan is “An LGBTQ* Organization,” where “LGBTQ*” is an acronym for “Lesbian, Gay, Bisexual, Transgender, Queer, Questioning, Intersex, and their friends.”

Section 3. Offices

The principal office of this Corporation shall be situated in the State of California at such specific location as the Board of Directors shall determine from time to time.

Section 4. Other Office Locations

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(4) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be:

- a. To promote Modern Western Square Dancing;
- b. To provide an organizing body to facilitate social interchange and dancing among its Member Organizations (as that term is defined in Article 3) and their individual members;
- c. To enhance the image of LGBTQ* people, especially in the international square dance community; and
- d. To support and encourage the growth of its membership.

Article 3 Membership

Section 1. Qualifications For Membership

The members of the IAGSDC, hereinafter referred to as “Member Organizations,” shall consist of such organizations as meet the criteria of one of the membership types set forth in Section 2 of this Article, and have been approved for membership as specified in Section 3 of this Article.

Section 2. Types of Member Organizations

The membership of the IAGSDC shall be divided into the following types:

a. Full Membership

Full Membership shall be granted to those organizations that meet the following criteria:

- 1) Are an LGBTQ* inclusive square dance club;
- 2) Follow the square dance programs that have been approved by CALLERLAB;
- 3) Are non-profit or not-for-profit in structure and intent;
- 4) Exist for social, recreational, and educational purposes, and are not primarily performing groups;
- 5) Are ethically run in a non-competitive spirit;

- 6) Have membership open to anyone regardless of race, religion, ethnic background, age, gender, gender identity, gender expression, or sexual orientation;
- 7) Have and maintain a membership of at least 8 dancers;
- 8) Agree to subscribe to the purposes and goals of the IAGSDC; and
- 9) Agree to abide by the Bylaws of the IAGSDC as they may be amended from time to time.

j. Associate Membership

Associate Membership shall be granted to those organizations that do not meet the requirements for Full Membership for one or more of the following reasons:

- 1) The organization is not LGBTQ* oriented;
- 2) The organization is run primarily for profit;
- 3) The organization is primarily for performance;
- 4) The organization has fewer than eight members; and/or
- 5) The organization is an LGBTQ* oriented, caller-run group using the CALLERLAB format.

c. Affiliate Membership

Affiliate Membership shall be granted to those organizations that do not meet the requirements for Full or Associate Membership. Examples include convention planning organizations and rodeo associations.

Section 3. Membership Application and Acceptance

- a. Except as described in Section 3.c of this Article, applicants for Full, Associate, or Affiliate Membership shall submit a written application together with a copy of their governing bylaws to the Board of Directors at least 60 days prior to the annual Delegates Meeting.
- b. Full, Associate, or Affiliate applicants that meet all requirements and are approved by a simple majority of the Delegate Body (as defined in Article 4, Section 2 herein) shall be granted the appropriate type of membership upon the payment of dues.

- c. Prospective Affiliate Members that are not yet Member Organizations and that are organized solely for the purpose of hosting a Convention as described in Article 12, Section 2.b herein, and that have submitted a winning bid for Convention, shall be deemed to have been approved for membership by the Delegate Body.

Section 4. Annual Membership Dues

- a. Dues assessed on each Full Member and Associate Member shall be computed by multiplying the number of active members in said organization on the date dues become payable by an amount determined as described in Section 4.4.c of this Article (“per member” dues).
- b. Dues assessed on each Affiliate Member shall be a fixed amount determined as described in Section 4.4.c of this Article (“per organization” dues).
- c. Dues rates "per member" and "per organization" shall be set by the Board of Directors.
- d. Dues are due and payable on January 1 of each year. After April 15, unpaid dues shall be considered late, and a US \$25.00 late fee shall be added to the amount due. The late fee may be waived at the reasonable discretion of the Treasurer.
- d. First-year dues for new Member Organizations shall be prorated according to the number of months in their first year of membership.

Section 5. Loss of Good Standing

All Member Organizations are required to pay their membership dues no later than the annual meeting of the Delegate Body. Any Member Organization that fails to submit such payment shall lose their status as a Member Organization in good standing.

Section 6. Expulsion

Any Member Organization may be expelled from the IAGSDC, or any Delegate may be expelled from the Delegate Body, for just cause upon submission of a petition signed by fifteen percent (15%) of voting or non-voting Delegates and the affirmative vote of at least two-thirds (2/3) of all Delegates who can vote. Nothing in these Bylaws shall be construed as granting to any Member Organization a continued membership or expectation of membership in the IAGSDC.

Section 7. Termination of an Organization's Membership

- a. Any organization's membership shall terminate upon the dissolution of the Member Organization; or due to resignation or expulsion.
- b. Unless otherwise determined by the Board of Directors, each Member Organization's membership shall immediately terminate if their membership dues have not been paid by October 15 of the year they were due.
- c. Member Organizations terminated as a result of expulsion may not renew their membership in the IAGSDC without obtaining the affirmative vote of at least two-thirds (2/3) of all the Delegates present at a Delegates Meeting.
- d. Member Organizations terminated as a result of non-payment of dues may reactivate their membership in the IAGSDC within two (2) years after such termination by the payment of all current and past due membership dues, including late fees if not waived.
- e. Member Organizations terminated as a result of resignation or for non-payment of dues in excess of two (2) years may renew their membership only by re-application for membership in the IAGSDC.

Section 8. Number of Member Organizations

There is no limit on the number of Member Organizations the Corporation may admit.

Section 9. Membership Book

The Corporation shall keep a membership book containing the name and address of each Member Organization. Termination of the membership of any Member Organization shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office, or may be kept in electronic form on a server or website accessible to Member Organizations and Directors.

Section 10. Nonliability of Member Organizations

No Member Organization is, as such, liable for the debts, liabilities, or obligations of the Corporation.

Section 11. Nontransferability of Memberships; Dissolution

No Member Organization may transfer a membership or any right arising therefrom. All rights of membership cease upon dissolution of the Member Organization.

Article 4 Delegates and Delegate Body

Section 1. Delegates

- a. Each Full and Associate Member Organization, from its own general membership, and each Affiliate Member Organization, shall select by its own internal process a Delegate and an Alternate Delegate to serve on the Delegate Body, and shall inform the IAGSDC of its selections by updating its Delegate and Alternate Delegate information on the IAGSDC website.
- b. No Delegate or Alternate Delegate may represent more than one Member Organization.

Section 2. Delegate Body

The “Delegate Body” is defined as the collective group comprised of a Delegate or, in their Delegate’s absence, an Alternate Delegate, selected from each Member Organization; the IAGSDC Officers; and the immediate Past Chair. The Alternative Delegate from each Member Organization shall vote and speak as the representative of the Member Organization only in the absence of that Member Organization’s Delegate.

The Delegate Body shall:

- a. Elect the Officers of the IAGSDC;
- b. Determine policy for the IAGSDC;
- c. Oversee the administration of these Bylaws by the Officers of the IAGSDC;
and
- d. If called upon, act as an impartial arbitrator in any disputes which may arise among Member Organizations.

Section 3. Voting

- a. The IAGSDC Officers and Past President are non-voting members of the Delegate Body, except that the President, or in their absence the Vice President, shall cast the deciding vote in the event of a tie.
- b. The Delegate, or in their absence the Alternate Delegate, of each Member Organization in good standing, shall be entitled to cast one vote with respect to those matters submitted to the Delegate Body for action or approval. There shall not be any voting of Member Organizations by proxy. Votes may be taken by voice, by a show of hands, by written ballot, or by any reasonable electronic facsimile of the foregoing. Delegates shall have no right to cumulate their votes.

Section 4. Annual Delegates Meeting

- a. The annual Delegates Meeting shall be held at the Annual Convention, or if the Annual Convention is not held (or not held in person) for any reason, the Board of Directors shall set an alternate time for the annual Delegates Meeting in accordance with Section 4.b of this Article.
- b. If the Delegates Meeting is not held at an Annual Convention, it shall be held by any electronic means that makes possible the real-time, simultaneous audio and video participation of all Delegates.

Section 5. Special Meetings

- a. Special meetings of the Delegates for any purpose or purposes may be called at any time by the President, or by a majority of the Directors, or upon written petition by at least fifteen percent (15%) of the Delegates whose names are recorded on the IAGSDC website at that time.
- b. Such Special Meetings shall be held by any electronic means that makes possible the real-time, simultaneous audio and video participation of all Delegates.

Section 6. Notice of Meetings of Delegates

- a. Notice of regular and special meetings shall be given to each Delegate and Alternate Delegate entitled to participate therein, and to the Officers of each Member Organization, either personally or by prepaid mail, or by email or other electronic means sent to the address appearing on the IAGSDC website.
- b. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the nature of the meeting (in

person or electronic); the place, day, and hour of the meeting; and shall state the general nature of the business to be considered in such meeting.

- c. The notice of the annual meeting shall designate it as such.
- d. It shall be the responsibility of each Member Organization to insure that the name, physical address, and email address of each of their Officers, Delegates, and Alternate Delegates are current and accurate on the IAGSDC website.

Section 7. Quorum

A quorum for a Delegates Meeting shall be the lesser of ten (10) Delegates or twenty-five percent (25%) of the total number of Delegates from all Member Organizations.

Article 5 Officers

Section 1. Designation of Officers

- a. The Officers of the Corporation shall be:
 - 1) President
 - 2) Vice President
 - 3) Secretary
 - 4) Treasurer
 - 5) Club Liaison
- b. The President shall also serve as ex officio Chair of the Board of Directors.
- c. The Vice President shall also serve as ex officio Vice Chair of the Board of Directors.

Section 2. Qualifications

- a. Officers shall be of the age of majority in California.
- b. Officers shall be a member in good standing of a Full Membership Organization.

Section 3. Election and Term of Office

- a. The Officers shall be nominated by a member of the Delegate Body and elected by a simple majority of the Delegate Body present at its annual meeting.
- b. IAGSDC Officers shall serve a term defined as the time between three (3) annual meetings of the Delegate Body. Newly elected officers shall take office at the end of the annual meeting at which they are elected.
- c. Staggered Terms.
 - 1) Beginning in 1994, the President and Treasurer shall stand for election in even years.
 - 2) Beginning in 1995, the Vice President and Secretary shall stand for election in odd years.
 - 3) Beginning in 2003, the Club Liaison shall stand for election in odd years.
- d. No Officer of the IAGSDC shall also serve as a Delegate or an Alternate Delegate. Any Officer who is a Delegate or Alternate Delegate at the time of their election to IAGSDC office shall resign such position.

Section 4. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. The President shall perform all duties incident to their office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the Delegate Body. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 5. Duties of Vice President

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

Section 6. Duties of Secretary

The Secretary shall:

- a. Certify and cause to be electronically stored on a server or website accessible by Member Organizations a copy of these bylaws as amended or otherwise altered to date.
- b. Cause to be electronically stored on a server or website accessible by Member Organizations or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors and the Delegate Body, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the later of (1) the next meeting of the Board of Directors, committee, or Delegate Body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- d. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- e. Cause to be electronically stored on a server or website accessible by Member Organizations a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased. Member Organizations shall be responsible for keeping their address and other contact information updated.
- f. Exhibit at all reasonable times to any Director of the Corporation, or to their agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

Section 7. Duties of Treasurer

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors.
- d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney, on request therefor.
- f. Render to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In particular, prepare and present a financial report at the annual meeting of the Delegates.
- h. Send annual dues reminders at the time dues become payable to the address then appearing on the IAGSDC website of each Delegate, Alternate Delegate, and Officer of each Member Organization, either personally or by prepaid mail, or by email or other electronic means.
- i. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these bylaws, or which may be assigned to the Treasurer from time to time by the Board of Directors.

Section 8. Duties of Club Liaison

The Club Liaison shall communicate with Member Organizations throughout the year, report their findings to the Board of Directors, and shall bring Member Organization issues to the table at meetings of the Board of Directors and of the Delegates.

Section 9. Vacancies

- a. Vacancies shall exist:
 - 1) on the death, resignation, or removal of any Officer, and
 - 2) whenever the number of authorized Officers is increased.
- b. Any Officer may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Officer may resign if the Corporation would then be left without a duly elected Officer or Director in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.
- c. Officers and Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of California, by a two-thirds (2/3) vote of the Delegate Body present at the meeting where the issue is raised.
- d. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies in an office and on the Board of Directors may be filled by approval of a majority of the Directors then in office. If the number of Directors then in office is less than a quorum, a vacancy in an office and on the Board of Directors may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy in an office shall hold office until the next election of the Officers or until their death, resignation, or removal from office.

Section 10. Compensation

Officers shall serve without compensation, but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Officers shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

Article 6 Directors

Section 1. Directors

Each Officer of the Corporation shall also serve ex officio as a Director, and collectively said Directors shall be known as the Board of Directors.

Section 2. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all agents, and employees of the Corporation;
- c. Supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 4. Compensation

Directors shall serve without compensation, but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

Section 5. Meetings

Meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call meetings of the Board of Directors. Such meetings shall be held by any electronic means that makes possible the real-time, simultaneous audio and video participation of all board members.

Section 6. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email notification, the Director to be contacted shall acknowledge personal receipt of the email notice by a return message or telephone call within twenty-four hours of the first transmission or the notice shall be deemed not delivered.
- b. Whenever any notice of a meeting is required to be given to any Director of this Corporation under the provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 7. Quorum for Meetings

A quorum shall consist of 3 of the members of the Board of Directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 8. Majority Action as Action of the Board of Directors

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

Section 9. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated, or in their absence, by the Vice Chair of the Board, or in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, provided that, in their absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 10. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 11. Indemnification of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 12. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 7 Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least three (3) board members and may delegate to such committee the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board of Directors may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of any Executive Committee, and fill vacancies on the Executive Committee from the members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require.

Section 2. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

Section 3. Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 8

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer of the Corporation.

Section 3. 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 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

Article 9 Corporate Records, Reports

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office, or electronically on a server or website accessible to Officers and Directors:

- a. Minutes of all meetings of Directors, committees, and the Delegate Body, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its Member Organizations, indicating their names and addresses and the class of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Corporation.

Section 2. Officers' and Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 3. Member Organizations' Inspection Rights

Each and every Member Organization shall have the following inspection rights, for a purpose reasonably related to such organization's interest as a Member Organization:

- a. To inspect and copy the record of all Member Organizations' names, addresses, and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses, and voting rights of those Member Organizations whose Delegates are entitled to vote for the election of Officers as of the most recent record date for which the list has been compiled or as of the date specified by the Member Organization subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the Delegate Body or of the Board of Directors or committees, upon written demand on the Secretary of the Corporation by the Member Organization, for a purpose reasonably related to such person's interests as a Member Organization.
- d. Member Organizations shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 10

IRC 501(c)(4) Tax Exemption Provisions and Limitations

Section 1. Limitations on Activities

Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors, 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 of this Corporation.

Section 3. Distribution of Assets

Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is operated exclusively for Public Benefit purposes and which has established its tax exempt status under section 501(c) (4) of the Internal Revenue Code.

Section 4. Non-Discrimination

In the conduct of all aspects of its activities, the Corporation shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Article 11 Conflict of Interest

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person

Any Director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.b of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article 12 Annual Convention

Section 1. Purpose

The purpose of the Annual Convention is to bring the Member Organizations together for educational, recreational, and social activities related to Modern Western Square Dancing; and to conduct the business of the IAGSDC.

Section 2. Qualified Host

Each Annual Convention shall be produced and managed by a Qualified Host. A Qualified Host shall be:

- a. A Full Member of the IAGSDC, or
- b. An Affiliate Member of the IAGSDC that is:

- 1) Wholly comprised of and governed by individuals who are members of organizations that are Full Member Organizations of the IAGSDC; and
- 2) Is organized for the purpose of producing IAGSDC Conventions.

No member of the governing body of the Qualified Host shall also be an Officer or Director of the IAGSDC.

Section 3. Convention Bids

- a. A Qualified Host wishing to produce an IAGSDC convention must first submit a written bid to the Board of Directors. Said bid can be for any future convention not more than five successive conventions in the future and not yet awarded to a Qualified Host. The Board of Directors shall review said bid, and after determining that it meets the requirements set forth below shall submit it and any other qualified bids to the Delegate Body for full consideration.

To qualify for consideration, a bid must meet all of the following requirements:

- 1) The bid must be submitted by a Qualified Host.
- 2) The bylaws of the Qualified Host must be submitted to confirm that it is a non-profit organization of at least the status of an unincorporated association.
- 3) The bid must include:
 - a) A proposed budget;
 - b) Proposed dates;
 - c) A proposed location and venue (city / hotel / convention center);
 - d) Proposed room rates; and
 - e) Any other such supporting materials as may demonstrate the feasibility and desirability of the bid.

Section 4. Bid Award

- a. At each annual Delegates Meeting, Convention bids submitted for consideration by the Board of Directors shall be reviewed and voted on by the Delegate Body. Any Qualified Host making a bid may offer written

materials and/or make a presentation to the Delegates in support of their bid. The bid receiving the highest number of votes for any given year shall be the bid accepted by the IAGSDC.

- b. The Board of Directors shall enter into a contract with the selected Qualified Host that shall include the following terms:
 - 1) The Qualified Host shall assume any and all costs and liabilities that may arise from the Convention.
 - 2) The Qualified Host shall provide time and space for the Annual Delegates meeting during the Convention. At the request of the Board of Directors, the Qualified Host shall also provide during the Convention time and meeting space for a reasonable number of discussion or other sessions approved by the Board of Directors as part of the Annual Delegates meeting.
 - 3) The Qualified Host shall coordinate with the Gay Callers Association, Inc. (GCA) to provide time and space for a Callers School before the Convention; a dance during the Convention to be called by Caller School graduates; and for the annual meeting of the GCA membership; on such terms as may be mutually agreed upon between the Qualified Host and the GCA.
 - 4) The Qualified Host shall supply a detailed financial report of its activities to the Board of Directors in a timely manner at end of the Convention, but no later than the Delegates Meeting at the following Convention.
 - 5) The Qualified Host shall pay to the IAGSDC a licensing fee for the use of the IAGSDC name, logo, and goodwill. This licensing fee shall equal an amount of 15% of the net profits of the convention or \$1.00 USD per convention registrant, whichever is greater. Net profit shall be calculated as follows: Total convention income from registrations, merchandise and commercial space rental, less fees directly associated with the production of the convention.
 - 6) The Board of Directors shall retain the right to review from time to time the qualifications and legal status of the Qualified Host. If at any time the Board of Directors determines that a Qualified Host no longer meets the requirements set forth in these bylaws, the Board of Directors may either demand that the Qualified Host remedy the defects, or alternatively may rescind the bid award.
 - 7) If, at any time prior to the date of a convention, the Qualified Host determines that it will be unable to fulfill its obligation to produce the Convention, the governing body of the Qualified Host shall immediately

notify the Board of Directors in writing. Upon confirmation that the bid has become untenable, the Board of Directors shall rescind the bid award.

- c. If, within two (2) years of the customary date of a Convention, no bid by a Qualified Host has been presented and accepted by the Delegate Body, or such bid has been accepted but subsequently deemed a failed bid as set forth in Section 5 of this Article, the Delegate Body may by majority vote authorize the Board of Directors of the IAGSDC to form a committee to function in place of a Qualified Host to organize said convention under the name and authority of the IAGSDC. The Board of Directors may decline to form said committee by a 2/3 vote, in which case the annual convention shall be deemed to have been canceled.

Section 5. Bid Failure

The Board of Directors may deem a bid to have failed for either of the following reasons:

- a. The governing body of the Qualified Host has notified the Board of Directors that it has determined that it can no longer fulfill its obligation to perform under the bid contract it was awarded; or
- b. The Board of Directors has independently determined that the Qualified Host has dissolved or otherwise has ceased to function because it has failed to respond to repeated inquiries over at least a two (2) month period.

Article 13 Amendment of Bylaws

Section 1. Amendment

Amendments to these bylaws may be proposed only by an Officer or Delegate and must be ratified by simple majority vote of the Delegate Body at the annual meeting of the Delegates.

Article 14 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be severable and unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of the state of California and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

These Bylaws are hereby adopted to replace in whole the Bylaws of the IAGSDC currently existing by vote of the General Membership at the General Membership meeting at the Annual Convention held at:

The Hyatt Regency Minneapolis, 1300 Nicolette Mall,

Minneapolis, Minnasoda 55403

on May 29, 2022.

We, the undersigned, are the President and Secretary of the IAGSDC, and we certify the foregoing statement to be true and correct, and further certify that these Bylaws, consisting of 32 pages including the table of contents and this signature page, are the Bylaws adopted by vote of the General Membership of the IAGSDC at the time and place set forth above.

Dated: 5/29/2022

Edward L. Zeigler
President

Kent Solleson
Secretary