



*Connecting and Inspiring
Through Traditional Music and Dance*

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DANCEFLURRY ORGANIZATION BY-LAWS

I. NAME: The legal name of this organization is the "DanceFlurry Organization, Inc.". The acronym "DFO" may also be used on materials.

II. PURPOSE/MISSION: DanceFlurry Organization is a nonprofit educational organization which is dedicated to the preservation, study, teaching, enjoyment and continuing evolution of American and international traditional and historical dance, music and song. Its mission is to present and promote live traditional music and dance and to expand participatory dancing opportunities for members in the Capital region.

III. MEMBERSHIP: All persons interested in dance and music are eligible to become members of DanceFlurry Organization upon payment of dues.

- a) Members in good standing may: attend general and special meetings; vote on all questions coming before the membership; serve on the Board of Directors and serve on Organization committees.
- b) Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c) Membership dues and privileges are determined by the Board. If the Board has set dues, only those persons whose membership is paid for the current year will be members in good standing.

IV. MEETINGS OF THE MEMBERSHIP:

- a) The Annual Meeting of the membership shall be held each year in the month of May, for the election of officers and other directors and for the transaction of any necessary business.
- b) Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c) At least two weeks but not more than 50 days notice of the annual or any special meeting shall be given.

- d) The quorum for transaction of business is 5% of the membership.
- e) A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these By-Laws.

V. BOARD OF DIRECTORS:

- a) The responsibility for all business matters lies with the Board of Directors whose number does not exceed eighteen (18) directors, including the officers. The term of office is three years. For the purpose of definition, "the Entire Board" refers to all elected directors whose terms have not expired, minus the number of any vacancies due to resignations and/or removals.
- b) The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation, including honoraria paid to individuals, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; and to approve engagements and/or other special activities undertaken in the name of DanceFlurry Organization, unless specifically delegated by the Board.
- c) The Board shall determine the need for and the responsibilities of Organization committees to carry out projects or special programs.
- d) The dance and music leaders or chairpersons of Organization committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of DanceFlurry Organization.
- e) In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular annual meeting; or, upon reasonable notice to the Board, by a majority vote may appoint a member to temporarily fill the vacancy until the next election.
- f) A director or officer may be removed by a majority vote of DanceFlurry Organization membership from office after reasonable notice and opportunity to be heard.
- g) Directors shall be required to serve on a committee as chair, vice chair or committee member, or shall serve in an active leadership role in a dance series sponsored by DanceFlurry Organization.
- h) All directors will be required to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations, conflicts, or potential conflicts to the President of the Board. Directors will submit a "Conflicts of Interest" form at the June board meeting or upon joining the board if in mid-year. If a new conflict of interest arises at any time, the director should notify the President immediately by completing and submitting an updated form. Signed forms are to be submitted to the president and filed by the secretary.

- i) The corporation shall indemnify its directors and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys fees, in connection with any claim asserted against the director, officer and employees by action in court or otherwise, by reason of the fact that such person was a director or officer of the corporation and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the corporation, and not unlawful.

Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-for-Profit Corporation Law; and as permitted by such law, the corporation may provide additional indemnification pursuant to: an agreement, action of the Board of Directors, or by provision of these by-laws.

VI. MEETINGS OF THE BOARD:

- a) The quorum for transaction of business is at least half of the directors.
- b) A majority vote of those voting is necessary to transact any business brought before the Board.
- c) Meetings may be held via video conferencing or conference call as long as all participants can hear and participate in the conversation at the same time.

VII. OFFICERS: The Officers of DanceFlurry Organization are President, First Vice President, Second Vice President, Secretary and Treasurer. The term of office is three years. A vacancy in any office may be filled by a majority vote of the board of directors until the next regular election of officers at the Annual Meeting. Duties of Officers are:

President: The President is the executive officer responsible for the operation of the group. He or she shall preside at meetings, call regular or special meetings of the Board or membership as needed, appoint the Chairpersons of standing or special committees, except as otherwise noted herein, and carry out any other necessary duties incident to the office of President. The President shall chair the Budget Committee.

First Vice-President: The First Vice President shall act as President in the absence or illness of the President. The President may delegate to the Vice President such official or other duties as may be necessary for the conduct of business.

Second Vice-President: The Second Vice President shall act as President in the absence or illness of both the President and First Vice President.

Secretary: The Secretary shall: keep records and minutes of meetings; work with committees and/or staff to maintain an up-to-date list of members, participants and subscribers; send notices and flyers; receive and distribute information from other groups and organizations.

Treasurer: The Treasurer shall be responsible: for the collection of dues and charges, for the disbursement of fees to musicians and teachers; and for the payment of authorized expenditures either by overseeing staff or undertaking the tasks directly. The Treasurer shall: advise the Board

about the finances of the organization; assist in formulating the budgets for the regular and special activities; and prepare a yearly financial statement of operations. The Treasurer shall chair the Finance/Audit Committee.

VIII. COMMITTEES: In addition to the Board Committees described below, the Board may establish other Organization Committees and the work goals for each committee as the objectives of the organization require. At regular Board meetings, the Board will review progress and revise strategy, tasks and time lines to assure results. Each Committee shall be chaired by a director, whose term will be one year, subject to the pleasure of the President, and shall keep records of meeting discussions, resolutions, and any votes taken, including any conducted by email. If a vote by email does not result in full consensus, the committee must meet and vote in person to discuss the issue. General members may serve on an Organization committee, but only directors can serve on Board committees. Only decisions made by a Board Committee that has at least three directors may bind the corporation. The Board Committees include:

- a) The Executive Committee comprised of the officers.
- b) Nominating Committee: Its purpose shall be to search out and recruit new directors. In making recommendations, the Nominating Committee shall carefully review the current skill needs of the board, the current membership of the board's various standing committees, the age representation and balance of directors representing the programs of DanceFlurry Organization, and any other factors deemed important by the full Board. The president shall recommend to the Board each year for approval appointment of a chair of the Nominating Committee and one (1) to two (2) members each from the current year's Flurry Organization Committee and from among the non-board general membership to serve for a year on the Nominating Committee.
- c) Finance/Audit Committee. The Treasurer shall chair this committee. Its purposes are: to maintain proper cash management and investment; to supervise bookkeeping and accounting practices; to oversee the implementation of the adopted annual budget; to prepare financial statements for Board meetings; and to work with the Finance Director and Accountant on any annual audit. In lieu of a Vice-Chair for this Committee, a non-officer position of bookkeeper shall implement a cash management plan, maintain all depository accounts, and prepare and present quarterly, annual and other financial reports as requested by any director. This position shall be filled by a person with experience in these responsibilities and will be appointed and will serve at the pleasure of the Board.

Any audit of the accounts of the Corporation shall be performed by an independent certified public accountant who is not, nor any member of his or her firm, an officer, board member, employee or volunteer of the Corporation or has an immediate family member who is. Said certified public accountant, his or her firm, and any related entities shall perform only audit-related business, and no other business whatsoever, with the Corporation.

IX. ELECTION OF OFFICERS AND BOARD MEMBERS AT LARGE:

- a) Officers and Directors shall be elected at the Annual Meeting of the Membership and take office on June 1 of that year.
- b) The Nominating Committee shall report its slate of nominees to the Board for approval one month prior to the annual meeting. The Nominating Committee shall present its approved slate of nominees for existing vacancies to the membership at least two weeks prior to the annual meeting.
- c) Additional nominations may also be made by written petition of five members or from the floor at the annual meeting, provided that the consent of the nominees has been obtained.
- d) A majority of those voting is required for election to office. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

X. FISCAL YEAR: The fiscal year of DanceFlurry Organization is June 1 through May 31.

11. Amendments to the Bylaws: Amendments to these Bylaws may be made upon one month notice to members; this notice must state the proposed changes. The notice may be in the form of a mailing, emailing, web announcement or public announcement. A two-thirds majority vote of those voting is required for adoption.

XII. SPECIAL NOTICES RE TAX EXEMPTION:

- a) No part of DanceFlurry Organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of any reasonable amounts for goods or services provided to the organization.
- b) Upon dissolution of DanceFlurry Organization, its assets shall be distributed to another nonprofit organization with similar purposes that is exempt under section 501(c)(3) of the Internal Revenue Code.
- c) DanceFlurry Organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.
- d) It is intended that the DanceFlurry Organization, Inc. shall be entitled to exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

XIII ADOPTION: These bylaws shall replace any previous bylaws and shall become effective immediately upon adoption by the general membership of DanceFlurry Organization.

Adopted by the General Membership at its annual meeting on May 11, 2014, held at the Buhrmaster Barn, Pruyn House, in Newtonville, New York.

John Guay, President

Kate Sanger, Secretary