

Constitution and Bylaws of the Chicago Barn Dance Company

Article 1. Name.

The name of this organization is the Chicago Barn Dance Company (CBDC).

Article 2. Purpose.

The mission of CBDC is to develop and promote appreciation and knowledge of traditional American folk music and folk dance among the general public through performances, participatory events and concerts.

Article 3. Membership.

1. All persons interested in dance and music are eligible to become members of CBDC upon signing a membership list at CBDC events held during February and March.
2. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to serve on standing or special committees.
3. 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.
4. Membership privileges are determined by the Board. Only those persons who sign the membership list for the current year will be members in good standing.
5. The Board may, at its discretion, terminate the membership of any person at any time.
6. People who have been members for at least a year are entitled to run for a board office.

Article 4. Meetings of the Membership.

1. Biennial meetings of the membership for the election of board members shall be held in April.
2. Special meetings of the membership may be called at the President's 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.
3. At least one month's notice of the annual or any special meeting shall be given.
4. The quorum for transaction of business is 10% of the membership; members must be present to vote.
5. 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 bylaws.

Article 5. Board of Directors.

1. The responsibility for all business matters lies with the Board of Directors.
2. 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; to set honoraria paid to teachers, callers and musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of CBDC.
3. The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
4. In addition to the general membership, the callers and musicians or chairpersons of standing or special 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 CBDC.
5. 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 election or by a majority vote of the board may appoint a member to temporarily fill the vacancy until the next election.
6. A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the CBDC membership or by two-thirds majority vote of the entire Board.
7. The Board of Directors shall: encourage free and open discussion at meetings by whomever is interested in a particular issue; make timely decisions about the management of the dance; routinely seek advice from the membership for decisions made concerning the operation of the dance; and see that decisions made by the Board are carried out
8. No board position may be shared, as in, for example, co-presidents, nor may one person hold more than one position.

Article 6. Meetings of the Board.

1. The Board will meet a minimum of four times annually with one of these meetings designated the “annual meeting” as required by state law.
2. The quorum for transaction of business is at least two-thirds of the Officers and Board members at large.
3. A majority vote of those Board members present is necessary to transact any business brought before the Board.

Article 7. Composition of the Board

The Officers of CBDC are President, Secretary and Treasurer. The board also includes two to four members at large. All board members are elected for two-year terms.

Duties of Officers are:

1. President. The President is the executive officer responsible for the operation of the group. He or she presides at meetings, except the biennial election meeting, calls regular or special meetings of the Board or membership as needed, appoints the Chairpersons of standing or special committees.
2. Secretary. The Secretary keeps records and minutes of meetings; maintains an up-to-date list of members and meeting attendees; sends notices and flyers; receives and distributes information from other groups and organizations. The Secretary is also responsible for managing the biennial election meeting.
3. Treasurer. The Treasurer is responsible for the collection of dues and charges, for the disbursement of fees to musicians and callers and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The Treasurer prepares a yearly financial statement of operations. The Treasurer is responsible for filing any applicable tax returns.
4. Members at Large. The Members at Large participate fully in the business of the board and undertake special projects as requested by the Board.

Article 8. Election of Officers and Board Members At Large.

1. Officers and Board members at large are elected at the Biennial Meeting of the Membership and take office seven days after election.
2. Two months before the annual meeting, the President appoints a Nominating Committee of three or more members of CBDC, one of whom should be a member of the Board of Directors.
3. The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the election meeting.
4. Additional nominations may also be made by written petition of five members or from the floor at the election meeting, provided the consent of the nominees has been obtained. Nominations made at the election meeting require a second.
5. 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.

Article 9. Fiscal Year.

The fiscal year of CBDC is January 1 through December 31.

Article 10. Amendments to the Bylaws.

Amendments to these Bylaws may be made upon one month's written notice to the general membership; this notice must state the proposed changes. A two-thirds majority vote of those voting from the general membership is required for adoption.

Article 11. Special Notices re Tax Exemption.

1. No part of CBDC's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.
2. In the event of dissolution of CBDC, the group's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
3. CBDC shall not as a substantial part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by section 501(h) of the Internal Revenue Code.
4. It is intended that CBDC 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 509(a) of the Code.