



# **BORDER BOOSTERS SQUARE & ROUND DANCE ASSOCIATION**

## **CONSTITUTION**

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# BORDER BOOSTERS SQUARE & ROUND DANCE ASSOCIATION

## CONSTITUTION

### ARTICLE I DEFINITIONS AND INTERPRETATION

1.1 Definitions, Interchangeable Definitions - Whenever used in the Constitution or By-Laws of the Association, unless expressly provided to the contrary, the following words and terms shall interchangeably, as the case may be, have the respective meanings ascribed to them and refer to the words and terms ascribed to them as follows:

- (a) **“AGM”** – the Annual General Meeting of the Association;
- (b) **“Associate Member”** – a member club not having a regular seasonal dance schedule and/or not naming a member of the club as a Director;
- (c) **“auditor”** – the individual, who need not be a member of a professional accounting association, appointed to review the financial records of the Association, such review being conducted in accordance with generally accepted accounting principles;
- (d) **“Board”** – the Board of Directors of the Association;
- (e) **“by-law”** or **“By-Laws”** – as the case may be, any current by-law, or the compiled current By-Laws, of the Association;
- (f) **“caller club”** – a member club owned by its caller/cuer;
- (g) **“club”** – used alone, a club or association or festival;
- (h) **“club members”** – the members, including regular callers and cuers, and their respective partners, of the member clubs;
- (i) **“Director”** or **“Officer”** – as the case may be, any Director, or Officer, of the Association;
- (j) **“Financial Statements”** – financial statements, comprising at least a balance sheet and a profit-and-loss statement;
- (k) **“First Board Meeting”** – the first meeting of the Board subsequent to the Annual General Meeting;
- (l) **“General Meeting”** – a meeting of the Regular Members of the Association;
- (m) **“member club”** – a club that is a member of the Association;
- (n) **“members club”** – a member club owned by its members;

- (o) **“Regular Member”** – a member club having a regular seasonal dance schedule and naming a club member as a Director;
  - (p) **“Society”** – the Canadian Square and Round Dance Society;
  - (q) **“Territory”** – the Province of Quebec, plus those portions of Ontario, New York, Vermont, and New Hampshire within one hundred (100) kilometres of the border of Quebec;
- and (r) **“website”** – the Association’s internet website.

1.2 Interpretation - This Constitution and the By-Laws, unless expressly provided to the contrary, shall be interpreted in accordance with the following:

- (a) Headings - Article and section headings and emphases are solely for convenience and not intended to be full or accurate descriptions of the content and shall not be considered part of, nor effect the interpretation or construction of, this Constitution;
- (b) Number and Gender - The use of the singular and plural persons are interchangeable, as well as the use of the masculine, feminine, and/or neuter genders;
- (c) Applicable Laws - This Constitution and the By-Laws shall be construed and interpreted according to, and governed by, the laws of the Province of Quebec.

## **ARTICLE II** **NAME**

2.1 Name – The name of this organization shall be the **Border Boosters Square and Round Dance Association** (the **“Association”**).

## **ARTICLE III** **AIMS AND OBJECTIVES**

3.1 Purpose – The Association shall promote, support, and encourage modern square dancing and round dancing within the Territory by :

- (a) co-ordinating square and round dance functions and related activities;
- (b) when requested and as practicable, promoting, and providing assistance in, the organization and development of new clubs;
- (c) encouraging and assisting the development of square and round dance callers, cuers, and leaders;
- (d) encouraging participation in all these dance forms, by supporting the teaching of these dance forms and presenting opportunities to practice and refine the dances learned;
- (e) sponsoring and conducting Association Dances, always to be held<sup>1</sup> on the **1st Saturday in May** and the **4th Saturday in October** (**“Association Dance Dates”**), subject to a Board decision not to hold a specific dance;

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<sup>1</sup>The Board may change these dates following negotiations with EOSARDA whereby both associations agree to fix the dates of their two respective dances on a non-conflicting basis and any such change of these dates will be considered as a valid amendment of section 3.1(e) of the Constitution – resolution adopted by AGM on 24Mar2007.

- and (f) educating the public about the social, mental and physical health and well-being associated with these dance forms that promote a sense of community participation and active living.

#### **ARTICLE IV**

#### **AFFILIATION**

- 4.1 Affiliation – The Association is affiliated with, and is the Quebec representative to, the Canadian Square and Round Dance Society.
- 4.2 Society Fees – Annual dues will not include any Society fees.
- 4.3 Society Representatives – In each year the Society holds a National Convention, **up to two (2) members** in good standing of a Regular Member in good standing shall be elected at the AGM as nominees for election as directors of the Society, for a two-year term of office, at the Society's general meeting held during the National Convention.

#### **ARTICLE V**

#### **MEMBERSHIP**

- 5.1 Members – Membership shall, subject to the approval by the Board, be open to any organized amateur club located within the territory, whose activities are primarily devoted to modern square and/or round dancing, and which agrees, as an essential condition of membership, not to hold a “**competing dance**”, namely a dance at any level held on an Association Dance Date.
- 5.2 Caller Club – Wherever "member club" or "Regular Member" or "Regular Members" is used in this Constitution or the By-Laws, all member clubs that are caller clubs owned by the same caller/cuer shall be considered collectively as one (1) member club and collectively have the rights and obligations of a single member club.
- 5.3 Membership Application – All applications for membership must conform to the requirements set out in the By-Laws. No membership application will be approved unless the applicant's dues for the first year of membership are fully paid in advance.
- 5.4 Special Obligation of Regular Members – In order to retain status as a Regular Member, each Regular Member shall be obliged to name at least one of its members in good standing as a candidate for election as a Director at an Annual General Meeting. So long as one caller club owned by the same caller/cuer names at least one of its members in good standing as a candidate for election as a Director, each of the member clubs owned by that same caller/cuer shall retain status as a Regular Member.
- 5.5 Associate Members – Associate Members shall not :
- (a) be obliged to nominate Directors;
  - (b) have any voting rights;
  - (c) be entitled to Board representation;
- nor (d) be entitled to participate in any distribution of assets or property of the Association, even on dissolution of the Association.
- 5.6 Annual Dues – Annual dues shall be determined by the Board, and ratified by a General Meeting, and shall be due and payable in advance on May 1st.

5.7 Society Membership Benefits – Canadian member clubs, and all of their club members, will obtain all benefits of membership in the Society, on payment by the club of the appropriate Society membership fees.

5.8 Termination of Membership – Failure to pay full membership dues by May 1st shall automatically entail suspension of all membership rights, including Society membership rights, until such time that all its outstanding indebtedness and delinquent dues to the Association are paid. Holding a competing dance may, at the discretion of the Board, result in expulsion of the offending member from the Association, provided, however, that the offending member is given written notice of its default and a reasonable opportunity to remedy the situation.

5.9 Respect for Constitution - Member clubs, and all club members, shall be bound by the Constitution and By-Laws, and any amendments duly passed, and shall comply with all duly adopted resolutions of the Board and the Association.

5.10 Club Graduations – An Officer shall attend all graduations and special functions, such as club anniversaries, of Regular Members. If an Associate Member requests that an Association representative attend a similar event, where feasible, a Director may attend.

## **ARTICLE VI**

### **GENERAL MEETINGS**

6.1 Governing Body – A validly-constituted **General Meeting** of Regular Members shall be the governing body of the Association. Any decision taken at a General Meeting shall be binding on all member clubs and on all club members.

6.2 Club Representation – Each Regular Member in good standing shall be entitled to have **up to six (6) voting delegates**, including Directors who are present. No person may represent more than **one (1)** Regular Member as a voting delegate. Only named voting delegates of a Regular Member in good standing may vote on any issue at a General Meeting.

6.3 Attendance at Meetings – All members in good standing of any member club in good standing may attend General Meetings and participate in any discussion.

6.4 Quorum – A quorum for the transaction of business at any General Meeting shall consist of **fifty (50%) percent** of the Regular Members in good standing, collectively represented in person by **at least thirty (30) voting delegates**, provided that, if there is no quorum, any such meeting shall be adjourned for at least **seven (7) days** and notice of the time and place of the adjourned meeting shall be given to all members **at least five (5) days before** the time fixed for the holding of such adjourned meeting, and, at the adjourned meeting, a quorum shall be **thirty (30%) percent** of the Regular Members in good standing, collectively represented in person by **at least twenty (20) voting delegates**. No proxies shall be valid to determine a quorum. Once quorum is established at the opening of a meeting, the meeting may continue with its business, notwithstanding that a quorum is not present throughout the meeting.

6.5 Chair – The President, or, in his absence, in the following order of priority, the Vice-President, the Past President, or one of the Officers, as selected by the Executive Committee, as defined in Section 9.5, shall chair the meeting. The portion of the AGM dealing with the election of Directors shall be chaired by the Past President.

6.6 Voting – Unless otherwise provided herein, every question shall be decided by a simple majority of those casting votes on the question, each delegate having only one vote. Voting shall be by show of hands, and there will be no proxy votes. The Chair shall always have a vote. In the case of a tie vote, the Chair will have a second, or casting, vote.

6.7 Additional Business – In addition to the regular business of an AGM, and any business referred to in a Notice of Special General Meeting, any General Meeting may consider and transact any business which may be properly brought before any General Meeting. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members.

6.8 Annual Meeting – The AGM shall be held in March of each year, the location, date, and time being determined by the previous AGM. At every AGM, in addition to the election of Directors and other business that may be transacted, the Board's report on Association activities since the previous AGM, the Financial Statement for the fiscal year preceding the AGM, and the auditors report shall be presented, and the auditor shall be appointed for the ensuing year and the auditors' remuneration fixed.

6.9 Date Change – The location, date, and time of the AGM may be changed by the Board, provided that a notice to such effect is sent to all member clubs at least **sixty (60) days** prior to the earlier of the new date or the date set at the previous AGM.

6.10 Agenda – Unless altered by ordinary vote, the order of business at the AGM shall be as follows:

- (a) presentation of a list of member clubs, indicating whether the member club is a Regular or Associate Member, whether the member club is a caller club or a members club, and whether or not it is in good standing;
- (b) additions, if any, to the agenda;
- (c) if applicable, amendment of the Constitution;
- (d) approval of minutes of the previous AGM and any other intervening General Meeting;
- (e) consideration of reports (if any), with oral presentation only where there is no written report;
- (f) approval of financial statements and adoption of budget for coming year.
- (g) election / appointment of Directors;
- (h) if applicable, changes to By-Laws;
- and (i) new business.

6.11 Minutes – The Minutes of a General Meeting shall be prepared by the Secretary within **thirty (30) days** of the meeting and sent to all Directors and member clubs.

6.12 Special Meetings – Special General Meetings may be called at any time by the President or the Board, or by a resolution of a General Meeting, and must be called upon the written request of not less than (a) three (3) Directors, or (b) two (2) member clubs in good standing, which request must state the objects thereof.

6.13 Notice of Meeting – A Notice of Meeting indicating the location, date, and time of a General Meeting shall be mailed, or delivered, to all member clubs

- (a) for the AGM, at least **thirty (30) days**, or where a constitutional amendment will be considered at the meeting, at least **forty-five (45) days**, prior to the date of the AGM;
- (b) any other General Meeting, at least **fifteen (15) days**, or where a constitutional amendment will be considered at the meeting, at least **thirty (30) days** prior to the date of the General Meeting.

6.14 Content of Notice – In addition to the special provisions relating to constitutional amendment, the Notice of Meeting shall

- (a) contain :
  - (i) for all General Meetings, details of any by-law changes to be approved;
  - (ii) for the AGM, a list of the nominees for election as Directors;
  - and (iii) for any General Meeting other than the AGM, the objects of such meeting;

and (b) for any General Meeting considering a constitutional amendment, conform to the provisions of section 18.5.

## **ARTICLE VII**

### **DIRECTORS**

7.1 Management of the Association – The business, property and affairs of the Association shall be managed and administered by a **Board of Directors**, comprised of the *ex-officio* Directors and up to thirty (30) elected / appointed Directors (the **“Maximum Number of Directors”**).

7.2 Increased Membership – Subject to approval at the subsequent AGM, the Board may, each year, **where warranted by increases in Association membership**, increase, by up to **ten (10%) percent**, the Maximum Number of Directors. The AGM shall consider any such change prior to the election / appointment of Directors.

7.3 Qualifications – Each Director, at the time of his election or appointment, or within ten (10) days thereafter, and throughout his term of office, must be a member in good standing of a Regular Member club.

7.4 Club Representation – At least one (1) of the elected / appointed Directors shall be a member in good standing of each Regular Member in good standing. No more than six (6) members of any Regular Member may sit on the Board at any one time, including *ex-officio* Directors. If any Director is a member in good standing of more than one Regular Member, for purposes of this section, he will be considered a member of the Regular Member designating him as a Board representative.

7.5 No Couples – Each member of the Board shall be an individual. If two (2) Directors are partners, or a couple, each must be an individual Director in his own right.

7.6 Term of Office – Each Director shall hold office from the First Board Meeting subsequent to his election / appointment until the next First Board Meeting, during which the whole Board shall be retired, or, as the case may be, until his successor is duly elected / appointed, and installed.

7.7 Ex-officio Directors – The following persons shall be *ex-officio* members of the Board, with full voting rights :

- (a) the Past President;
  - (b) one (1) representative member of the Montreal Area Callers Association (“MACA”), selected by MACA;
  - (c) the Society representatives;
- and (d) the General Chair of any special-purpose committee created by a General Meeting.

7.8 Election – The election / appointment of Directors shall take place at the AGM, and the Secretary shall, on or before January 15th in each year, send each Regular Member in good standing a written Election Notice, along with a nomination form, requesting nominees for election / appointment as Directors at the upcoming AGM. Current Directors may be nominated for re-election. One of the nominees shall be indicated as the first choice of the member club. All nominations shall be returned to the Secretary by February 15th of the same year, together with a writing signed by the nominee confirming his consent to serve if elected.

7.9 Floor Nominations – Additional candidates, whose consent to serve if elected is confirmed in writing, may be nominated at the AGM, **provided always** that each is a member in good standing of a Regular Member and accepted by that Regular Member as its representative.

7.10 Election Process – If the total number of nominees does not exceed the maximum number of elected / appointed Directors, all nominees shall be appointed as Directors. If the total number of nominees exceeds the Maximum Number of Directors, nominees, who are the sole designated Board representative, and/or designated first choice as Board representative, of a Regular Member, shall be appointed as Directors, and the remaining Directors, the Maximum Number of Directors minus those Directors already appointed, shall be elected from among the remaining nominees.

7.11 Incumbent Directors - If an election or appointment of Board members is not held or made, as the case may be, at the proper time, the sitting Board members shall continue in office until their successors are elected or appointed, as the case may be.

7.12 Additional Directors – Between one AGM and the next, the Board may, at its discretion appoint additional Directors, whose term of office will end at the same time as that of Directors elected at the preceding AGM.

7.13 Sole Designated Director – A Director who ceases to be a member in good standing of the Regular Member of which he is a designated Board representative shall continue to be a Director, provided he is a member in good standing of another Regular Member. However, if the said Director is the sole designated Board representative of a Regular Member, such club may advise the Board in writing that it wishes to name a replacement representative Board Director, failing which the said Director shall continue as the designated representative of such club. Upon receipt of such notice, the said Director shall cease to be a Director and the designated replacement shall become a Director, to serve until the next AGM.

7.14 Vacancy on Board - Notwithstanding any vacancies, the remaining Board members may exercise all the powers of the Board so long as the number of elected Directors in office is not less than **fifty (50 %) percent** of the number elected at the AGM. If the number of elected Directors in office falls below **fifty (50 %) percent** of the number elected at the AGM, the remaining Directors shall forthwith call a General Meeting to elect additional Directors.

7.15 Remuneration of Directors – Directors shall receive no remuneration for acting as such, but they shall be reimbursed for all reasonable expenses directly related to Association activities, including reasonable eligible travel expenses, as specifically authorized in advance by the Board, where the Board has decided that the Association ought to be represented at some event, and no member of a member club is known to be planning to attend the event and / or, in the estimation of the Board would be considered an appropriate representative of the Association for the event.

7.16 Duties of Directors – Each elected Director shall assume the responsibilities related to any Office or position to which he may be elected or appointed by the Board, and any other responsibilities as determined from time to time by the Board.

## **ARTICLE VIII**

### **BOARD MEETINGS**

8.1 Regular Meetings - A minimum of five (5) Board meetings shall be held each year. The meeting schedule for regular meetings, including date, time and location, will be determined by the incoming Directors at the First Board Meeting.

8.2 Special Meetings - The President may convene additional meetings at such times and dates as he may determine, and shall, upon the request of any **two (2)** Board members, convene a special meeting within **fifteen (15) days** of receipt of their written request, specifying the object of the requested meeting. At the special meeting, if the two Board members who requested the special meeting are, without valid explanation, absent from the meeting, the meeting may decide to cancel the meeting.

8.3 Quorum – Except as specifically provided in this Article, a majority of the Board of Directors shall constitute quorum for the transaction of business. If a quorum is present at the opening of a meeting, the Directors present may continue with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

8.4 Chair - Unless otherwise provided herein or in the By-Laws, the President, or, in his absence, the Vice-President, shall chair meetings.

8.5 First Board Meeting – The First Board Meeting, a “transition” meeting of both the outgoing and incoming Board members, shall be held within the **thirty (30) days** following the AGM, the date, time and place for this meeting being determined by the outgoing President at the AGM. A majority of the incoming Board members shall constitute quorum for the transaction of business at this meeting. The First Board Meeting shall be divided into **four (4)** segments :

- (a) installation of new Board – chaired by the outgoing President, the outgoing Board members shall first deal with any left-over business of the outgoing Board, and then the meeting will proceed with the retirement of the outgoing Board members and the installation of the incoming Board members;
- (b) election of Officers – chaired by the Past President;
- (c) board assignments – chaired by the incoming President, the incoming Board members shall elect / appoint, from among the Past President and the incoming Board members, the Dance, Publicity, Badge, and Good and Welfare Directors, and the chairs and members of standing and other committees;

and (d) new business.

8.6 Voting – Each Director, both elected and *ex-officio*, shall have one vote. Every question shall be decided by a simple majority of those casting votes on the question. Voting shall be by show of hands, except where any Director demands a ballot. In case of a tie vote, the Chair shall have a casting vote.

8.7 Attendance at Meetings - Any member in good standing of any member club in good standing may attend any Board meeting and speak to, but not vote on, any issue.

8.8 Agenda - The Secretary shall, in consultation with the President, prepare a written agenda for each meeting and deliver a copy of same to each Director prior to the meeting. At the outset of the meeting, items shall be added to the agenda at the request of any Board member, and the agenda then prioritized and approved. Any agenda item not dealt with in the course of the meeting shall be tabled and carried forward until the next meeting.

8.9 Minutes of Meetings – The minutes of all meetings shall be prepared by the Secretary within **thirty (30) days** of the meeting and sent to all Directors and member clubs.

8.10 Notice of Meeting - No notice is required for any regular meeting, including the First Board Meeting. The schedule of all regular meetings, indicating the date, time, and location of the meeting shall be posted on the website. Notices of all special meetings, specifying the objects of such meetings, shall be forwarded to all members of the Board at least **seven (7) days** prior to the holding of such meeting; however, in the case of emergency, the delay and notice for special meetings may be reduced to **seventy-two (72) hours**. Notice of an adjourned meeting need not be given if the time and place of the adjourned meeting is declared at the original meeting.

## **ARTICLE IX**

### **OFFICERS**

9.1 Officers - The Officers of the Association shall consist of the Past President, President, Vice-President, Secretary, and Treasurer. No person may hold more than **one (1) Office**. No *ex-officio* Director other than the Past President may be an Officer.

9.2 Election of Officers – The election of Officers shall take place during the First Board Meeting, with the Past President assuming the chair of the meeting. The incoming elected / appointed Directors shall elect / appoint the President from those incoming elected Directors who were members of the Board during the year immediately preceding the AGM before the First Board Meeting. The incoming elected / appointed Directors shall then elect / appoint, in sequential order, the Vice-President, Secretary, and Treasurer from among the Past President and the incoming elected / appointed Directors.

9.3 Term of Office – Each Officer shall hold office until the First Board Meeting following his appointment, or, as the case may be, until his successor is duly appointed.

9.4 Vacancy – In the event of a vacancy in the office of President following the First Board Meeting, the Vice-President shall serve as President for the remainder of the term. In the event of a vacancy in any other Office or in any of the Designated Director positions, the Board shall fill the vacancy from among the elected / appointed Directors.

9.5 Administration – The day-to-day administrative functions of the Association shall be carried out by the **Executive Committee**, comprised of the Officers and the Dance Director.

9.6 Executive Committee Meetings – The Executive Committee shall not be obliged to hold any formal meetings. Decision of any issue may be made during a telephone conference call or confirmed by exchanges of email. A formal meeting may be convened by the President at any time, and shall be convened by the President within two (2) days of a request therefor by any Officer. Notice of any such formal meeting shall be given, either orally or in writing, at least two (2) days prior to the meeting, and shall indicate the object of the meeting.

9.7 Duties and Powers – The Officers shall have the duties and powers related to the office held by each, including those specified below, and as set forth elsewhere in this Constitution and in the By-Laws, and such additional duties and powers as the Board may from time to time determine.

(a) The **President** shall be the **chief executive officer** of the Association, and, together with the Board, be charged with the general supervision of the affairs of the Association, and he shall :

- (i) preside at all meetings of the Association and of the Board,
- (ii) be an *ex-officio* member of all Board committees (voting) and all Association special-purpose committees (non-voting),

and (iii) shall see to the execution of the Constitution and By-Laws and all duly adopted resolutions of the Association and the Board;

(b) The **Vice President** shall, in the absence or disability or refusal to act of the President, perform all the duties, and exercise all the powers, of the President, and shall :

- (i) assume the office of President in the event the President is unable to complete his term of office,

and (ii) be an *ex-officio* non-voting member of all Board committees;

(c) The **Past President** shall assume the Chair of the First Board Meeting for the election of the incoming President. If the incumbent President is elected for a second consecutive term, the incumbent Past President shall also continue to serve for a second consecutive term;

(d) The **Secretary** shall attend all meetings of the Association and the Board, record, or cause to be recorded, minutes of all meetings, and shall :

- (i) send a copy of all minutes to each Director and all member clubs,
- (ii) send all required notices within the prescribed delay,
- (iii) in the event of a vacancy on the Executive Committee, forthwith convene a Board meeting to elect a replacement,
- (iv) maintain an updated and annotated copy of both the Constitution and the By-Laws, with footnotes in each showing the date of any change and, in the case of a by-law change, whether the change was confirmed or adopted at a General Meeting, or, as the case for the Association archives, the previous version of any amended portion, and any deleted or repealed provision or by-law,
- (v) provide an updated copy of the Constitution and By-Laws to any Director or member club, on request,

and (vi) deliver to his successor all records and documents pertaining to his term in office;

- and (e) The **Treasurer** shall generally co-ordinate all financial activities of the Association and :
- (i) assure that the Association's books and records accurately reflect all financial transactions,
  - (ii) assure that financial statements are prepared on a timely basis and submitted for approval, as required,
  - (iii) furnish at meetings all requested financial information,
  - (iv) collect and receive all monies owing,
  - (v) obtain proper vouchers for all disbursements,
  - (vi) prepare and file all necessary tax reports and tax returns,
  - and (vii) deliver the Association's books and records to his successor.

## **ARTICLE X                    REMOVAL OF OFFICERS AND DIRECTORS**

10.1 Removal For Cause – Any Officer or Director may be removed from office by a two-thirds vote of the Board at a regular or special meeting for which a written notice was given to each member of the Board and to each Regular Member at least thirty (30) days before the holding of such meeting. The required notice must indicate the date on which the removal of the Officer or Director will be considered by the Board, and identify the person seeking his removal, and clearly set out in detail the grounds alleged in support of such petition for removal.

10.2 Appeal by Director – Any Director removed from office by the Board may appeal this decision (“removal decision”) to a General Meeting by sending a written notice of appeal to the Secretary within ten (10) days of the removal decision. Upon receipt of such notice, the Secretary shall immediately convene, with written notice to all Directors and member clubs, a General Meeting, the sole object of which will be to review the removal decision. This General Meeting shall be held within fifteen (15) days of the sending of the convening notice, and its decision shall be final and binding.

10.3 Removal For Non-Attendance – Any elected / appointed Director who misses more than one Board meeting, without reasonable justification, as determined by the Board, shall no longer be qualified to be, and shall cease to be, a Director, and shall be ineligible for election / appointment as a Director at the next AGM. If the said Director is the sole designated Board representative of a Regular Member club, such club must name a replacement Director within thirty (30) days, failing which the club in question shall forthwith become an Associate Member club and shall be unable to recover status as a Regular Member club before one (1) year. The obligation to name a replacement Director shall not apply in the case of a caller club so long as at least one of the caller clubs owned by the same caller/cuer has a designated representative on the Board.

## **ARTICLE XI      COMMITTEES AND THEIR RESPONSIBILITIES**

11.1 Standing Committees - Where practicable, the Board shall, at the First Board Meeting, or as soon as possible thereafter, appoint, from among the Board members, members of the following standing committees, to hold office for the ensuing year, or until their successors are named :

- (a) Budget and Finance – (Treasurer) responsible for supervision over the finances of the Association, preparation of financial statements, and a budget showing an estimate of the receipts and disbursements for the ensuing years, and necessary fundraising plans;
  - (b) Dance – (Dance Director) responsible for organizing and co-ordinating Association dances and social functions and food services for all Association events;
  - (c) Publicity – (Publicity Director) responsible generally for all matters relating to publicity, including the preparation, issue, and distribution of flyers and communiqués, and the Dance Book, and liaison with, and oversight of, the Dance Book Editor and webmaster;
  - (d) Good & Welfare – (Good & Welfare Director) responsible for the recognition of pleasant happenings / accidents / illness, etc., in the lives of members of Association clubs;
- and (e) Badge – (Badge Director) responsible for all matters involving badges awarded by the Association to members of member clubs.

11.2 Other Standing Committees – The Board may, at its discretion, create any other such standing committees and/or sub-committees of standing committees as it may deem expedient, for such purposes and having such Chairman and such other members as the Board may determine.

11.3 Special Committees – Task-oriented committees may be formed by the Board and be composed of Board members and/or members of member clubs in good standing. Such committees shall be responsible to the Board and perform duties as decided by the Board.

11.4 Budgets and Reports - All committees shall prepare and submit to the Board for its approval an annual budget for the forth-coming year by no later than July 15th of each year, or as soon thereafter as is reasonably practicable. All committees shall submit annual reports of their work to the Board prior to the AGM.

11.5 Board Approval – Each committee's actions shall be subject to approval and ratification by the Board. The Chair of each committee will be the designated Officer, or, as the case may be, the designated Director. No person shall chair more than one (1) committee. The duties of any standing committee without appointed members will be carried out by the designated Officer or designated Director.

## **ARTICLE XII**

### **DANCE BOOK AND WEBSITE**

12.1 Dance Book – The Association shall each year publish a Dance Book containing :

- (a) the names, addresses, and telephone numbers of all Board members;
- (b) a listing of member clubs;
- (c) club information, including
  - (i) club contact information,
  - (ii) type and level of club dancing,
- and (iii) dance schedule showing the hours, dates and location of regular and special dances;
- and (d) such other information as determined by the Dance Book Editor.

12.2 Free Advertising – Regular Members shall be entitled to have inserted in the Dance Book, free of charge, one (1) advertising / publicity page, consisting of a flyer prepared by the club.

12.3 Dance Book Editor – During the First Board Meeting, or so soon thereafter as reasonably feasible, the Board shall appoint as Dance Book Editor a member of a member club. The Dance Book Editor may be an Officer or other Board member, or webmaster.

12.4 Deadlines – The Dance Book shall be published, and information to be inserted in the Dance Book must be delivered to the Dance Book Editor, by the respective deadlines stipulated in the By-Laws. If the required information is not provided within this deadline, the club information either may not appear in the Dance Book or be prepared, on a best-effort basis, by the Dance Book Editor.

12.5 Webmaster – During the First Board Meeting, or so soon thereafter as reasonably feasible, the Board shall appoint someone with the necessary skills and ability to serve as webmaster. Where possible, provided there is a suitable candidate with the necessary skill and ability among the incoming Board members, the webmaster shall be a Board member. If there is no suitable candidate among the incoming Board members, where possible, the person selected as webmaster will be a member of a member club. The webmaster may be an Officer or chair of a standing committee or dance Book Editor.

## **ARTICLE XIII**

### **BY-LAWS AND PROCEDURE**

13.1 By-Laws – The Board may adopt by-laws containing guidelines, policies, and procedures relating to the management and operation of the Association which are not inconsistent with the provisions of this Constitution. The Board may from time to time also amend, suspend, or repeal existing by-laws.

13.2 Confirmation – Any Board decision creating a new by-law, or suspending, repealing, or amending existing by-laws, shall have force and effect only until the next General Meeting unless confirmed thereat. If not so confirmed, such Board decision ceases to have effect from the time of the General Meeting and no subsequent new Board decision of the same or like substance has any effect until confirmed at a General Meeting. A General Meeting, in considering a by-law passed by the Board, may confirm, reject, amend or otherwise deal with it, but any rejection, amendment or other dealing by the General Meeting will not prejudicially affect any act done or right acquired under the by-law . Confirmation of by-laws at a General Meeting shall be by a simple majority of votes cast at the meeting.

13.3 Club Petition – Existing by-laws may also be amended, suspended, or repealed by the AGM on written petition of **two (2)** Regular Members in good standing, provided that:

- (a) the written petition, which must contain the full text of any proposed amendment, is delivered to the Secretary at least **fifteen (15)** days prior to the AGM, with a copy being delivered to each other member club within the same delay;
- and (b) the proposed amendment is duly moved and seconded at the AGM by delegates representing, respectively, each of the petitioning Regular Members.

13.4 Procedure – In all cases not specifically covered by the Constitution or By-Laws, procedural questions shall follow the most recent edition of Robert's Rules of Order.

13.5 Notices – Any notice required to be given to member clubs shall be given in writing by hand, or by e-mail, by prepaid registered or certified mail, by fax, at the e-mail address, postal address or fax number indicated in the member club's membership application, or at such other e-mail address or postal address or fax number as may be designated by written notice delivered in like manner. Notice by e-mail shall be deemed received on the date indicated in a receipt confirmation notice auto-generated by the opening of the e-mail message. Notice by mail shall be deemed received on the date indicated in the postal service confirmation of delivery. Notice by fax shall be deemed received on the date indicated on the fax transmission slip confirming successful delivery.

## **ARTICLE XIV      FISCAL YEAR, FINANCIAL STATEMENTS**

14.1 Fiscal Year - The fiscal year-end shall be August 31st.

14.2 Books - Proper books of account shall be kept containing all entries usually contained in books of account in accordance with generally accepted accounting principles, and the Directors shall have access at all times to the financial records. Any member in good standing shall be entitled to examine the financial records if a request is made in writing to the Board.

14.3 Financial Statements - Financial statements shall be prepared in accordance with generally accepted accounting principles. Statements will include comparative figures for the current and previous interim periods, or, as the case may be, fiscal year ends. At each regular Board meeting, interim statements shall be submitted, along with the Treasurer's report on financial activities since the previous Board meeting, for approval. Annual statements, with comparative figures for the current and previous fiscal year-ends, shall each year be submitted, along with the Treasurer's up-to-date report on financial activities since the previous AGM, and, where feasible, with the auditor's report, for the approval of the Association at its AGM.

## **ARTICLE XV                    BANKING, CONTRACT SIGNATURE**

15.1 Banking, Cheque Signing - A bank account in the name of the Association shall be opened and maintained in a bank or financial institution approved by the Board. All monies, cheques or other forms of payment received by any Officer or person on behalf of the Association shall be deposited in this account. All funds of the Association shall be deposited to the credit of the Association in such bank or financial institution as the Board of Directors may approve. All cheques issued in the name of the Association shall signed together by the Treasurer and any one (1) of the two (2) Directors chosen by the Board for such purpose. No one of the designated signatories may be the spouse or partner of any other. All cheques or other negotiable instruments payable to the order of the Association may, for deposit, be endorsed or signed on behalf of the Association by any of the above-mentioned persons or be made by stamp.

15.2 Contract Signing – All written contractual instruments shall be validly signed if signed together by the President and one (1) other Officer, or by the President and any two (2) other Directors. All services and rental contracts related to Association Dance Dates must conform to any related provisions in the By-Laws and be approved by the Board, and signed only in accordance with a specially-adopted Board resolution.

15.3 Special Authority – Notwithstanding the foregoing, the Board may, from time to time, unanimously authorize other specified individuals, who are not Directors, to sign on behalf of the Association certain contracts and documents pertaining to the normal day-to-day operations of the Association.

15.4 No Spouses – In all cases where multiple signatures are required, one signatory may not be the spouse or partner of the other.

15.5 Contractual Authority – All deeds, contracts and agreements, and like documents signed in accordance with the provisions of preceding paragraph shall be valid and binding upon the Association without any further authorization or formality.

15.6 No Borrowing Power - At no time shall the Board have any authority to borrow money upon the credit of the Association.

## **ARTICLE XVI                    ASSOCIATION RECORDS AND ARCHIVES**

16.1 Archives – Important documents, including the Constitution and By-Laws and Minutes of General and Board Meetings, shall be kept by the Association, such archives being maintained by the Secretary.

16.2 Updated Constitution – The Secretary shall maintain an up-to-date, annotated version of the Constitution with footnotes showing the date of any change in the Constitution.

16.3 Updated By-Laws – The Secretary shall maintain an up-to-date, annotated version of the By-Laws with footnotes showing the date of any change in the By-Laws and whether the change was confirmed or adopted at a General Meeting, or, as the case may be, adopted by the Board.

16.4 Annotation Format – Where the change was a deletion or repeal of an existing provision in the Constitution or By-Laws, the section number will remain, and the footnote begin with the notation “repealed” or “deleted” and the date. In the case of a change in the By-Laws, the footnote will conclude with the notation, where the change was confirmed or adopted by a General Meeting, “(GM)”, and where the change was adopted by the Board and still pending confirmation at a General Meeting, “(BD)”;

16.5 Archive Version – The Secretary shall also maintain an updated and annotated copy of both the Constitution and By-Laws which shall include in the footnotes the previous version of any amended portion, and any deleted or repealed provision or by-law.

## **ARTICLE XVII**

### **DISSOLUTION**

17.1 Distribution of Assets – Upon dissolution, all assets of the Association, after all claims against the Association organization have been paid, or provided for, shall be distributed among those Regular Members in good standing at the time of dissolution on a “share” basis, in accordance with the following provisions.

17.2 Qualification for Share – To receive a share of the assets, a Regular Member must have attended the last three (3) AGM’s prior to dissolution, or, if the member club has been a member of the Association for fewer than three (3) years, each AGM prior to dissolution since it became a member.

17.3 Distribution Shares – Each Regular Member entitled to participate in the distribution of assets shall receive :

- (a) one (1) share for Association membership for five (5) years or less prior to distribution;
  - (b) one additional (1) share for each additional five (5) years of Association membership prior to distribution;
  - (c) one (1) share for up to twenty (20) "registered members" of the member club;
- and (d) one (1) additional share for each additional twenty (20) "registered members" of the member club.

17.4 Registered Members – For purposes of this Article, "registered members" are those individuals who are at the time of dissolution members in good standing of the member club and were named as members of the member club in a list of members that must be submitted to the Association by October 1st of each year – if no such list of members is submitted by the member club in any year, in the event of a dissolution of the Association during that year, the member club shall not receive any additional share related to the club's membership.

17.5 Caller Club – In the case of caller clubs owned by the same caller/cuer, the greatest number of years of Association membership of each of the caller/cuer's member clubs and the consolidated registered members of all of the caller/cuer's member clubs shall be used for purposes of section 17.3.

## **ARTICLE XVIII**                      **REPEAL AND AMENDMENTS**

18.1 Constitutional Amendment - The Constitution, or any part thereof, may be amended, suspended or repealed by a two-thirds vote of a General Meeting, subject to the provisions set out below, and provided always that the procedure set out below is strictly followed.

18.2 Board Proposal – A constitutional amendment may be proposed by the Board (a "**board proposal**") by ordinary resolution at any regular or special meeting. A board proposal may be submitted for approval at either an AGM or a Special General Meeting.

18.3 Member Proposal – A constitutional amendment may also be proposed by **two (2)** member clubs in good standing (a "**member proposal**") by written petition (an "**amendment notice**"). A members proposal shall be submitted for approval only at an AGM, and, always provided that :

- (a) the amendment notice, which must contain the full text of any proposed amendment, is delivered to the Secretary at least **sixty (60) days** prior to the AGM, with a copy being delivered to each other member club within the same delay;
- (b) where the proposed amendment had previously been considered by the Board, the amendment notice must also contain the date of the Board's decision not to approve the amendment;
- and (c) the proposed amendment is duly moved and seconded at the AGM by delegates representing, respectively, each of the petitioning member clubs.

18.4 Notice of Meeting – The Notice of Meeting for any General Meeting considering a constitutional amendment shall clearly indicate that an amendment of the Constitution is on the agenda of the meeting and shall contain the full text of the proposed amendment, and

- (a) for the AGM, the date the proposed amendment was approved by the Board
- or (b) for a Special General Meeting,
  - (i) whether it is a board proposal or a member proposal,
  - (ii) if it is a board proposal, the date the proposed amendment was approved by the Board,
  - and (iii) if it is a member proposal, the names of the member clubs making the proposal, and the date of the amendment notice.