

TRAILBLAZER BY-LAWS

Adopted March 6, 1994
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ARTICLE I. NAME

The full name of this organization shall be "Trailblazers Square Dance Club". The common name of this organization shall be "Trailblazers". The term "Club" used within this document shall be considered an abbreviation of the name.

ARTICLE II. PURPOSE

The purpose of this organization shall be to promote and encourage square dancing at the advanced and challenge levels, in keeping with national standards.

ARTICLE III. ATTENDANCE

Trailblazers dances shall be open to all dancers capable of dancing the advertised dance level and who abide by the Trailblazer Code of Ethics.

ARTICLE IV. MEMBERSHIP

Section A. Definition of Membership Types

A member in good standing is a member who is current in payment of dues. A member in good standing is accorded voting privileges.

An honorary member, usually a caller, is a member in name only. This title is granted to an individual upon approval by a two-thirds majority vote of the Board of Directors to an individual who has significantly aided the club. An honorary member pays no dues or door fees and has no voting privileges.

An esteemed member is a member who has unselfishly performed exceptional and meritorious service in advancing the purpose and success of the Club. This title is granted to an individual upon approval by a two-thirds majority vote of the Board of Directors. An esteemed member pays dues and has voting privileges but does not pay door fees.

Section B. Definition of Competency

Competency shall be defined as the ability to dance a nationally recognized square dance level by definition with little or no assistance.

Section C. Membership Fees

The amount of annual dues shall be determined by the Board of Directors. Dues shall be due and payable by the end of the regularly scheduled December dance weekend. New members shall be required to pay initiation fees and quarterly prorated dues upon accepting membership.

Section D. Eligibility

To be eligible for membership, a candidate must demonstrate competency at the lowest level regularly scheduled Trailblazers dance that the candidate regularly attends. The minimum acceptable level is national-level A2.

Candidates for membership must have attended a minimum of six club dance sessions with at least one session in each of three separate months during a period not to exceed nine consecutive months.

Candidates for membership must demonstrate behavior and attitudes consistent with the Trailblazers Code of Ethics.

Candidates must be willing to subscribe to the Trailblazers By-Laws and Code of Ethics.

Eligibility shall not be based on sex, age, marital status, race, religious affiliation or sexual orientation of the candidate.

(12/07/08) – PROPOSED NEW BY-LAW: Candidates for membership must attend a minimum of three club dance sessions with at least one session in each of three separate months during a period not to exceed five consecutive months.

Section E. Consideration for Membership

Candidacy for membership is initiated by introduction and written recommendation of a sponsoring Club member in good standing to the Membership Committee.

An invitation for membership will be extended upon a favorable vote of the Membership Committee.

Membership will be granted upon the candidate's acceptance of the invitation, completion of an application form, and payment of initiation fees and annual dues..

Section F. Resignation and Termination

Resignation may be accomplished by filing a written statement with the Secretary. Such resignation shall not relieve the member of financial obligations previously accrued and unpaid.

Loss of membership shall occur when a member is over two months in arrears of dues, unless prior arrangements have been made with the Treasurer and approved by the Board of Directors.

Loss of membership may occur for violations of the Bylaws, and/or the Code of Ethics, when such action is approved following an investigation and hearing by the Board of Directors. Members being considered for such loss of membership must be given written notice of allegations and time and place of the hearing at least two weeks prior to such hearing. Such loss of membership shall require a two-thirds majority vote of the Board of Directors.

Section G. Reinstatement

Reinstatement of membership because of non-payment of dues may be accomplished by payment of delinquent dues with no pro-rating within a one-year grace period. After that time an individual must be processed as a candidate for new membership. This time period may be extended for individual with special circumstances if approved by the Board of Directors.

An individual who has been terminated due to violations of the Bylaws and/or Code of Ethics may petition the Board of Directors after one year from the date of termination to be allowed to reapply for membership. Upon a two-thirds majority vote for approval, the individual is eligible to be processed as a candidate for new membership.

ARTICLE V. GOVERNING BODY

Section A. Board of Directors

A Board of Directors shall consist of eight positions. Seven of these positions shall be elected annually by the general membership. The seven elected positions shall be President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Association Delegate. The eighth position shall be President Emeritus which shall be occupied by the immediate past president until there is a successor past president. An immediate past president shall not serve more than two consecutive years in this position. An immediate past president has the option not to accept this position during a particular year.

In the event the President Emeritus position is or becomes vacant, the current President may appoint another past president to serve in the vacant President Emeritus position. The appointment shall terminate at the end of the current term. Such appointment must be approved by two-thirds majority vote of the Board of Directors.

If the President Emeritus position is vacant, the Board of Directors will operated with seven positions for that particular year.

A Director may be an entity consisting of two persons such as, but not necessarily, husband and wife. Each Director has a single vote.

Section B. General Duties

The Board of Directors shall develop policies and projects to carry out the activities of Trailblazers.

Section C. Specific Duties

The Board of Directors shall approve all presidential appointments to fill vacant positions on the Board of Directors.

The Board of Directors shall approve the presidential appointment of all committee chairpersons.

The Board of Directors shall set all fiscal rates including dues, initiation fees and dance admission.

The Board of Directors shall approve designation of all honorary and esteemed members.

The Board of Directors shall be the judicial body for hearing and determining cases where loss of membership is being considered.

The Board of Directors shall notify all candidates of election results.

The Board of Directors shall conduct the By-Laws amendment process as described elsewhere in this document when initiated either by the Board of Directors or by petition from the general membership.

ARTICLE VI. ELECTION of THE BOARD of DIRECTORS

Elections for the Board of Directors shall be held annually.

A special Nominations Committee shall be appointed by the President with the approval of the Board of Directors for the purpose of determining candidates and holding the election.

Nomination and election procedures shall be set forth in the Standing Rules.

Only a member in good standing and who subscribes to and presents himself or herself according to the Code of Ethics may be a candidate for a position on the Board of Directors.

A candidate may only run for one position on the Board of Directors. It shall be the responsibility of the Nominations and Elections Committee to determine which position the candidate wishes to run for if nominated for multiple positions.

ARTICLE VII. BOARD of DIRECTORS RESIGNATION and TERMINATION

Section A. Resignation

Resignation from the Board of Directors may be accomplished by filing a written statement with the Secretary.

Section B. Loss of Membership

Loss of club membership of a Director shall result in automatic removal of that individual from the Board of Directors.

Section C. Removal for Cause

Removal of a Director may occur for serious violations of the By-Laws and/or the Code of Ethics, or for failure to perform the duties of his or her position, when such action is approved following an investigation by the Board of Directors and a hearing before the general membership. If time is critical, the Director being considered for removal and the general membership must be sent written notice of the allegations and time and place of

the hearing at least two weeks prior to the hearing. If time is not critical to the removal of the Director, the general membership may be notified of the hearing details in the Trailblazer Newsletter that is published at least two weeks prior to the hearing. Removal shall require the approval of a two-thirds majority of the members in good standing present at the hearing.

An investigation may be initiated by either the recommendation of the Board of Directors or by a written petition stating the allegations signed by at least one-fourth of the general membership in good standing. During the investigation, the accused Director shall be placed in suspension pending the outcome of the investigation and hearing.

Removal from the Board of Directors does not automatically result in loss of Trailblazers membership.

ARTICLE VIII. VACANCIES

Section A. President

Should the office of President become vacant, the order of succession shall be: First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Association Delegate. However, only a member who is capable of dancing the level set forth as a requirement for the President in the Standing Rules is eligible to serve as President. Therefore, those without that capability are passed over when determining succession. Should there be no eligible Director, then the first in order of succession shall temporarily preside over an emergency Board of Directors meeting to elect a new President.

Section B. Other Board of Director Positions

Should any position on the Board of Directors become vacant other than the office of President, that position shall be filled by presidential appointment with the approval of the Board of Directors.

ARTICLE IX. DUTIES of DIRECTORS

Section A. President

The President shall be chief executive officer of Trailblazers and shall have general supervision, direction and control of its business and officers.

The President shall preside at and is empowered to call for Board of Directors, and general membership meetings.

The President shall fill all vacancies on the Board of Directors by appointment with the approval of the Board of Directors.

The President shall appoint all committee chairpersons and the newsletter publisher with the approval of the Board of Directors.

The President shall approve all contracts before they are sent to the appropriate parties.

The President shall officially represent Trailblazers within the square dance community.

The President shall assume additional responsibilities as set forth in the Standing Rules.

Section B. First Vice-President

The First Vice-President shall work closely with the President in the overall administration of Trailblazers, assuming responsibilities as delegated by the President, and serving in his or her capacity when the President is absent.

The First Vice-President shall assume additional responsibilities as set forth in the Standing Rules.

Section C. Second Vice-President

The Second Vice-President shall assume the responsibilities as set forth in the Standing Rules.

Section D. Third Vice-President

The Third Vice-President shall assume the responsibilities as set forth in the Standing Rules.

Section E. Secretary

The Secretary shall have the responsibility for taking and reading of the minutes of all meetings of the general membership and the Board of Directors. The Secretary shall send a copy of the minutes of each meeting to all Directors within three weeks of such meetings. The Secretary shall also maintain and update a notebook of all meeting minutes.

The Secretary shall assume additional responsibilities as set forth in the Standing Rules.

Section F. Treasurer

The Treasurer shall be the fiscal officer of the Club, maintaining all financial record.

The Treasurer shall be responsible for the collection and disbursement of Club moneys.

The Treasurer shall give financial reports as directed by the President or the Board of Directors.

The Treasurer shall prepare all appropriate state and federal tax-related forms.

The Treasurer shall provide properly prepared records for an annual presentation to the Board at a date set forth in the Standing Rules.

The Treasurer shall be responsible for obtaining adequate insurance for the club and its members.

The Treasurer shall be empowered to appoint Assistant Treasurers as needed.

The Treasurer shall assume additional responsibilities as set forth in the Standing Rules.

Section G. Association Delegate

The Association Delegate shall serve as the liaison between the association with which the Board of Directors has chosen to affiliate and the club membership.

The Association Delegate shall perform all duties as prescribed by the Association.

The Association Delegate shall be responsible for obtaining all pertinent insurance information for the club and its members.

Section H. President Emeritus

The president Emeritus will serve to provide counsel to the Board of Directors and has only voluntary duties.

ARTICLE X. COMMITTEES

The President, with the approval of the Board of Directors, shall appoint all committee chairpersons. Unless otherwise specified, the members of each committee shall be appointed by the committee chairperson.

The membership Committee shall be a standing committee and shall be responsible for extending an invitation to candidates for membership and determining the eligibility of candidates for membership. All members of the Membership Committee shall be approved by the Board of Directors.

Other committees may be set up in accordance with the Standing Rules.

ARTICLE XI. MEETINGS

Section A. Regular Meetings

Regular meetings of the Board of Directors shall take place at least three times during the Board's term of office and shall be open to the general membership.

Sufficient advance notice of any regular or general membership meeting including date, time, location and agenda, shall be printed in "Trailblazer". In the event a general membership meeting must be scheduled before proper notice is possible in "Trailblazer", two weeks notice shall be provided by mail to all members.

If a Director is unable to attend a regular Board Meeting, that Director may submit a proxy, in advance, to another Director with specified voting directions or discretionary voting by that designated Director.

If a member in good standing is unable to attend a general membership meeting, that member may submit a proxy, in advance, to another member in good standing with specified voting directions or discretionary voting by that designated member.

Section B. Special Meetings

The Board of Directors shall meet for emergency session upon the request of the President or any three members of the Board of Directors.

If a Director is unable to attend a Special Meeting, that Director may submit a proxy, in advance, to another Director with specified voting directions or discretionary voting by that designated Director.

Section C. Quorum

A quorum for a general membership meeting shall consist of one-fifth of the general membership in good standing, including proxies provided either to a designated Board Director or a general member in attendance. A proxy must denote its purpose to contribute toward a quorum count.

A quorum (including proxies) for a Board of Directors meeting shall consist of a representation of two-thirds (2/3) of the number of occupied Board of Director positions during the current term of the Board of Directors.

As used throughout these By-Laws, “approved”, “determined”, “approval” or the equivalent by the Board of Directors shall mean approval by a majority vote of those Director positions voting, excluding blanks or abstentions.

As used throughout these By-Laws, “two-thirds majority vote” by the Board of Directors shall mean two-thirds (2/3) of the number of occupied Board of Director positions during the current term of the Board of Directors.

ARTICLE XII. CODE of ETHICS

The Code of Ethics is a separate document that shall describe what behavior and attitudes are expected of members of Trailblazers.

ARTICLE XIII. AMENDMENTS

Proposed amendments to the By-Laws or the Code of Ethics may be initiated by written petition of one-third of the general membership in good standing to the Board of Directors or by a two-thirds majority vote by the Board of Directors.

The Board of Directors will schedule a general membership meeting to read and discuss the proposed amendment.

At a subsequent general membership meeting another reading of the amendment will be held. A vote may then be taken and the amendment approved with a two-thirds majority vote.

ARTICLE XIV. STANDING RULES

The Standing Rules are encompassed by the By-Laws and provide the operational details of the latter.

The Standing Rules may be modified by a two-thirds majority vote of the Board of Directors

ARTICLE XV. CONFLICT of GOVERNING DOCUMENTS

In any case where Standing Rules conflict with the By-Laws, the By-Laws shall govern.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The most recent publication of Roberts' Rules of Order shall be the authority on parliamentary procedure and shall apply in all cases not specifically provided for in the By-Laws and the Standing Rules.

ARTICLE XVII. DISSOLUTION

Upon dissolution, disbanding or other termination of this club, officially sanctioned by its membership, all assets shall be distributed by the Board of Directors to one or more organizations that qualify as non-profit or charitable groups as defined by Internal Revenue Service.