

# Lone Star Lambdas Bylaws

(Approved by the membership February 2008)

Bylaws and Constitution history:

- Adopted by the membership August 2005
- Amended September 2006 (change July nomination period)

General Notes:

- Electronic communication is the minimum required form of communication to the Club members at large for all intra-Club business unless otherwise stated in these Bylaws.
- All monetary amounts are in United States Dollars.

## I. Name

The name of this organization is The Lone Star Lambdas (hereinafter, “the Club” or “the Organization.”)

## II. Purpose

The Lone Star Lambdas is an organization whose collective purpose is to encourage and provide social, educational, and recreational opportunities for Modern Western square dancing in the gay and lesbian community without regard to race, color, ethnic background, religion, gender identification, and sexual orientation.

## III. Governing Documents

The governing documents of the Club, in order of their authority, are as follows:

- federal, state, and local laws and regulations
- Bylaws of the Lone Star Lambdas
- Code of Behavior of the Lone Star Lambdas (to be developed)
- rules and regulations of organizations to which the Club belongs
- the current edition of *The Standard Code of Parliamentary Procedure*

## IV. Membership

The Club offers two levels of membership: voting and non-voting.

The intent of the non-voting membership level is to allow younger dancers to be Club members before they reach an age and level of maturity to participate in important Club business.

Members and guests under the age of 18 must be accompanied at any Club function by a parent or guardian.

### A. Requirements for both levels of membership

#### 1. Applicants must complete the following:

- agree in writing to honor the governing documents and principles of the Club
- successfully finish a Mainstream class
- fill out a membership information form.  
Personal information on the form (other than member name, for insurance purposes) is confidential, and is not shared with other organizations without consent of the member.
- pay applicable dues and fees

#### 2. For voting membership, applicants must be at least 18 years old.

### B. Benefits for voting members

- proposing business for Club discussion, including nominating members for elected office
- participating in all eligible membership voting
- serving in elected and appointed positions

### C. Members may attend meetings of the Executive Board as passive listeners unless otherwise stated in these Bylaws.

### D. For current members to remain “in good standing” and eligible for voting membership benefits, they must attend at least 12 paid Club functions within the most recent six-month period, unless otherwise stated in these Bylaws.

### E. New members are eligible to vote after completing membership requirements as stated in the section “Requirements for both levels of membership.”

### F. Non-voting members are not eligible for voting member benefits.

- G. The following activities are prohibited and are grounds for reprimand or expulsion from the Club.
- communicating confidential or personal information about the Club or its members to non-members or other organizations
  - using the Club, the Club's name, or confidential Club information for personal gain or enterprise
  - obligating the Club in any way, including but not limited to social or financial arrangements, without expressed permission of the Executive Board
  - conducting business in the name of the Club, including but not limited to arrangements that merely imply the support of the Club, without expressed permission of the Executive Board
  - behavior that jeopardizes the comfort or safety of other attendees, not limited only to actions specified by any insurance that covers attendees at Club functions

## **V. Relationship with Club Callers**

Club callers are not presumed to be members of the Club.

- A. Club callers may request to apply for membership from the Board.
- B. If the Board allows the membership application, Club callers must satisfy the membership requirements as stated in the section “Requirements for both levels of membership” in these Bylaws.

## **VI. Financial Matters**

### **A. Bank Account**

1. The Board must maintain a checking account in the name of the Club.
2. Personal use of any Club funds is prohibited and is grounds for expulsion and legal action.
3. No expenses may be made that leave a minimum amount below the balance required by the banking institution.
4. All checks and vouchers drawn on the Club's banking account require a minimum of two signatures. Only the president, vice-president, and treasurer are authorized signatories.
5. All Club financial transactions should be conducted by check or voucher and must include a receipt or other acceptable documentation.

### **B. Dues and Fees**

1. The Board must review and recommend membership dues annually to coincide with the completion of an annual audit. The dues recommendation is to be voted on by the eligible membership.
2. The Board may set ad-hoc fees for Club events.
3. Membership dues are payable when the membership application is submitted.
4. Fees for a Club event are payable in advance, at the applicable event, or according to other payment arrangements approved for the event.

### **C. Expenditures, Contracts, and Gifts**

1. Any Club expenditure by any member in excess of \$50.00 must be preauthorized or approved by the Board unless otherwise stated in these Bylaws.
2. The president and treasurer are authorized to spend up to and including \$50.00 without prior approval of the Board.
3. A Board member may not reimburse himself or herself for Club expenses.
4. Routine monthly expenditures, such as caller fees, promotions, and rental fees, are authorized by the Board as needed.
5. A simple majority of the eligible membership may approve sponsorships, endorsements, and contracts in the Club's name.

6. On behalf of the Club, the Board may accept any contribution, gift, or bequest that does not compromise the Club's legal status or principles.
- D. Two non-officers, appointed by the president, must conduct a financial audit during the month of January each year.

## **VII. Executive Board and Elections**

The Executive Board (hereinafter, "the Board") comprises the elected officers of the Club, as follows:

- President
- Vice-President
- Secretary
- Treasurer
- Member-at-Large

### **A. Executive Board Responsibilities**

1. The Board manages the business affairs of the Club according to the Club's governing documents and principles.
2. The Board meets at least once each six months and additionally as needed. It is suggested that the Board meet, at a minimum, shortly after each election.
3. For voting purposes, a quorum of the Board consists of a simple majority of the Board positions defined in these Bylaws.
4. The Board advises the eligible membership of the time and place of any Board meeting in advance unless otherwise stated in these Bylaws.
5. To handle sensitive or volatile matters, the Board may call a meeting of which the general membership is not advised.
6. The Board may invite members to participate in discussion at any Board meeting.
7. At the recommendation of any member, the Board may create and fill temporary and permanent appointed positions.
8. The Board may take minimal required actions to protect the Club's interests and principles without prior approval from the eligible membership.
  - The Board must notify the eligible membership at the next opportunity for a meeting of any such actions taken.
  - The eligible membership may approve reversal of such actions by a simple majority vote.

9. The Board may not take any actions that conflict with the Club's governing documents and principles.
10. The Board may restate proposed changes to the Club's Bylaws before presenting the changes to the membership for discussion.
11. The Board conducts an annual review of Club callers.
12. At least one week before leaving the Board, an officer must surrender the following items to one of the following officers, in order: (1) the replacement for the same office, (2) the secretary, (3) the president.
  - Club data, records, and property specific to the office
  - to facilitate the transition, advice on procedures and protocols specific to the office

## B. Elections

### 1. Eligibility

- a) Only voting members “in good standing” (as defined in “Membership” on page 3) are eligible for elected office.
- b) A person must be a member for at least 60 days to be eligible for elected office.

2. An election committee that comprises at least two Board members whose offices are not open for election administers each election.

### 3. Nominations

- a) Voting members “in good standing” may submit a nomination after the candidate accepts the nomination.
- b) Eligible members may nominate themselves.
- c) Nominations must be submitted to the election committee in writing unless otherwise stated in these Bylaws.
- d) Nominations must be electronically communicated to the membership as soon as practical after submission to the election committee.
- e) At the election meeting, eligible members may nominate a candidate for an office that is open for election, but for which no candidates have been nominated. Both the nominating member and candidate must be present at the election meeting.
- f) A member may run for only one office at any time.
- g) Nominees should prepare and communicate, in writing, their goals and plans for office before the election occurs.

### 4. Term of Office

- a) Each officer serves a term of one year.
- b) A member cannot be nominated for or be elected to an office immediately after holding that office for a second consecutive full term.
- c) A member may not hold more than one office at any time. If a member holds an office, and is elected to another office, he or she must vacate the held office before beginning the term of the newly elected office.
- d) The president, secretary, and member-at-large serve from September 1 following their election through August 31.
- e) The vice-president and treasurer serve from March 1 following their election through February 28 or 29.

5. Dates

a) Nomination periods are as follows.

- (1) Nominations for president, secretary, and member-at-large are accepted from July 1 through July 31 unless otherwise stated in these Bylaws.
- (2) Nominations for vice-president and treasurer are accepted from January 1 through January 31 unless otherwise stated in these Bylaws.

b) Election dates are as follows.

- (1) Election of president, secretary, and member-at-large must be held no later than August 15.
- (2) Election of vice-president and treasurer must be held no later than February 15.

6. Voting

- a) Electronic absentee voting is acceptable, but must be received by the election committee at least 24 hours before the election meeting.
- b) Officers are elected by a simple majority of the eligible voting quorum at the election meeting plus qualified absentee votes.
- c) The election committee must retain all votes for at least 30 days after the election date.

C. President

1. The president presides over business meetings of the Executive Board and of the Club.
2. The president may appoint a member to substitute for another officer at a meeting or gathering of the Club.
3. The president appoints two non-officers to conduct an annual audit of the Club's financial records.

D. Vice-President

1. The vice-president assumes the responsibilities of the president in the president's absence.
2. The vice-president assumes the office of president if it becomes vacant.
3. The vice-president must maintain an inventory of the Club's non-financial assets.
4. The vice-president serves as parliamentarian at meetings of the Board and of the Club.
5. The vice president is responsible for storage and maintenance of the Club's banner and for its transportation to and from events for display.

E. Secretary

1. The secretary records, maintains, and distributes minutes of business meetings of the Board and the Club at large.
2. The secretary receives correspondence to the Club and forwards correspondence to the appropriate person for follow-up.
3. The secretary maintains an updated list of members and committees.
4. In the absence of the president and vice-president, the secretary presides over meetings of the Club.

5. The secretary ensures that the Club's governing documents, except federal, state, and local regulations, are present at every meeting.
6. The secretary is custodian of written records and documents pertaining to the Club's business, history, and obligations.

F. Treasurer

1. The treasurer maintains updated financial records for the Club.
2. The treasurer collects dues and fees.
3. The treasurer prepares and distributes a financial report to the membership as needed or requested.
4. The treasurer maintains receipts and financial documentation for all Club expenditures for at least seven years.
5. In the absence of the president, vice-president, and secretary, the treasurer presides over meetings of the Club.
6. The treasurer is responsible for ordering badges, bars, and dangles for use by the Club.

G. Member-at-Large

1. The member-at-large is an *ex officio* member of all committees, except the member-at-large cannot be a member of the election committee when the member-at-large office is up for election.
2. In the absence of the president, vice-president, secretary, and treasurer, the member-at-large presides over meetings of the Club at large.

H. Removal of Officers

An officer may be removed from office by either a three-fourths majority vote of the eligible membership or unanimous decision by the remainder of the Board.

## VIII. Appointed Positions

- A. As stated in “Executive Board Responsibilities”, the Board may create and fill temporary and permanent appointed positions.

These appointments may be filled by any qualified and willing members of the Club. If there are no volunteers or willing candidates for the position, the Board must appoint an officer to fill the position.

While it is preferable to have a qualified Club member in each appointed position, the Board may appoint a nonmember if no member is available.

- B. The following temporary appointed positions should always be occupied.
1. Recruiting Coordinator
    - solicits new members for the Club
    - retains records on and manages communication with potential members before and during organization of a class
  2. Dance Skills and Development Coordinator
    - helps callers to create programs to enhance and develop the general skill level of the members
    - helps callers to create content and organization for classes, both for new members and members advancing in their skills
    - helps identify and select callers for Club events
    - helps manage Angels during classes
    - counsels the Board on skill development
    - provides recommendations for development of both the caller and dancer positions
    - provides input for the Board's annual evaluation of callers
  3. Delegate (can be a different member for each associated organization)
    - represents the Club to organizations to which the Club belongs or with which the Club is associated
    - is responsible for timely and accurate communication between the Club and the organization
    - manages the Club's obligations in regard to maintaining association with the organization
    - updates the Club's events in the calendars of associated organizations
  4. External Communication and Networking Coordinator
    - manages external communication, such as publicity, directory listings, and the Club's web site
    - manages networking with other organizations to support the Club's relationship with the community
    - is responsible for updating external organizations of changes that may affect the Club's status or condition in relation to those organizations

5. Social Director

- leads the development and coordination of Club activities and special events, including specific responsibilities such as hospitality and food planning
- manages the Club's event calendar

## **IX. Meetings and Quorums**

- A. Executive Board and general membership meetings are held at least once each six months and additionally as needed.
- B. For voting at general membership meetings, a quorum consists of the eligible voting members who are present.

## **X. Indemnification**

No individual member, including appointees and elected officers, is personally liable for any debt, liability, or obligation of the Club when acting in compliance with the Club's governing documents and principles.

Entities that extend credit to, contract with, or pursue a claim against the Club may look only to the funds and property of the Club for settlement.

## **XI. Amending the Bylaws**

- A. The Bylaws may be amended at any regular or called meeting of the Club.
- B. Ambiguities and conflicts between the Bylaws and other governing documents must be resolved as soon as practical.
- C. Amendment procedure
  - 1. Members must present the proposed change to the secretary in writing.
  - 2. Secretary presents proposal to the Board for review and possible restatement.
  - 3. The secretary presents the (restated) proposal to the eligible membership in writing, including a target date at least one month away for voting on the proposal.
  - 4. The Board announces a definite meeting date for voting on the proposal. In the event that more discussion is required, voting may be postponed until another meeting is called.
  - 5. A two-thirds majority vote of the quorum is required to approve the proposal.
  - 6. The secretary updates the Bylaws and communicates the changes to the membership within 14 days of approval.

## **XII. Dissolution of the Lone Star Lambdas**

- A. Only the Executive Board, by a simple majority vote of the Board positions defined in these Bylaws, may initiate proceedings to dissolve the Club.
- B. The vote to dissolve the Club must take place at a meeting called for that specific purpose.
- C. A three-fourths majority of the quorum of the eligible membership is required to dissolve the Club.
- D. Upon dissolution of the Club, assets must be distributed as follows in compliance with federal, state, and local laws and requirements:
  - payment of Club debts and legal obligations
  - return of borrowed property
  - financial donation to charitable organization(s) as approved by a simple majority vote of the eligible membership
  - non-financial donation, such as audio equipment, to the International Association of Gay Square Dance Clubs