

Lone Star Lambdas Bylaws

(Last revised and approved by the membership May 23, 2016)

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Bylaws and Constitution history:

Adopted by the membership August 2005

Amended September 2006 (change July nomination period)

Amended February 2008

Amended February 8, 2010

Amended January 7, 2013 (add items to the Financial Audit section)

Amended September 9, 2013 (add item to Requirements for Basic Membership)

Amended August 17, 2015 (clarified guests at board meeting, elections/terms, and fixed formatting)

Amended May 23, 2016 (updated nomination procedures, secret ballots)

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")

II. Purpose

The Lone Star Lambdas is a club 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.

The club provides an open and accepting environment to anyone interested in square dancing. We foster an inclusive environment and expect the officers and membership to demonstrate an "all are welcome" standard in all activities of the club. We promote the benefits of square dancing primarily within the GLBT community; however, we embrace anyone who desires to participate in the activities of the club regardless of their reasons, background, beliefs/values, or 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
- 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: Basic and Voting.

A. Requirements for Basic Membership:

1. Agree in writing to honor the governing documents and principles of the Club
2. Successfully finish a Mainstream class.
3. Complete 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.
4. Pay applicable dues or fees. (If scholarships are granted, dues for any person receiving a scholarship will be considered paid, for the purpose of membership.)
5. Attend at least one paid Club event during the prior six-month period.
6. Each minor must have an accompanying parent or legal guardian on site at all times while participating in any Club function.

B. Benefits of Basic Membership

1. Participation in all Club events.
2. Attend meetings of the Executive Board and offer feedback after being called on by the Chairperson.
3. Propose or participate in discussions of Club business.

C. Additional Requirements for Voting Membership

For Basic Members to become eligible for Voting Membership benefits, they must:

1. Attend at least 10 paid Club functions within the most recent six-month period, ending on the last date that nominations are accepted.
2. Be at least 18 years of age, or be an emancipated minor.
3. Be fully current on any dues or fee obligations to the Club

D. Additional Benefits of Voting Membership

1. Nominate members for elected office
2. Participate in all eligible membership voting
3. Serve in elected and appointed positions.

E. Prohibited Activities

The following activities are prohibited and are grounds for reprimand or expulsion from the Club:

1. Communicating confidential or personal information about the Club or its members to non- members or other organizations.
2. Using the Club, the Club's name, or confidential Club information for personal gain or enterprise.
3. Obligating the Club in any way, including, but not limited to, social or financial arrangements, without expressed permission of the Executive Board.
4. 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.
5. 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

- A. Regular Club Callers (those that regularly work for the Club and call at the vast majority of Club's routine dance sessions) will be considered ex officio (participating, but non-voting) Club members.
- B. They will agree, in writing, to honor the governing documents and principles of the Club and to fill out a membership information form.
- C. They will not pay dues or fees as long as they are attending a Club event as a caller. Likewise, the spouse of the caller will not be charged a fee for attending a Club event where the caller does not pay a fee; they will be considered a Visitor. Spouses may become a Member by following the criteria outlined in Section IV above.

VI. Financial Matters

A. Bank Account

1. The Board must maintain a checking account in the name of the Club, or that is dedicated solely to the business and funds of the Club, if this is possible without incurring an unreasonable service fee. Responsibility will be determined by the Board.
2. Personal use of any Club funds is prohibited and is grounds for expulsion and legal action. No expenses may be made that leave a minimum amount below the balance required by the banking institution.
3. All checks and vouchers drawn on the Club's banking account require a minimum of two signatures, if the banking institution has such a process. Otherwise a single signature may be used. Only the president, vice-president, and treasurer may be authorized signatories.
4. All Club financial transactions should be conducted by check or voucher, if possible; and must include a receipt or other acceptable documentation.

B. Dues and Fees

The Board must annually review and recommend membership dues, to coincide with the completion of an annual audit. The dues recommendation is to be voted on by the eligible membership.

1. The Board may set ad-hoc fees for Club events.
2. Membership dues are payable when the membership application is submitted.
3. 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. The president and treasurer are authorized to spend up to and including \$50.00 for the benefit of the Club, without prior approval of the Board, and may expect reimbursement from the Club for such expenditures. Any other member must have prior approval from the Board for any Club purchase for which the member expects reimbursement. All purchases over \$50 must have prior approval of the Board
2. A Board member may not reimburse them self for Club expenses, except that the Treasurer may reimburse them self if that reimbursement is approved in writing by the Club President.
3. Routine expenditures, such as caller fees, promotions, and rental fees, are to be authorized by the Board as needed.
4. A simple majority of the eligible membership may approve sponsorships, endorsements, and contracts in the Club's name.
5. 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. Financial Audit

1. A financial audit must be conducted annually to coincide with the 12-month Treasurer's term; currently, March through the following February.
2. The President will appoint two non-officers to the Audit Committee. This responsibility shall not be delegated to any other individual.
3. The Treasurer will provide to the Audit Committee, no later than March 15th, all documents necessary for the audit.
4. The audit will be completed and an audit report provided to the Board by the first board meeting scheduled after April 30th.

VII. Executive Board and Elections

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

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. 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. Club members or other appropriate guests, may attend Board meetings as non-participants, unless invited by the Board to participate in the discussion.
5. To handle sensitive or volatile matters, the Board may call a closed Board meeting. Such meetings are closed to all Club members except the Board.
6. The Board may create and fill temporary and permanent appointed positions, as they deem necessary.

7. 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 vote for reversal of such actions by a simple majority vote.
8. The Board may not take any actions that conflict with the Club's governing documents and principles.
9. The Board conducts an annual review of Club callers.
10. At least one week before leaving the Board, an officer must surrender all Club data, records, and property specific to the office to the replacement for the same office. The President may request club data from other officers at any time, as they deem appropriate. To facilitate the transition, the leaving officer should share with the replacing officer all relevant advice on procedures and protocols specific to the office.

B. Elections

1. Eligibility

Only Voting Members (as defined in Section IV, Membership) are eligible for elected office. A person must be a member for at least 60 days to be eligible for elected office.

2. Election Committee

- a) An Election Committee, comprised of at least two Board members whose offices are not open for election, will administer each election.
- b) The election committee vets nominated members for eligibility, determined by the Treasurer's attendance records. The committee will notify nominees if their attendance may be an issue for eligibility to give them time to comply with the attendance requirements.

3. Nominations

- a) Members may ask any other member to run for office. Before accepting a nomination, candidates must verify their eligibility with the Treasurer.
- b) Eligible members may nominate themselves.
- c) If eligible to run, candidates must submit their nominations to the Election Committee in writing or electronically, by the date established in Section VII, B.5.
With their nomination, candidates must include a statement that they have read, understood, and agreed to carry out the responsibilities of the office.
- d) Nominations must be electronically communicated to the membership as soon as practical after submission to the Election Committee, and at least 8 days prior to the election.
- 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, or the candidates' agreement to serve must be presented in writing.. The Treasurer and/or other Board Members must be able to verify the candidates' eligibility for office at the Election meeting. Other write in votes will not be counted.
- f) A member may run for only one office at any time.
- g) Nominees are encouraged to prepare and electronically communicate, in writing, their goals and plans for office before the election occurs. This statement should be communicated to the membership. Failure to submit the goals and plans statement does not remove the member's candidacy.

4. Term of Office

- a) Each officer serves a term of one year.
- b) Members may not run for re-election to the same position after serving two consecutive full terms, not including partial terms. The member will be eligible to run for election to that same office 12 months after previously serving in the position.
- 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. In such cases a special election will be held to fill the new vacancy. If no one is nominated, the President may appoint someone who meets Voting Member eligibility (as defined in Section IV, Membership). In such cases, that term is for six months only so that the election cycle remains in place.
- 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.
- c) The Election Committee must publish a complete slate of candidates for the election not less than one week prior to the election.

6. Voting

- a) Electronic absentee voting is acceptable, but the Election Committee must receive those votes at least 24 hours before the election meeting.
- b) In-person voting is conducted by secret, written ballot. A member of the Election Committee is responsible for preparing the ballots in advance of the meeting at which the election takes place.
- c) Officers are elected by a simple majority of the eligible voting membership at the election meeting, plus qualified absentee votes.
- d) The Election Committee must retain all votes for at least 30 days after the election date.

C. Duties of Officers

The duties described below are generally the responsibility of the designated officers as listed. Duties may be moved to another officer position or Club member, if deemed necessary and appropriate by the Board. Additional duties or descriptions may be contained in the Club's Standards/Operating Procedures Manual.

1. President

- a) The president presides over business meetings of the Executive Board and of the Club, and generally manages the work of the Club, assures effective communication among and between Board and membership, and assures that tasks are accomplished as needed and in a timely manner.
- b) The president may appoint a member to substitute for another officer at a meeting or gathering of the Club.
- c) The president appoints two non-officers to conduct an annual audit of the Club's financial records.

- d) The president conducts the annual Caller review for all Club Callers, based on agreed upon evaluation criteria. The president may appoint other Board members to assist with this review.

2. Vice-President

- a) The vice-president assumes the responsibilities of the president in the president's absence.
- b) The vice-president assumes the office of president if it becomes vacant.
- c) The vice-president must maintain an inventory of the Club's non-financial assets (e.g., extra T-Shirts and Badges)
- d) The vice-president serves as parliamentarian at meetings of the Board and of the Club.

3. Secretary

- a) The secretary records, maintains, and distributes minutes of business meetings of the Board and the Club at large.
- b) The secretary receives correspondence to the Club and forwards correspondence to the appropriate person for follow-up.
- c) The secretary maintains an updated list of members and committees.
- d) In the absence of the president and vice-president, the secretary presides over meetings of the Club.
- e) The secretary ensures that the Club's governing documents, except federal, state, and local regulations, are present at every meeting.
- f) The secretary is custodian of written records and documents pertaining to the Club's business and obligations.

4. Treasurer

- a) The treasurer maintains updated financial records for the Club.
- b) The treasurer collects dues and fees.
- c) The treasurer prepares and distributes a financial report to the Board/membership as needed or requested.
- d) The treasurer maintains receipts and financial documentation for all Club expenditures for at least seven years.
- e) In the absence of the president, vice-president, and secretary, the treasurer presides over meetings of the Club.

5. Member-at-Large

- a) 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.
- b) In the absence of the president, vice-president, secretary, and treasurer, the member-at-large presides over meetings of the Club at large.
- c) The Member-at-Large is responsible for organizing/coordinating graduation ceremonies, including, but not limited to, activities, production of certificates, food service, and location.

D. 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

As stated in “Executive Board Responsibilities”, Section VII, A, the Board may create and fill temporary and permanent appointed positions. Any qualified and willing members of the Club may fill these appointments. 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.

The following appointed positions should always be occupied. Duties of these positions are covered in the Club’s Standards/Operating Procedures Manual.

- Recruiting Coordinator
- Dance Skills and Development Coordinator
- Delegate (can be a different member for each associated organization)
- External Communication and Networking Coordinator
- Social Director
- Archivist

IX. Meetings and Quorums

Executive Board and general membership meetings are held at least once each six months and additionally as needed.

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. If the Board determines that revisions are necessary, they may draft recommended changes or appoint a temporary committee to propose such changes.
 - 2. If individual Club Members want to propose changes, they must present the proposed change to the secretary in writing. The secretary presents proposal to the Board for review and possible restatement.
 - 3. The secretary presents the Board approved 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 Voting 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:
 - 1. Payment of Club debts and legal obligations
 - 2. Return of borrowed property
 - 3. Financial donation to charitable organization(s) as approved by a simple majority vote of the eligible membership
 - 4. Non-financial donation, such as audio equipment, to the International Association of Gay Square Dance Clubs.