

# **E.B.D.A. EVERYONE'S BALLROOM DANCE ASSOCIATION**

## **BYLAWS**

*Approved at the AGM, Mar. 25, 2015*

### **1. MEMBERSHIP**

- 1.1.** Any person 18 and over may become a member of the Association at any time upon payment of the membership fees. A person under the age of 18 must have written parental or guardian consent.
- 1.2.** Membership is obtained on payment of an annual fee and is renewable upon payment of said fee each year. Membership fee, if any, in the Association shall be determined, from time to time, by the members at an Annual General meeting. There will be no purchase of memberships following the last dance prior to the AGM up to and including the AGM.
- 1.3.** Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated. Any member upon a two thirds vote of all members in good standing attending a General Meeting of the Association may be expelled from membership for any cause which the Association may deem reasonable.
- 1.4.** Membership and all privileges shall run from January 1 of any year to December 31 of the same year.
- 1.5.** Should it be deemed necessary, the Board of Directors has the right to dismiss any Board member and revoke the membership of any member in the event that their actions are detrimental to the Association. *or in violation the EBDA Code of Conduct.*
- 1.6.** Only members of the Association in good standing shall be permitted to attend and have a full voice and vote at any meeting of the Association. Non-members may be invited to attend by the Board.
- 1.7.** Reapplication for membership in EBDA once a member has been removed MUST be reviewed by the Board before being granted.
- 1.8.** Membership is subject to Board approval.

## **2. BOARD OF DIRECTORS**

**2.1.** Board of Directors, or Board, shall mean the Board of Directors of the Association.

**2.2.** The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

**2.3.** Terms of office for the Board of Directors will be:

President - 2 year term beginning 2013

Vice-President - 1 year term for 2013 and beginning 2014 the term will be 2 years

Treasurer - 2 year term beginning 2013

Recording Secretary - 1 year term for 2013 and beginning 2014 the term will be 2 years

Volunteer Director - 1 year term for 2013 and beginning 2014 the term will be 2 years

Membership Director - 2 year term beginning 2013

Directors at Large - 1 year term renewable on an annual basis.

**2.4.** Only members of the Association in good standing shall be eligible to hold office or be a Director of the Board.

**2.5.** Any individual who earns their livelihood as a professional ballroom dance instructor and/or is the owner of a dance studio, and /or provides DJ services for profit shall not be permitted to hold office.

**2.6.** Any member of the Board, who has served for a minimum of five (5) consecutive years, will become a lifetime member with all the full membership privileges. Lifetime membership includes the right to invite a guest at member admission price.

**2.7.** Board positions may become vacant before the expiry of their term by resignation of the incumbent, or by the inability to perform their duties, or by removal by Special Resolution.

**2.8.** Board positions which are/may become vacant before their expiry of term may be filled by appointment on the approval of the Board of Directors on a temporary basis until the following Annual General Meeting where an election will be held.

**2.9.** Protection and Indemnity of Officers and Directors. Each Officer or Director holds office with protection from the Association. It is expected that board members will act in a responsible and in good faith manner. The Association protects and indemnifies each Officer or Director against all costs or charges that may result from any act done or not done in their role for the Association. The Association does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith. No Officer or Director is liable for the acts of any other Officer or Director. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No

Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraud, dishonesty, or bad faith. Officer or Directors can rely on the accuracy of any statement or report prepared by the Association's auditor. Officers or Directors are not held liable for any loss or damages as a result of acting on that statement or report.

- 2.10.** All Board members shall at the end of his or her term of office, turn over to the EBDA Board all EBDA property and assets including funds, books and records.

### **3. BOARD OF DIRECTORS/EXECUTIVE COMMITTEE**

#### **3.1. Shall be composed of the following officers:**

##### **3.1.1. PRESIDENT**

The President shall be ex-officio a member of all Committees. The President shall preside at all meetings of the Association and of the Board. In the President's absence the Vice-President shall preside at any such meetings, and in the absence of both a chairperson will be elected to preside by the Board members in attendance.

##### **3.1.2. VICE PRESIDENT**

The Vice President performs all the duties of the President when the President is absent or unable to perform the duties. The Vice President will assist the President in any Association duties required.

##### **3.1.3. SECRETARY**

It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. This includes the current copy of the Bylaws and all the minutes of the Association. In case of the absence of the Secretary, the duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence (except financial, legal or membership records) of the Association and be under the direction of the President and the Board.

##### **3.1.4. TREASURER**

The Treasurer shall collect and receive the annual dues or assessments levied by the Association, and shall be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer is also responsible to pay regular expenses and any outstanding bills of the Association. The Treasurer is responsible for the preparation and custody of books of account as are necessary. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual meeting a statement duly audited as hereinafter set forth of the financial position of the Association. In the case of the inability of the Treasurer to act,

then the duties shall be discharged by such Officer as may be appointed by the Board until a new election can be held at the next Annual General Meeting.

### **3.2. SIGNING AUTHORITY**

Signing Authority for the Association shall be the Treasurer and any one of the following: President, Vice-President or Secretary. In the absence of the Treasurer any two of the President, Vice-President or Secretary have Signing Authority.

### **3.3. BOARD of DIRECTORS/OTHER**

**More than one of these positions may be covered by one Director, if necessary.**

#### **3.3.1. MEMBERSHIP DIRECTOR**

The Membership Director shall keep a record of all the members of the Association and their addresses, and send all notices of the various meetings as required. The Membership Director shall request the aid of other Board members or volunteers as necessary.

#### **3.3.2. VOLUNTEER DIRECTOR**

The Volunteer Director shall keep a record of all the Volunteers of the Association and their email addresses, and schedule volunteers regarding the various duties as required. The Volunteer Director shall request the aid of the other Board members or volunteers as necessary. The Volunteer Director shall ensure that all volunteers acting on behalf of the EBDA are members.

#### **3.3.3. MARKETING DIRECTOR**

The Marketing Director shall have responsibility for marketing of the association including business cards, all print advertising, radio, TV and other media. The Marketing Director shall liaise with the webmaster regarding website and mail chimp advertising. The Marketing Director shall request the aid of other Board members or volunteers as necessary. All inquiries regarding marketing or advertising shall be referred to the Marketing Director to ensure the integrity and professional image of the Association.

#### **3.3.4. DIRECTORS AT LARGE**

These Directors at Large may be assigned duties and responsibilities at the direction of the Board.

### **4. COMMITTEES/Standing Committees and Ad-Hoc Committees**

**4.1. Standing Committee/Bylaws** – A Director, as appointed by the Board, shall Chair this Committee and call Committee meetings as required.

**4.2. Ad Hoc Committees** – may be established as required by the Board and must be chaired by a Director, as appointed by the Board.

## **5. AUDITING**

The books, accounts and records of the Treasurer, and any minutes of the Secretary required, shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association.

The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## **6. FISCAL YEAR END**

The fiscal year end of the Association in each year shall be DECEMBER 31<sup>st</sup>.

## **7. MEETINGS**

### **7.1. Voting Rights**

**7.1.1.** Any member who has paid for membership and who has not withdrawn from membership nor has been suspended or expelled as herein provided shall have the right to vote at any general meeting of the Association. Such votes must be made in person and not by proxy or otherwise.

**7.1.2.** Each voting member has one (1) vote. A show of hands decides every vote at every meeting unless a majority of the Members request the use of a ballot. The President has a second or casting vote in the case of a tie except for any elections of officers. The President decides in good faith, and this decision is final.

**7.1.3.** Members elected/appointed to Board of Directors positions shall follow the same voting process.

**7.1.4.** Contacting a member is defined as by mail, email or telephone.

### **7.2. ANNUAL GENERAL MEETINGS**

**7.2.1.** The Annual General Meeting shall be held on or before the end of March in each year at a time and place as must be decided by the Board of Directors, of which meeting due notice shall be given to all members. At this meeting there shall be an election of a slate of officers as per the vacancies in accordance with the terms of office set out in Bylaw 2.3 and Directors at Large as required, minimum one (1) to a maximum of three (3) Directors

at Large. The officers and directors so elected shall form the Board, and shall serve until their successors are elected and/or appointed as required.

Interim vacancies on the Board will be filled at the Board's discretion by either an appointment, or an election at the next AGM, in order to maintain the current term for the position to be completed. This will enable the Board to maintain the continuity and the offset cycle of the terms for its officers

Only members in good standing are eligible for board positions in the association.

**7.2.2.** Notice of the time, place and agenda of the Association's Annual General Meeting shall be given by email to each member in good standing with a valid email address, at least fourteen (14) days prior to meeting and by an announcement at the dance before the AGM, by posting a sign at the dance prior to the AGM and by placing a notice on the EBDA website.

**7.2.3.** No action taken at an Annual General Meeting is invalid due to accidental omission to give any notice to any member, any Member not receiving any notice, or any error in any notice that does not affect the substantial meaning of the notice. The meeting is invalid if there is a deliberate lack of notice to members.

**7.2.4.** Nominations will be received from the floor at the Annual General meeting. The President shall preside over the election, except when the President's position is up for election at which time the Vice-President or another member of the Executive Committee shall preside. Nominations may be received in writing stating they are willing to run for the position. Nominees will be asked by the President of the nominees' consent to stand as a candidate. If there is only one (1) candidate for a position the President shall declare the candidate elected and no vote is required to be held. If there is more than one (1) candidate for the position a vote by ballot shall be held. If a candidate wishes to withdraw they may do so prior to the commencement of the vote. Each voting member shall be issued a ballot. A list of the candidate names will be provided. Members shall cast their vote on the ballot. Ballots shall be placed in a ballot box. At least two (2) scrutineers appointed by the Board shall meet for the purpose of counting the ballots. A ballot improperly marked or marked with more than the maximum number of votes permitted shall be marked spoiled and shall not be counted. The scrutineers shall maintain such records as are necessary to ensure that the ballots have been properly cast and counted. In the event of a tie vote, the scrutineers shall agree to break the tie by means of a draw. (All tied eligible candidate names shall be placed in the box and the scrutineers shall draw (1) name). The President shall announce the elected candidate(s) at the Annual General Meeting. The President will move that the ballots be destroyed after announcement.

**7.2.5.** Six (6) members in good standing shall constitute a quorum at any Annual General meeting. The President cancels the Annual General Meeting if a quorum is not present within fifteen (15) minutes after the set time. If cancelled, the meeting is rescheduled for

one (1) week later at the same time and place. If a quorum is not present within fifteen (15) minutes after setting time of the second meeting, the meeting will proceed with the Members in attendance.

## **8. BOARD MEETINGS**

**8.1.** Meetings of the Board shall be held as often as may be required, but at least one every three months, and shall be called by the President.

**8.2.** Meetings of the Board shall be called by ten days notice by email or mail to each member or by three days notice by phone.

**8.3.** Any four Board members shall constitute a quorum at Board meetings.

**8.4.** A Special Board Meeting may be called on the instructions of any two Board members provided they request the President call such meeting, and state the business to be brought before the meeting. Due notice as per 8.2 above is required.

**8.5.** Any Board member missing two (2) consecutive meetings without notice to the President prior to the meeting may be dismissed with written notification stating the reasons for dismissal. If any Board member has missed three (3) meetings in a year for any reasons may be dismissed with written notification stating the reasons for the dismissal.

**8.6.** Board members, while in office, shall have their membership fee waived.

**8.7.** A meeting may be held without notice if a quorum of the Board is present, provided that any business transacted at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise any such business transactions shall be null and void.

8.7.1 Urgent requests or situations that require a board decision that will not affect the governance or sustainability of the EBDA and the financial value is \$500 or less and the decision needs to be made before the next meeting of the full EBDA Board will be handled as follows Decisions that need to be made before the next Board Meeting:

8.7.1.1 Urgent requests or situations that require a board decision that will not affect the governance or sustainability of the EBDA and the financial.

8.7.1.2 A meeting or via a poll, if appropriate for the matter to be settled.

8.7.1.3 If all members of the will be held of the Executive Committee.

8.7.1.4 This meeting may be in person or phone or via Skype, Go to Meeting or FaceTime or via a poll, if Executive Committee are not available, there need to be a minimum of 3 Executive Committee members who will make a decision.

8.7.1.5 The Executive Committee will make a decision and present their decision for ratification at the next scheduled Board meeting.

## **9. SPECIAL GENERAL MEETINGS**

- 9.1.** Special General Meetings of the Association, except Annual General Meetings, may be called at any time by the President or by the Board or by the written request of at least 3 Directors, to the last known address of each member, delivered by email or mail eight (8) days prior to the date of such meeting. The purpose of the meeting shall be stated in the notice mailed to the membership at large.
- 9.2.** A Special General Meeting shall be called by the President or Secretary upon receipt of a petition signed by six (6) or more members in good standing, setting forth the reasons for calling such meeting, which shall be by email or letter to the last known address of each member, posted in the mail eight (8) days prior to the meeting. The meeting shall be held within fourteen (14) days of the receipt of the petition. The purpose of the meeting shall be stated in the notice mailed or emailed to the membership at large.
- 9.3.** Six (6) members in good standing shall constitute a quorum at any Special General meeting. The President cancels the Special General Meeting if a quorum is not present within fifteen (15) minutes after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within fifteen (15) minutes after setting time of the second meeting, the meeting will proceed with the Members in attendance.

## **10. REMUNERATION**

- 10.1.** Unless authorized at any meeting no officer, director or member of the association shall receive any remuneration for their services.

## **11. BORROWING POWERS**

- 11.1.** For the purpose of carrying out its objectives the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

## **12. BY-LAWS**

- 12.1.** The Bylaws may be rescinded, amended or added to by a "Special Resolution" at any Annual General or Special General Meeting of the Association.

## **13. GENERAL**

- 13.1.** The Association shall not at any time engage in ballroom dance instruction for remuneration. If, in the future, the board deems it necessary to alter or modify this bylaw, the professional ballroom dance studios in the City of Edmonton must be notified, by registered mail, no later than two hundred and seventy (270) days prior to that change taking place.

## **14. ASSOCIATION SEAL**



**14.1.** The Association will not own a corporate seal for use, since there are no uses for it at the time.

**14.2.** In the event that a corporate seal will be necessary in the future, then the Treasurer shall have custody of the seal. The signature of the President and the Treasurer shall authenticate its use.

## **15. SPECIAL RESOLUTION**

Special Resolution means:

**15.1.** A Special Resolution passed at an Annual General Meeting or Special General Meeting of the membership of this Association. The notice of this meeting must state the propose Special Resolution. There must be approval by a majority vote of 75% of the voting Members who vote in person;

**15.2.** A Special Resolution proposed and passed at an Annual General Meeting or Special General Meeting with less than eight (8) days' notice must have 100% of the Voting Members agree; or

**15.3.** A Special Resolution agreed to in writing by 100% of the Voting Members who are eligible to vote on the Special Resolution and are at the Annual General Meeting or Special General Meeting in person.

## **16. DISSOLUTION**

**16.1.** If, in the event the Association is dissolved, any remaining assets after discharge of all liabilities shall be distributed to a registered charitable organization, to be named by the association at that time by Special Resolution and the membership shall so be advised. In no event do any Members receive any assets of the Association.