

Constitution and Bylaws of the South Coast Folk Society

Article 1. Name. The name of this organization is the South Coast Folk Society (SCFS).

Article 2. Purpose. This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Sec. 501(c)(3) of the Internal Revenue of 1954 (or its corresponding future provisions).

This corporation's primary purposes shall include being a nonprofit educational organization which is dedicated to the preservation, study, teaching, enjoyment and continuing evolution of traditional and historical dance, music and song.

Article 3. Membership. All persons interested in dance and music are eligible to become members of SCFS upon payment of dues.

- a. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold office and serve on standing or special committees.
- b. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c. Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.
- d. The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

Article 4. Meetings of the Membership.

- a. The Annual Meeting of the Membership shall be held each year in the month of May for the election of Officers, Board members at large and the transaction of any necessary business.
- b. Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place and purpose of the meeting.
- d. The votes of the members that attend any given meeting of members shall constitute a quorum for that meeting. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.
- e. There shall be no voting by proxy.

- f. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Article 5. Board of Directors. The responsibility for all business matters lies with the Board of Directors, which consists of the Officers and any Board members at large.

- a. The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; to set honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of SCFS.
- b. The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- c. The dance and music leaders or chairpersons of standing or special committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the SCFS.
- d. In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.
- e. A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the SCFS membership or by two-thirds majority vote of the entire Board.
- f. There may be zero to five Board members at large. The actual number will be set by the Board and may be changed by majority vote of the Board.
- g. The term of office for Directors shall be two years. A director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the members at the annual meeting of the members.

Except for the initial adjustments of the shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms s/he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Article 6. Meetings of the Board.

- a. The Board will meet a minimum of twice annually.
- b. The quorum for transaction of business is at least half of the Board of Directors.
- c. The Board will use consensus as their primary decision-making process at Board meetings. After an exhaustive consensus decision-making process, a majority vote of those voting is necessary to transact any business brought before the Board.

Article 7. Officers. The Officers of the SCFS are President, Vice President, Secretary and

Treasurer. Term of office is one year. Duties of Officers are:

- a. President. The President is the executive officer responsible for the operation of the group. He or she presides at meetings, calls regular or special meetings of the Board or membership as needed, appoints the Chairpersons of standing or special committees.
- b. Vice President. The Vice President acts as President in the absence or illness of the President and in the event of the President's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The President may delegate to the Vice President such official or other duties as may be necessary for the conduct of business.
- c. Secretary. The Secretary keeps records and minutes of meetings; maintains an up-to-date list of members; sends notices and flyers; receives and distributes information from other groups and organizations.
- d. Treasurer. The Treasurer is responsible for the collection of dues and charges, for the disbursement of fees to musicians and teachers and for payment of authorized expenditures. The Treasurer advises the Board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The Treasurer also prepares a yearly financial statement of operations.

Article 8. Election of Officers and Board members at large. Officers and Board members at large are elected at the Annual Meeting of the Membership and take office on June 1st.

- a. Two months before the annual meeting, the President appoints a Nominating Committee of three or more members of SCFS, one of whom should be a member of the Board of Directors.
- b. The Nominating Committee reports its slate of nominees for existing vacancies to the membership one month prior to the annual meeting.
- c. Additional nominations may also be made by written petition of five members or from the floor at the annual meeting, provided the consent of the nominees has been obtained.
- d. A majority of those voting is required for election to office. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

Article 9. Fiscal Year. The fiscal year of SCFS is June 1 through May 31.

Article 10. Amendments to the Bylaws. Both the Board of Directors and the members must vote to amend or repeal these Bylaws, or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws, or to adopt new ones, by a 100% consensus decision. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

The members must vote to amend or repeal these Bylaws, or to adopt new ones, by a majority vote of members voting. Prior to the adoption of the amendment, each member shall be given notice at the last address of record, by first class mail at least at least 7 days before the meeting

or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Article 11. Special Notices Regarding Tax Exemption.

- a. No part of the SCFS's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.
- b. In the event of dissolution of the SCFS, the group's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
- c. The SCFS shall not as a substantial part of its activities attempt to influence, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by section 501(h) of the Internal Revenue Code.
- d. It is intended that the SCFS be entitled to exemption from Federal income tax under section 501(c)3 of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.
- e. The organization subscribes to the general purposes of The Country Dance and Song Society, Inc.

Article 12. Corporate Indemnification. This corporation will indemnify its officers and directors to fullest extent allowed by Oregon Law.

Adopted: January 11, 2003

Amended: March 16, 2009