

**CODE OF REGULATIONS
OF
DAYTON BALLROOM DANCE CLUB
A Non-Profit Corporation**

ARTICLE I

Section 1: Name and Location

The Corporation shall be known as "DAYTON BALLROOM DANCE CLUB." The principal office of the Corporation shall be at the location of its regular weekly classes. The Corporation shall maintain a post office box, or other fixed location, for correspondence. The current mailing address is P.O. Box 2821, Dayton, OH 45401-2821. The meetings of the Corporation shall be held within the State of Ohio.

Section 2: A Non-Profit Corporation; A Charitable Organization

This Corporation was incorporated on September 13, 1995, as a nonprofit Corporation under Section 1702.01 et seq., of the Ohio Revised Code. The Corporation's Articles of Incorporation are recorded on Roll 5270 at Frame 1254 of the Records of Incorporation and Miscellaneous Filings, Certificate No. NR526503 (Charter,) Secretary of State, Columbus, Ohio.

The Corporation is established as a charitable organization under Chapter 1716, Charitable Organizations, of the Ohio Revised Code.

ARTICLE II

Section 1: Purpose

- (a) The Corporation is organized to engage in activities which are exclusively for charitable, educational literary, and scientific purposes in order that the Corporation shall be exempt from taxes and qualify as a charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code.
- (b) The Corporation is further organized to foster, promote, encourage, train, instruct, teach, coach, give dancing lessons and educate its members in ballroom dancing.
- (c) To do such other lawful acts or activities to accomplish its charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and the Non-Profit Corporation laws of the State of Ohio.

- (d) The making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) To engage in any lawful acts or activity for which Non-Profit Corporations may be formed under Chapter 1702, Non-Profit Corporation Law, of the Ohio Revised Code.

Section 2: A Non-Profit Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any incorporator, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Code of Regulations, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3: All Powers Clause

The Corporation shall have the power to do any lawful act and thing reasonably necessary or desirable for carrying out the interest of its members in connection therewith.

ARTICLE III

DANCE INSTRUCTORS

The Corporation will provide dance instruction to its members and guests through Independent Contractors who are qualified to teach dancing lessons. The Board of Directors will establish the criteria for instruction and the qualifications, duties, and compensation for each dance instructor. The Independent Contractors will establish the method and means by which the instruction is given. The Board of Directors, or its designee, will also select and engage substitute dance instructors, as needed.

ARTICLE IV

MEMBERSHIP

Section 1: Qualifications and Procedures for Membership

(a) **Membership Generally.** The membership of the Corporation shall be open to applicants eighteen (18) years of age or older, who are interested in ballroom dancing.

(b) **Membership Application.** The Corporation accepts applications for membership throughout the year. Applications for new and renewing membership shall be filed through the Membership Chairperson. The Membership Chairperson shall establish the application for membership to be approved by the Board of Directors.

(c) **Dance Instructors.** Independent Contractors, who provide regular dance instruction to the Corporation, are not eligible for membership. Dance instructors who assist with instruction or who occasionally provide dance instruction as a substitute instructor are eligible for membership.

(d) **Guests.** In an effort to promote and expand the Corporation, the Dayton Ballroom Dance Club invites guests to attend its regular meetings and encourages its members to invite guests. Guests will be charged the cost of weekly lessons without the membership discount. Guests are encouraged to become members of the Corporation if they meet the eligibility requirements for becoming a member.

(e) **Non-Discrimination.** All applications for membership will be considered without regard to race, color, sex, religion, national origin, genetic information, age, disability, veteran status, or any legally protected classification.

(f) **Termination.** Any member may resign at any time by written notice of resignation filed with the Secretary of the Corporation. The Corporation will not refund membership dues if members terminate during the membership year. Failure to pay membership dues upon application or renewal of membership may result in the member's suspension of membership until such dues are paid. Members in a suspended status may be charged the non-member rate for weekly classes and may not vote on any matters brought before the membership. The Board of Directors has the authority to revoke any member's membership, at any time, with or without cause, upon consensus of the Board, with no due process requirements or right to appeal afforded to the revoked member.

Section 2: Membership Requirements and Benefits

(a) **Membership Requirements/Dues.** Membership in the Corporation is conditioned upon completing the membership application and paying the annual membership dues. Membership dues are determined by the Board of Directors and are used to cover the cost of weekly dance lessons and special events.

(b) **Privileges of Membership.** All members may receive pricing discounts on weekly lessons, dances, and special events when membership discounts are provided. Members are also eligible to serve on the Board of Directors or vote on matters brought before the membership for a vote.

Section 3: Membership Meetings, Quorum, Voting

(a) **Membership Meetings.** Unless otherwise specified, any meetings shall take place on a Monday night in conjunction with the usual time for announcements. Notice of membership meetings shall be communicated at least seven (7) days in advance by announcement the Monday night prior to the meeting. Notice of membership meetings may also be communicated by email via the DBDCmembers email distribution list. Members are responsible for keeping their email addresses updated with the Membership Chair.

(i) Annual Membership Meeting. The annual membership meeting shall be held the third (3rd) Monday in September. The election of new Directors shall take place at that time. Unless otherwise designated, the annual meeting will be held following the Monday night group classes at the usual meeting location where weekly classes are held.

(ii) Special Meetings. Should any matter require special attention, a special meeting of the members may be called by the President, by the Board of Directors by action at a meeting, or by petition of 10% of the total membership. Notice of any special meeting will be made at least seven (7) days in advance by announcement the Monday night prior to the meeting and may also be communicated by email via the DBDC members email distribution list.

(b) **Quorum.** A quorum shall consist of twenty percent (20%) of the total membership. The affirmative vote of a majority of the quorum shall be necessary to authorize any action voted upon by the members. If a member abstains from voting, such abstention shall not be counted as part of total votes cast.

(c) **Voting.** All certified members shall be entitled to vote on all matters submitted to the membership for a vote. The Membership Chairperson, at the direction of the Secretary, shall prepare and certify a list of eligible members at least one (1) week before the vote. This membership list will be available for inspection by members the week before the vote, so that corrections can be made as needed. All members on the certified list shall have the privilege of voting on matters submitted to them.

Voting at any membership meeting may be a voice, show of hands, by standing, or by secret balloting. The Election Chair shall establish the method of voting, unless the membership instructs the Election Chair on the method of voting. The method of voting for the election of Directors shall be by affirmation, or in the case of a contested election, by secret ballot.

A simple majority of 51% of the members present and voting at any meeting where votes are cast, will be sufficient to pass any action brought before the membership for a vote. In the event of a tie, the President or the presiding officer may cast an additional vote.

ARTICLE V

Board of Directors

Section 1: Number and Qualifications

(a) **Number.** The Board of Directors shall consist of not less than 7 and no more than 15 voting members. The Board of Directors shall set the number of directors within this range by resolution voted on by a majority of Directors.

(b) **Qualifications.** All Directors shall be current members in good standing at the time of their nomination or appointment and shall remain members for their complete term of office.

Section 2: Term of Office

(a) Each Director shall be elected for a three (3) year term and for not more than three (3) consecutive terms; provided however that the terms and years of service of a board member prior to the effective date of these amendments (*i.e.*, at which time the board was reconstituted) shall not be considered in calculating a board member's maximum terms. After serving three (3) consecutive terms, Directors may not be re-nominated/elected to serve on the Board for a period of one year. A Director who is elected or appointed to fill an unexpired term of another Director or who is otherwise elected to an initial term of less than three (3) years, is eligible thereafter to be elected to an additional three (3) full three-year terms.

(b) The terms of office shall commence on the first Monday following the election.

(c) Terms shall be staggered in order to improve continuity and institutional memory and to ensure that the Board will have a sufficient number of experienced Directors at all times. The staggering of terms will begin with the new directors serving for a term of three years and existing directors serving until their former terms are expired or until their successors are elected and qualified.

Section 3: Composition

All Directors are elected by the Membership and each has an equal voice in the running of the organization. Officer appointments and committee assignments shall be made by the Directors at the first Director's meeting following the annual election.

(a) **Officers.** The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. Such officers shall be members of the Board of Directors. Officers shall serve for a one (1) year term, which may be renewed for up to two (2) additional terms for a total of three (3) consecutive terms in the same position.

- (i) President. The President shall preside at all meetings of the Directors and Membership. The President may sign any contract, agreement, or other instrument which the Board of Directors has authorized to be executed, independently or with any other Officer, Director or agent of the Corporation as authorized by the Board of Directors. The President shall act to the best of his/her ability in furthering the interests of the Corporation, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors.
- (ii) Vice-President. In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In general, the Vice President shall perform all duties customary to the office of Vice President and may perform such other duties as may be assigned by the President or the Board of Directors.
- (iii) Secretary. The Secretary shall keep the minutes of the Board meetings and see that all notices are duly given in accordance with the provisions of these Regulations, or as otherwise required by law and as instructed by the President or by the calling authority. The Secretary shall be the custodian of all Corporate records and membership rosters and shall direct the Membership Chairperson to keep a correct account of all members with full names and addresses and to prepare an annual membership list of all members. In general, the Secretary shall perform all duties customary to the office of Secretary and may perform such other duties as may be assigned by the President or the Board of Directors.
- (iv) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and property of the Corporation. The Treasurer shall keep accurate financial records and render an itemized report of all income and expenses as instructed by the President or by the calling authority. In general, the Treasurer shall perform all duties customary to the office of Treasurer and may perform such other duties as may be assigned by the President or the Board of Directors.

(b) **Executive Committee.** All remaining Directors shall form the Executive Committee of the Board. Members of the Executive Committee shall serve as Trustees and/or Chairpersons of the Standing Committees as they may be created and amended from time to time. The Standing Committees of the Board shall be the Nominating Committee, Membership Committee, Finance Committee, Marketing Committee, and Program Committee. Persons who are not directors may serve on any committee at the pleasure of the Board and may be involved in making recommendations to the Directors on matters decided in committee. Each committee shall establish its own meeting schedule.

- (i) Nominating Committee. The Nominating Committee shall consist of a Chairperson, who is a Director, and at least two members in good standing. The Nominating Committee shall prepare and nominate qualified candidates for open director positions and help identify qualified candidates to fill any board vacancies, as needed. The Nominating Committee may perform such other duties as may be assigned by the President or the Board of Directors.
- (ii) Membership Committee. The Membership Committee shall be headed by a Chairperson, who is a Director, and one or more individuals who may be Directors or members. The Membership Committee is responsible for membership renewals and maintaining a roster of members in good standing. The Membership Committee shall also be involved in discussions and make recommendations regarding membership recruitment and retention strategies and may perform such other duties as may be assigned by the President or the Board of Directors.
- (iii) Finance Committee. The Finance Committee shall consist of the Treasurer and at least two (2) other individuals who may be Directors or members. The Finance Committee shall have responsibility for and oversight over all financial and budgetary affairs of the Corporation under the direction of the Treasurer and shall periodically review the annual audit and all books and records maintained by the Treasurer to assist the Treasurer and to ascertain that the same is proper. The Finance Committee shall be involved in discussions and make recommendations involving the expenditures of the corporation. The Finance Committee may perform such other duties as may be assigned by the President or the Board of Directors.
- (iv) Marketing Committee. The Marketing Committee shall be headed by a Chairperson, who is a Director, and one or more individuals who may be Directors or members. The Marketing Committee shall have responsibility for the development, marketing and communications for the Corporation and may perform such other duties as may be assigned by the President or the Board of Directors.

- (v) Program Committee. The Program committee shall be headed by a Chairperson, who is a Director, and one or more individuals who may be Directors or members. The Program Committee shall have responsibility for recommending program and service priorities and ensuring the Corporation is attaining and maintaining quality standards. The Program Committee may perform such other duties as may be assigned by the President or the Board of Directors.

(c) **Emeritus Status**. The Board of Directors may, at its discretion, appoint individuals to Emeritus status to recognize long and outstanding service to the Corporation's leadership. The honor of Board Member Emeritus may be bestowed on a long-standing Board Member who has served the Corporation with distinction and excellence. Board Members Emeritus provide a valuable service to the Directors.

A Board Member Emeritus shall be entitled to receive notice of all meetings, copies of information provided to the board, and an active voice in board discussions. In addition, a Board Member Emeritus may serve on committees and vote on matters decided in committee. A Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present, entitled to hold office, or entitled to vote on board actions. A Board Member Emeritus' term will be continuous, upon agreement between that member and the Board of Directors.

(d) **Vacancies**. If the Board of Directors should consist of fewer than the number of members stated in the current resolution by reason of resignation or removal, the remaining members may fill any vacancy in the Board of Directors by the affirmative vote of a majority of their number.

(e) **Resignation and Removal from Office**. Any resignation or removal from office shall result in a vacancy on the Board.

- (i) Resignation. A Director of the Corporation may resign at any time, either by oral tender of resignation to the Board of Directors or by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The right of a Director to vote or exercise any powers of the Board of Directors shall cease upon the termination of his/her membership on the Board of Directors.
- (ii) Removal. Any Director who is absent from three (3) or more regularly scheduled meetings per year without excuse satisfactory to the Board shall be deemed to have surrendered his/her office of Director.
- (iii) A director may also be removed, with or without cause, by a two-thirds (2/3) vote of the remaining Directors present and voting at any Board meeting.

Section 4: Authority

Except where the Code of Regulations requires that action be otherwise authorized or taken, the management and governance of the Corporation shall be exercised by the Board of Directors. Such authority of the Directors shall include, but is not limited to, power to administer the affairs of the Corporation, appropriate funds without prior approval of the members, enter into contracts, and incur debts. All acts and expenditures of significance shall be reported to the membership at a regular membership meeting. The non-reporting of such action to the membership shall not affect the validity of the action taken by the Directors.

Section 5: Duties of Directors

The Board of Directors shall oversee and manage the programing and fiscal affairs of the corporation, including but not limited to the following responsibilities which it may carry out directly or through delegation:

- hold regular meetings, at least quarterly;
- formulate and review the corporation's mission, goals and objectives;
- establish policies and procedures and maintain standards of operation;
- undertake a regular evaluation of programs and services;
- negotiate and execute all contracts and agreements;
- secure and maintain physical facilities;
- determine the prerequisites, compensation and conditions for contracting with dance instructors;
- review financial records and examine and audit, at least annually, the books maintained by the Treasurer and ascertain that the same is proper;
- may establish a bond for the Directors, as determined in its sole discretion.

Section 6: Meetings of the Board of Directors

(a) **Meetings.** Meetings of the Directors may be called by the President or requested by any member of the Board of Directors. The location of the meeting will be determined at the time the meeting is set and notice of the meeting will be communicated in person, by telephone, text, or email by any member of the Board.

(b) **Quorum.** A quorum shall be a majority of all active Directors. When a quorum exists, a simple majority vote of all Directors present at a meeting will be effective to authorize any action taken by the Board of Directors.

(c) **Voting.** Each Director, including the President, shall be entitled to one vote on each matter properly submitted to the Directors for their vote, consent, waiver, release, ratification, rescission or other action. In the event of a tie vote, the President may cast an additional vote.

Voting at a Directors' meeting may be by voice, show of hands, or by secret balloting as determined by the Directors. Any action that may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting by a majority vote of the entire Board evidenced in writing or by email. Such written consent shall be made a part of the minutes of the meeting.

(d) **Waiver of Notice.** Notice of a Director's meeting may be waived by any Director in writing (including by text or electronic mail) either before or after such meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting. All waivers shall be maintained by the Secretary and made part of the minutes of the meeting.

Section 7: Compensation

Directors may be compensated in the form of free or reduced admission to Monday night lessons when authorized by a formal action of the Board of Directors and when such action is deemed to be in the best interest of the Corporation.

Any Director may be reimbursed for reasonable out of pocket expenses incurred in the performance of the Director's duties, and as authorized and established by the Board of Directors.

Section 8: Conflicts of Interest

Members of the Board who have a direct or indirect financial, fiduciary or other interest in any specific transaction or issue before the Board shall make such conflict known to the other Directors. If the conflict cannot be resolved, or is not waived, the Director shall abstain from Board deliberation and any related voting on that issue.

ARTICLE VI

NOMINATIONS & ELECTIONS

Section 1: Nominations

(a) **Nomination Committee.** The Nomination Committee shall consist of the Chairperson of the standing committee and at least two (2) members who are not directors or candidates for office. The Nominating Committee shall submit names of individuals for open positions on the Board of Directors prior to the annual meeting, or upon request in the event of a vacancy.

(b) **Nominations for Director Positions.** Nominations for open positions on the Board of Directors shall be made by the Nominating Committee or by any member at the annual meeting where nominations are made.

(c) The Board of Directors may meet with interested candidates for Directorship to discuss the expectations, interests, and qualifications for leadership positions in the Corporation.

(d) **Nomination Process.** No member shall be nominated from the floor unless (1) present at the meeting when nominations are held and signify willingness to accept such nomination; or (2) if not present at the nominating meeting, submit a written acceptance to be placed in nomination for office. A candidate may withdraw in writing at any time.

Section 2: Elections

(a) **Election Committee.** The Board of Directors shall appoint an Election Committee consisting of three (3) members, and two (2) alternates, who are not Directors or nominees to preside over the annual election of Directors and to count the votes. The Election Committee shall be appointed at least two (2) Mondays before the annual election.

In the event of a contested election, the Election Committee shall prepare the ballots, review the membership list certified by the Membership Chair, count the votes and announce the results of the election. Ballots shall include the name of each candidate for Director, in alphabetical order, and the number of candidates each member may elect based on the number of Director positions available.

(b) **Elections.** The election of Directors shall be conducted on the third (3rd) Monday of September. There shall be no nominations on the day of election, no voting by proxy, no voting by mail, and no write-in candidates. A process for absentee voting may be approved by the election committee for members who will be absent on election day for compelling reasons, such as pre-scheduled vacation or surgery. Requests for absentee voting must be made at least two weeks prior to the election and approval of the request is at the sole discretion of the election committee.

(c) **Majority Vote.** The candidates with the greatest number of marked valid ballots shall be declared elected. In the event of a tie, a run-off election shall be held immediately. If a member, including the candidate, is not present at the time of the run-off election the run-off election shall proceed without prejudice to the rights of such member, including the candidate who is not present for such run-off election and without prejudice to the run-off candidates. Such run-off election shall be valid and final.

(d) **Uncontested Candidates.** In the event candidates for Director are unopposed, the slate of Directors will be presented to the membership for group approval and the Secretary will be instructed to enter the approved slate of Directors in the minutes.

(e) **Certification of Election.** Each member of the Election Committee shall sign a statement verifying the results of the election, which certificate shall be given to the Secretary to be entered upon the minutes of the meeting.

(f) **Assume Office.** The newly elected Officers and Trustees shall assume their duties on the first Monday following their election.

(g) **Disposition of Ballots.** Ballots will only be used in the event of a contested election and shall be destroyed after the adjournment of the meeting.

(h) **Election Committee's Authority to Resolve Disputes.** All matters pertaining to the election shall be the responsibility of the Election Committee and its decision on all such matters are final unless otherwise overruled by the membership at such meeting.

ARTICLE VII

FINANCING AND PROPERTY

Section 1: Fiscal Year

The fiscal year shall be a calendar year from January 1 through December 31.

Section 2: Approved Signatures

All checks for the payment of money shall be signed by the President or Vice President and the Treasurer.

Section 3: Contribution, Gifts and Bequests

Contributions, gifts, and bequests may be accepted or rejected by the Corporation in accordance with its policies. Unless otherwise designated by the donor or prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board of Directors.

ARTICLE VIII

Disclosure of Charitable Contributions

The Corporation will comply with the substantiation and disclosure requirements relating to charitable contribution to the Corporation, as promulgated by the Internal Revenue Service, including any changes thereto.

It is the policy of the Corporation, for every fund-raising event, to publicize in advance of the event, the fair market value of the benefit received in such a way that the Corporate donor can clearly determine how much is deductible for federal income tax and how much is not.

ARTICLE IX

Indemnification of Officers and Directors

Any person who is made or threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a trustee, officer, committee member, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the maximum extent authorized by Ohio law.

ARTICLE X

Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Amending Code of Regulations

These articles may be amended by a majority vote of the membership who are present at the meeting in which the vote takes place. Notice of the proposed changes to these articles will be provided to the members at least 14 days in advance.