

USA^{WEST} POLICY BOARD ASSOCIATION
OF THE
USA^{WEST} SQUARE DANCE CONVENTION[®]

BYLAWS

ARTICLE I. NAME

The name of this organization is **USA^{WEST} POLICY BOARD ASSOCIATION** and hereinafter referred to as the **USA^{WEST} POLICY BOARD**, Board, or WPB.

ARTICLE II. OBJECT

The primary objective of **USA^{WEST} POLICY BOARD** shall be to further the good fellowship of square dancing and to provide communication, knowledge of, and education for the operations of all phases of square dancing in order to promote, protect, and perpetuate the future of the activity through mutual understanding and cooperation throughout the world. This objective is to be accomplished by guiding, assisting and making recommendations for the planning, preparation and production of the **USA^{WEST} SQUARE DANCE CONVENTION[®]** to the benefit of the square dance activity, with emphasis on the primary objective of education.

ARTICLE III. DEFINITIONS

The following definitions shall apply throughout these Bylaws:

SQUARE DANCES Square dances are American folk dances that are called, cued, or prompted to the dancers and includes, but is not limited to, squares, rounds, clogging, contra, country western, line and heritage dances.

SQUARE DANCE COUPLE A square dance couple shall be a square dancer and a dancing partner from any of the American folk dance groups.

HIS or HE His or he means the square dance couple as defined above. It is understood that square dancing typically is done by two people. Therefore, the tasks undertaken by square dancers are typically accomplished by a couple.

USA^{WEST} POLICY BOARD. A WPB member is a **USA^{WEST} State** or major Regional Square Dance Organization and is represented by square dance couples designated by that State Organization or major Regional Square Dance Organizations within that State, as accepted by the WPB.

ARTICLE IV. MEMBERS

Section 1A. Qualifications of Representatives.

A representative to the **USA^{WEST} POLICY BOARD** from a member **USA^{WEST} State** is a square dance couple designated by an organized State or Regional Square Dance Organization, formed to regularly promote square dancing. A member **USA^{WEST} State** or major Regional Square Dance Organization is entitled to representation by two (2) square dance couples.

Section 1B. If a Member Organization declines to nominate or recommend a square dance couple to represent their state, a square dance couple in paid

status with a Member Organization or Square Dance Club that promotes square dancing, may independently volunteer to represent their state on the **USA^{WEST} POLICY BOARD** until such time as a Member Organization elects to nominate or recommend a square dance couple.

Section 2. Application for Membership.

Application may be made at any time to any current member **USA^{WEST} State** or officer of the WPB. The applicant State or major Regional Square Dance Organization shall identify its representative square dance couples to the WPB.

Section 3. Approval. It shall take a sixty percent (60%) vote of the WPB representatives at the annual meeting to accept a new member **USA^{WEST} State** or major Regional Square Dance Organization.

Section 4. Privileges of **USA^{WEST} Members.**

Section 4A. Member **USA^{WEST} States** or the hosting Organization must contract for the use of the name "**USA^{WEST} SQUARE DANCE CONVENTION[®]**" for the privilege of sponsoring the Convention.

Section 4B. The fees for the WPB efforts, as described above, shall be payable to the WPB in a lump sum payment of \$1,000 due at the time of **USA^{WEST} SQUARE DANCE CONVENTION[®]** Contract signing. In addition, a fee of five percent (5%) of the Convention registration fee shall be paid to the WPB within ninety (90) days of the conclusion of the **USA^{WEST} SQUARE DANCE CONVENTION[®]**.

Section 4B(1). Payment of the \$1,000 may be deferred until the conclusion of the Pre-Convention Dance, as agreed by all parties.

Section 5A. Representation. Representatives to this Board will be elected until such time as the member **USA^{WEST} State** selects a Chairman for managing a Convention. That Chairman will be seated on the WPB at the completion of his Convention. Member **USA^{WEST} States** that do not have facilities to host a Convention will elect or otherwise delegate knowledgeable square dance couples to represent them on the Board.

Section 5B. Attendance. **USA^{WEST} POLICY BOARD** representatives who fail to attend three (3) *unexcused* consecutive meetings (i.e. two (2) annual meetings and one (1) regular or pre-convention meeting) shall be terminated from membership on the WPB.

Section 5C. Replacement. **USA^{WEST} POLICY BOARD** representative replacements shall be selected in accordance with the Bylaws.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the ^{USA}WEST *POLICY BOARD* shall be President, Vice President, Secretary, Treasurer, and immediate Past President, each of whom shall serve for one year or until a successor is elected and assumes office.

Section 2. Qualifications. All officers must be in good standing with an active ^{USA}WEST State Organization or active dancers if from a State without Organizations.

Section 3. Commencement of Term. The term of each officer shall commence at the end of the annual WPB meeting following his election.

Section 4. Vacancies. In the event of a vacancy in the office of President, the Vice President shall serve for the remainder of the term. If there is a vacancy in any other office, or if the Vice President is unable to assume the office of President, the Executive Board shall designate a representative square dance couple of the Board to serve for the unexpired term.

Section 6. Election. The election shall be held at the annual meeting of the Board. If there is only one nominee for an office, voting may be by acclamation. If there are two or more nominees for an office, voting shall be by secret ballot. If none of the nominees receives a majority vote (51%), there shall be a run-off election between the two candidates receiving the highest number of votes in the original balloting.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. General. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the ^{USA}WEST *POLICY BOARD*.

Section 2. President. The President shall preside at all meetings of the Board, shall serve as a member ex-officio of all Board committees except the nominating committee, shall make all appointments provided for in these Bylaws, and shall perform such other duties as are usual and customary to the office of President.

Section 3. Vice President. The Vice President shall preside in the absence of or at the request of the President and shall perform such other duties as are assigned by the President.

Section 4. Secretary. The Secretary shall keep accurate minutes in a permanent record book of all meetings of the Board.

Section 5. Treasurer. The Treasurer shall keep an up-to-date and complete record of all financial transactions of the Board. The Treasurer's books of account shall be turned over to the Audit committee within thirty (30) days following the close of the fiscal year. Both the President and the Treasurer shall be bonded and shall be authorized to sign checks. The President shall issue checks only in the event of the incapacity of the Treasurer.

ARTICLE VII. MEETINGS

Section 1. Annual Meeting. The annual meeting

of the WPB shall be held during the ^{USA}WEST *SQUARE DANCE CONVENTION*[®] in those years in which there is a Convention. In those years that do not have a Convention the annual meeting will be held at a time and place as determined by the WPB.

Section 2. Special Meetings. A special meeting may be called at the discretion of the President. A special meeting shall be called by the President upon receiving a written petition signed by twenty-five percent of the Board representatives.

Section 3. Voting. *In square dancing we normally speak of couples, however, each individual on this WPB is entitled to a vote.* Voting by proxy shall not be allowed.

Section 4. Quorum. Twenty-five percent of the representatives shall be present at a meeting in order to constitute a quorum.

ARTICLE VIII. EXECUTIVE BOARD

Section 1. Members of the Executive Board. The officers shall constitute the Executive Board. Each person shall have one vote.

Section 2. Authority. The Executive Board shall provide leadership in the affairs of the WPB, make recommendations to the Board, and shall perform such other duties as are specified in these Bylaws. The Executive Board shall be subject to the orders of the WPB, and none of its acts shall conflict with action taken by the WPB. In the event of emergencies arising between regular Board meetings, the Executive Board shall have the power to act for the WPB.

Section 3. Meetings. The Executive Board shall meet prior to each WPB meeting.

Section 4. Budget. The Executive Board shall review the operating budget for the Board's fiscal year prepared by the Finance Committee and shall make such changes, as it deems necessary. The budget as approved by the Executive Board shall be presented to the WPB for its approval at the annual meeting. Financial expenditures that have not been budgeted or that exceed the amounts budgeted shall not be made by the Executive Board or by any officer, committee, or committee member without the approval of the WPB.

ARTICLE IX. COMMITTEES

Section 1. Committees. The President shall establish such committees as are needed from time to time to accomplish the objectives of the Board; further, the President shall appoint all committee chairmen.

Section 2. The Finance Committee shall consist of the newly elected President, the newly elected Treasurer, and the immediate Past Treasurer *or a Board Member appointed by the President.*

Section 3. Audit Committee Shall be three members of the WPB appointed by the newly elected President *to review the financial records.*

Section 4. Term. The terms of all committee chairmen and members shall expire at the close of

the annual meeting unless sooner discharged.

Section 5. Qualifications. All committee chairmen shall be representative couples of the WPB.

Section 6. Expenditures. Any expenditure proposed by a committee in excess of the committee's budget shall be approved by the Executive Board and authorized in advance by the WPB. No committee chairman or representative couple shall have the power to sign a contract on behalf of the WPB.

Section 7. Duties of Committees.

Section 7A. Finance Committee. The Finance Committee shall:

(1) Fix the amounts of the bonds to be required for the President and Treasurer, shall determine whether any committee chairmen or other officers should be required to be bonded and the amounts of such bonds, if any, and shall submit its recommendations to the Executive Board.

(2) Prepare a budget for the fiscal year and present the budget to the WPB for its consideration and approval.

Section 7B. Audit Committee. The Audit Committee shall review the financial records of the Board after the close of the fiscal year and within six (6) weeks forward the books of account to the new Treasurer.

Section 7C. Nominating Committee. The President shall appoint a chairman of the nominating committee. The committee shall submit its report at the annual meeting of the Board.

Section 7D Historian Committee. It will be the duty of this committee to gather and maintain the history of the WPB and the ^{USA}WEST SQUARE DANCE CONVENTIONS

Section 7E. Other Committees. All other committees shall have such duties as are assigned to them from time to time by the President.

ARTICLE X. FISCAL YEAR

The fiscal year of the Board shall be from September 1 to August 31.

ARTICLE XI. AMENDMENT OF BYLAWS

Section 1. Required Notice. Written notice of a proposed amendment to the Bylaws shall be delivered not fewer than twenty days before the next scheduled Board meeting at which the vote will be taken.

Section 2. Required Vote. The affirmative vote of two-thirds of the representatives voting shall be required to adopt the proposed amendment.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERTS RULES OF ORDER NEWLY REVISED shall

govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, *the Colorado State Laws* and any special rules of order the Board may adopt.

ARTICLE XIII. INDEMNIFICATION

Section 1. Provisions of Indemnification. The ^{USA}WEST POLICY BOARD of the ^{USA}WEST SQUARE DANCE CONVENTION® (hereinafter called "Corporation") shall provide indemnification to each representative of the Executive Board and to each representative of committees appointed by the President and the Executive Board, or otherwise designated by the ^{USA}WEST POLICY BOARD, and to each officer, employee, or agent of the Corporation (herein "Indemnified Person" or "Indemnified Persons"), in accordance with the applicable provisions of the COLORADO NONPROFIT CORPORATION ACT and to the COLORADO CORPORATION CODE (herein the COLORADO CORPORATION STATUTES) that require or permit indemnification of such persons, subject to the limitations set forth therein. The Executive Board may authorize the indemnification of employees or agents of the Corporation who are not otherwise indemnified persons (who shall thereupon become "Indemnified Persons"), to the extent permitted by the Colorado Corporate Statutes.

Section 2. Limitation on Personal Liability. No member of the Executive Board or of any duly appointed committee shall be held liable for actions taken or omissions made in the performance of his duties as a member of the Executive Board or committee except for wanton or willful acts or omissions. No Indemnified Person shall be personally liable for any indebtedness or liability of the Corporation.

Section 3. Common Law Protection. The protection afforded in this Article XIII shall not restrict other common law protection and rights that an Indemnified Person may have.

Section 4. Intent of Provision. This Article is intended to and shall provide the fullest indemnification to Indemnified Persons of the Corporation permitted by applicable law, as it may be amended from time to time.

Section 5. Severability. If any section of this Article should be invalid or ineffective in any respect, the validity and effect of this Article or of any other Articles in these Bylaws in any other respect shall not be affected.

ARTICLE XIV. NONPROFIT STATUS

Section 1A. Nonprofit Organization. The ^{USA}WEST POLICY BOARD is a nonprofit organization. No part of its net earnings shall inure to the benefit of any private shareholder,

representative couple, or other individual.

Section 1B. No substantial part of the activities of the ^{USA}WEST *POLICY BOARD* shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the WPB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, not withstanding any other provisions of this document, the WPB shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 2. Dissolution. In the event of dissolution, the assets of the Corporation, after payment of any legally incurred liabilities, shall be distributed to an Internal Revenue Code Section 501(c)(3) organization(s).