

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 are 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. However, a square dance organization could choose to appoint two square dance individuals who are not dancing partners.

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 or two square dance individuals 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 or four (4) square dance individuals or one (1) square dance couple and two (2) square dance individuals.

Section 1B. If a Member Organization declines to nominate or recommend any square dancer to represent their state, a square dance couple or square dance individual 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 representative.

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 dancers 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 dancers 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) may be terminated from membership on the WPB. A representative may be excused from a meeting by contacting the President or Secretary of the ^{USA}WEST POLICY BOARD prior to the scheduled meeting.

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

Section 6. Member Emeritus. A member may elect, with the consent of the ^{USA}WEST POLICY BOARD to accept the status of *Member Emeritus* with the right to attend all functions of the WPB, have special seating with the Board, and be included in the introductions. When requested, they may receive from the President, copies of information that the President deems appropriate. They receive no reimbursement from the WPB and have no voice or vote. When appearing with the Board, they should wear their ^{USA}WEST POLICY BOARD badge with the *Member Emeritus* bar to establish their identity and association with the Board. A letter requesting the Emeritus status may be submitted by the member or another member of the Board for approval by the WPB.

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 unless the election occurs prior to August 1st. In that case, the term of each officer shall commence on August 1st of the year of their 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 or individual square dance member 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.

Section 7. Couples vs. Individuals. Those members of the WPB who are dance couples, they shall be elected as an officer of the WPB or serve as an officer of the WPB as a couple. However, in those instances where a state representative serves on the board without his/her dance partner, he/she shall be nominated and elected as an individual and serve individually as an officer. Note that ARTICLE VII, Section 3 gives each individual a vote whether serving on the WPB with a dance partner or an individual. Therefore, having individuals or couples serving as officers does not dilute any representative's vote.

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. These minutes shall be available for public inspection insofar as required by rules governing 501(c)3 Charitable Organizations. The Secretary shall ensure that the ^{USA}WEST POLICY BOARD has an agent registered with the State of Colorado and that said agent files appropriate non-profit corporate reports with the state.

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 to complete the annual audit noted in Article IX, Section 3. Both the President and the Treasurer shall be authorized to sign checks. The President shall issue checks only in the event of the incapacity of the Treasurer. At the discretion of the Board, the President and Treasurer shall be bonded in an amount to be determined by the Board. The bond, if required, shall be paid for by the Board.

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.

Section 5. Electronic Participation. Any one or more members of the ^{USA}WEST POLICY BOARD, the Executive Board, or any of the committees established by the Board, may participate in a meeting of that Board or committee by means of telephone, on-line conference, or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time; participation by such means constitutes presence in person at the meeting. The fees for providing the means for electronic participation, other than charges related to a representative's telephone or computer service shall be paid by the WPB.

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. DELETED.

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, except for lawful obligations presented to the Board which require payment prior to the next scheduled meeting of the Board, shall not be made by the Executive Board or by any officer, committee, or committee member without the approval of the WPB. However, the Executive Board, on its own authority, may spend an amount not to exceed one-hundred US dollars (\$100) in the event of exigent

circumstances between meetings of the Board. Note that nothing in this Section requires that a budget be prepared. If there is no budget, all expenses with the two exceptions noted above, require approval of the WPB before they are incurred.

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 chairs.

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. The Finance Committee shall assist in the preparation of a budget for the WPB if one is necessary and advise the Executive Board on the need for bonding the President, Treasurer, and any other committee chairs that the Board wishes bonded.

Section 3. Audit Committee. Shall be three members of the WPB appointed by the newly elected President to review the financial records. The Audit Committee shall complete their review in conjunction with the annual meeting of the WPB unless the annual meeting is held prior to August 1st. In that case, the Audit Committee shall complete their review during the month of August at a time and in a manner convenient to the Treasurer and the Audit Committee.

Section 4. Historian Committee. Shall consist of the WPB Historian and other members as necessary to gather and maintain the history of the WPB and the ^{USA}WEST SQUARE DANCE CONVENTIONS.

Section 5. Nominating Committee shall consist of one or more members of the Board. The Nominating Committee shall seek out representative couples who wish to serve as officers of the WPB and present their report at the annual meeting.

Section 6. Other Committees. All other committees shall have such duties as are assigned to them from time to time by the President.

Section 7. Term. The terms of all committee chairs, except for the Historian Committee, shall expire concurrent with the term of office of the elected officers unless sooner discharged.

Section 8. Qualifications. All committee chairs, except the Chair of the Historian Committee, shall be representative individuals or couples of the WPB. If an individual is nominated for the position of Chair of the Historian Committee and they are not a representative individual or couple of the WPB, they shall be appointed to the WPB for the duration of their term as Chair of the Historian Committee. Also, if the Historian chooses not to continue to serve as a state representative, they shall be

appointed to the WPB as Chair of the Historian Committee for the duration of their term.

Section 9. 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.

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, notwithstanding 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).