

# BYLAWS OF THE AMERICAN BOP ASSOCIATION

(AS AMENDED MARCH, 2016)

## Article I

### Organization

**Section 1.** The name of the organization shall be AMERICAN BOP ASSOCIATION, INC. It may also be referred to as Association or ABA.

**Section 2.** The Association shall be incorporated in the State of Tennessee as a non-profit or not-for-profit corporation and shall maintain a registered agent in the State of Tennessee.

**Section 3.** The fiscal year of the Association shall be December 1 through November 30.

## Article II

### Purpose

**Section 1.** The American Bop Association, Inc. is a non-profit Association of groups known as Bop, Swing, Shag and Jitterbug dance clubs established to provide communications among member clubs, to serve as a coordinating body for member club activities, and to sponsor activities of mutual interest to member clubs.

**Section 2.** The goal of the Association is to promote and preserve bop, swing, shag and jitterbug dance styles and the heritage of those styles of those styles of music that center on the beat and rhythm that best suits the styles of dance known as bop, swing, shag and jitterbug: and to inform member clubs of dancing activities of wide interest. The Association will also assist groups that desire to establish new dance clubs.

## Article III

### Qualifications for Membership

**Section 1.** The Association shall have two classes of Membership, Regular and Associate. Regular membership in the Association is open to any non-profit or not-for-profit bop, swing, shag or jitterbug club adhering to Article II of the Association's Bylaws which has duly elected officers and/or governing body, a written charter and bylaws, and regular meetings. Clubs seeking Regular membership in the Association shall submit a written application to the Membership Committee together with a copy of their bylaws and corporate charter. An initiation fee and the first year of annual dues must be submitted with the application.

**Section 2.** Associate membership in the Association shall be open to any group, organization, business, or individual that adheres to Article II of the Association's Bylaws. Those seeking Associate membership in the Association shall provide a written application requesting membership which shall contain a detailed background of the prospective member as to their experience, involvement, and interest in bop, swing, shag, and jitterbug styles of dance. Associate members will pay one-half the Regular membership initiation fee and one-half the Regular member annual fee. Fees must be submitted with the application.

Associate members are entitled to the following benefits:

- a. Attendance at all American Bop Association Director's Meetings
- b. Receipt of up to date rosters showing all Regular and Associate Members
- c. Receipt of all regular correspondence from the ABA, including minutes of meetings

Associate members are not entitled to:

- a. Any voting rights.
- b. Hold any office.
- c. Any participation in pre-registration fees from ABA sponsored events.
- d. Receive any correspondence from the ABA by certified mail.

**Section 3.** The Membership Committee, which shall consist of at least three members, including the chairperson, shall review all applications for Regular membership and shall make recommendations as to the acceptance or rejection either directly to the Board of Directors or to the President for his/her presentation to the Board of Directors. Committee recommendations to the Board of Directors may be made by the Committee or by the President, either in person, by mail, or by the phone. A vote of the Board of Directors for membership may be conducted in person, or by phone and a positive vote of at least two-thirds of all Directors shall be required in order to approve an applicant for membership. If an application is rejected, that club's application fees and dues shall be promptly returned.

**Section 3.1.** Each Associate member application shall be reviewed by the Membership Committee and if approved by them, the application shall be forwarded to the President for final approval and, upon such approval, the President shall forward the name of the new Associate member to the Secretary.

**Section 4.** A Regular or Associate member may have its membership revoked by a majority vote of the entire Board of Directors for any just or proper reason as determined by and voted on by the Board of Directors.

**Section 5.** The Board of Directors shall establish initiation fees and annual dues for members. Dues notices for the coming year shall be sent to the members by October 15 of each year. Any Regular or Associate member whose dues are

delinquent as of November 30 or the date of the Annual Meeting, whichever comes first, shall not be allowed to vote on any matter until their dues are paid and if such dues are not paid by January 31, then their membership shall be automatically revoked.

**Section 6.** Any member having its membership revoked may reapply for membership after ninety (90) days following revocation.

## **Article IV**

### **Officers**

**Section 1.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The officers shall be duly elected from the Board of Directors. These officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the Association.

**Section 2.** The officers' terms of office shall be two (2) years and shall be staggered so that the President and the Treasurer will be elected one year and the Vice President and Secretary will be elected the following year.

**Section 3. President.** The President shall be the principal executive officer of the Association in charge of the business and affairs of the Association. He/she shall be subject to the advice and consent of the Board of Directors. He/she shall be in charge of setting an agenda for the annual meeting of the Association and mailing it to the Board of Directors at least two weeks prior to the meeting. The President shall appoint all committee chairpersons not elected by the Directors and shall be an ex-officio member of all committees. He/she shall preside over all meetings of the Board of Directors and all correspondence on American Bop Association stationery shall be under his/her supervision. The President shall prepare an annual budget and submit it to the Board of Directors for approval at the annual business meeting and shall be responsible for its proper execution. The President shall have voting rights only in case of a tie vote. The President can authorize expenditures up to Five Hundred Dollars (\$500.00) without prior Board approval without prior Board approval, but with the approval a majority of the present officers of the Association; however, the President is accountable for these expenditures.

**Section 4. Vice President.** The Vice President shall assist the President in the discharge of his/her duties as the President may direct, and shall perform such other duties as may be assigned by the President of the Board of Directors. In the absence of the President, or in the event of his/her inability or refusal to act, then 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 restrictions upon the office of the President. The Vice President shall also be the Chairperson of the Membership Committee.

**Section 5. Secretary.** The Secretary shall maintain the permanent records of the minutes of meetings of the Board of Directors and shall see that all notices are duly given in accordance with the Bylaws, or as required by law. The Secretary shall provide copies of minutes to all Regular and Associate members. He/she shall be custodian of the corporate seal (if a corporate seal is a requirement) and all corporate records. The Secretary shall maintain a register of addresses, telephone numbers, and names of Directors and Alternate Directors of each member club; keep a current list of all property belonging to the Association and its current location; file any reports required of the Association by federal, state, or local governments; perform all duties incidental to the office of Secretary and other such duties as may be assigned by the President or the Board of Directors.

**Section 6. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Association. He/she shall be responsible for the maintenance of adequate books of account, have charge, custody and responsibility for all funds, securities and monies of the Association, and be responsible for the receipt and disbursement of funds. He/she will perform all duties incidental to the office of Treasurer and other duties as, from time to time, may be assigned to him/her by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall post bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. All checks shall require two (2) signatures, the Treasurer and another officer of the Board of Directors. No funds shall be expended without prior approval of the Board of Directors except for the administrative costs required for the monthly operation of the Association. The Treasurer shall file with the Board and have available quarterly financial reports. Subject to a vote by the Board of Directors, the Treasurer shall have the option of maintaining the Association bank account in his/her city of residence. Upon leaving the office, the Treasurer shall submit a final itemized financial report to the Board of Directors.

**Section 7.** In the event an officer of the Association is replaced as the designated Director from his/her club prior to the expiration of the officer's term of office, the officer shall be permitted to complete his/her term provided he/she continues to be a member of an ABA Regular member club. However, this officer shall not have a vote among the Board of Directors and shall not be eligible for re-election unless he/she/has again been named designated Director of another ABA club. This ineligibility for re-election shall not apply to the position of President. The person holding the office of President may run for re-election even though he/she is no longer a club Director, provided he/she is still a member in good standing of an ABA Regular member club.

**Section 8.** The Board of Directors may remove an officer from office for malfeasance, nonfeasance, or actions detrimental to the Association. Such action shall require a vote for removal of at least two-thirds of the entire Board of Directors.

**Section 9.** In the event of the death of an officer or of the officer's resignation or removal, the President may appoint a Director to serve in this vacated office until the next annual business meeting. In the event that this next annual business meeting falls between the resigned or removed officer's two-year term, the Directors shall elect a member to fill the officer's unexpired term.

## **Article V**

### **Meetings**

**Section 1.** A business meeting of the Board of Directors shall be held at least annually. Additional meetings, as needed, may be called by the President. In addition, a majority of all Directors may call a special meeting in the event they believe such a meeting is necessary and the President is unwilling to call the meeting.

**Section 2.** A quorum shall be required to conduct any official of the Association. A quorum shall consist of a majority of the Directors plus one, including proxies, for any regular or called special meeting to conduct routine business.

**Section 2.1.** A majority of two-thirds of the directors, including proxies, shall be required to approve applications for Regular membership, approve extraordinary expenses over \$2,000.00, to revoke a Regular membership and to amend these Bylaws.

**Section 3.** Directors shall be notified by the President or the Secretary of the time and purpose in advance of any regular or called meeting. Notifications may be by letter, by ABA newsletter, or by phone.

**Section 4.** Upon the President's determination that an emergency situation warrants quick action, votes shall be conducted by mail and/or telephone and the President shall attempt to contact each and every Director in such situations. Any emergency action requires a two-thirds majority vote of all Directors.

**Section 5.** The rules contained in Roberts Rules of Order, latest version, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## Article VI

### Executive Board

**Section 1.** The Association shall be governed by a Board of Directors composed of one (1) representative elected or appointed by the governing body of each Regular member club of the Association. Associate members of the Association shall not be entitled to a position on the Board of Directors. Each representative (Director) shall have the apparent, assumed, and complete authority to vote on behalf of his/her respective club on all matters, without limitation, brought before the Board of Directors. Each Director shall have the responsibility for the promotion of the ABA within his/her respective club.

**Section 2.** The Director of each Regular member club in good standing shall be entitled to one (1) vote on every matter brought before the Board of Directors. Member clubs shall designate, in writing, the name of an Alternate Director replacing their designated Director should the designated Director be unable to attend a Board meeting. Should both the designated and the Alternate Director be unable to attend a meeting, then a third party may be appointed by the club president, provided the member club president submits a letter of authority stating such representation. Such a third party appointment shall be considered a proxy and, if unlimited, may be voted by the third party on any matter brought before the Board of Directors except for dissolution of the Association or removal of an officer. Notwithstanding the President's having voting rights only in case of a tie vote, he/she may vote a proxy from a member club.

**Section 3.** Should a Director vacancy by a member club occur for any reason, then that member club should immediately fill the vacancy by selecting a successor Director to the Board. A replacement Director for a member club becomes effective when the Secretary has been notified in writing of the appointment by the president of the member club.

**Section 4.** When a member club Director is elected President of the American Bop Association, then that member club is entitled to elect a new Director as a replacement, inasmuch as the President's role in the Association is to represent all member clubs.

**Section 5.** Any time the phrases "the entire Board of Directors" or "all Directors" are used in these Bylaws, it means a count of all Association Directors, present or not present.

**Section 6.** Upon completion of his or her term of office, if not re-elected to another term and if not removed for cause, and, provided that he or she is still a member of an ABA Regular member club, the President of the Association shall participate as non-voting member of the Board of Directors for a two year period following his or her last term as President.

## **Article VII**

### **Committees**

**Section 1.** Any committee, standing or special, shall be appointed by the President from time to time as deemed necessary to work for the Association.

**Section 2.** Committee chairpersons or committee members may be appointed or continue to serve who are not or who are no longer a Regular member club's designated Director, so long as they are a member in good standing of an ABA Regular member club. In the case of an appointment of a non-Director to be a committee chairperson or a committee member, the President must obtain the approval of a majority of the Board of Directors to the appointment.

## **Article VIII**

### **Autonomy of Member Clubs**

In order to preserve the local autonomy of an individual member club, the following is established:

- a. The Association shall not establish criteria for membership in any member club.
- b. The Association shall not take an official position involving disputes within and among any individual member clubs except in circumstances where the welfare of the Association is directly or critically involved, as directed by a majority vote of the Board of Directors.
- c. Notwithstanding the above, the Association's Board of Directors, by a two-thirds vote, may disapprove of the ABA designated Director of Alternate Director of a member club, in which case the member club shall be required to appoint another of its members as its ABA Director or Alternate Director.

## **Article IX**

### **Amendment of Bylaws**

**Section 1.** Proposed amendments of the Bylaws must be mailed to the Board of Directors sixty (60) days prior to the next scheduled meeting. Otherwise, any proposed amendment may not be acted upon until a later meeting.

**Section 2.** Proposed amendments of these Bylaws must be approved by a two-thirds vote of the entire Board of Directors, in person or by proxy.

## **Article X**

### **Dissolution of the Association**

**Section 1.** Dissolution of the Association can occur only with the agreement of two-thirds of the entire Board of Directors.

**Section 2.** Upon agreement to dissolution of the Association, the Treasurer will pay all outstanding debts and divide the remainder of monies equally among the active member clubs. All property accumulated by the Association will be sold and the monies distributed equally among active member clubs. Associate members will not be included in the division of property or assets.

## **Article XI**

### **Standing Rules**

The Board of Directors shall establish rules to implement the Association's Bylaws and for the effective transaction of Association affairs. Standing Rules shall not require prior notice for adoption, amendment, or repeal. They shall be attached to, but not be a part of the Bylaws. Each Standing Rule shall be labeled, numbered, and contain the date of its passage or amendment.