

# *GATEWAY SQUARES*

## **BYLAWS**

### **ARTICLE I - GATEWAY SQUARES**

The name of the corporation shall be the Gateway Squares (hereafter called "Organization").

### **ARTICLE II - PRINCIPAL OFFICE**

The Organization's principal office shall be located in the County of St. Louis, State of Missouri as described in the Organization's Articles of Incorporation filed with the Secretary of State's Office of the State of Missouri.

### **ARTICLE III - PURPOSE & MISSION**

Section 3.1 Mission. The Organization's mission is: To provide square-dancing instruction to the Gay, Lesbian, Bi-sexual and Transgendered community of the greater St. Louis area and to others; To promote tolerance and diversity between the Gay, Lesbian, Bi-sexual and Transgendered persons and Non- Gay, Lesbian, Bi-sexual and Transgendered persons through the medium of square-dancing; To provide a venue for Gay, Lesbian, Bi-sexual and Transgendered persons to engage in socially positive and productive interactions in emotional and physical safety.

Section 3.2 Incorporation Purpose. The Organization is incorporated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3.2(a) The Organization will raise funding to support its mission as stated in section 3.1 and to support other charitable organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3.2(b) The Organization will promote education about the need and value of preserving the uniquely American art of square-dancing and about the need and value of tolerance and diversity.

### **ARTICLE IV - BOARD OF DIRECTORS**

Section 4.1 Board Size, Composition, Role. The Board of Directors shall consist of at least five (5) members. The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the Organization's Executive Committee. Board members shall receive no compensation other than reasonable expenses for performance of their duties.

Section 4.2 Meetings. The Board shall meet at least annually, at an agreed upon time and

location. Board members and the general membership shall be given at least ten (10) days notice of regularly scheduled meetings. Any member of the Board of Directors with three (3) consecutive unexcused absences may be removed from the board. Meetings may take place in person, by telephone, by video, over the Internet, or any other effective form of electronic conferencing, or by a combination of the aforementioned modes of communication.

**Section 4.3 Terms.** Board members shall serve one-year terms, which terms will commence immediately upon election. All Board members shall be elected by the General Membership at the annual meeting.

**Section 4.4 Quorum.** A quorum must be a majority of the Board members before business can be transacted or motions made or passed.

**Section 4.5 Officers and Duties.** There shall be four officers of the Board consisting of a President, a Vice-President, Secretary, and Treasurer. The officers shall be elected to one (1) year terms by the Board at the first Board Meeting following the Annual meeting. Officer duties and responsibilities are as follows:

(a) The **President** shall preside at all meetings of the Board of Directors and shall have the duties and powers accorded to the office of Chair as described in Robert's Rules of Order. In addition, the President shall have those powers specified in these bylaws which include, but shall not be limited to, the powers to make appointments of committees and committee chairs.

(b) The **Vice-President** shall have the duties and powers of the President in the event of the President's absence. In the event of the President's death, termination, or incapacity, the Vice-President shall exercise the duties of the President until such time as the Board of Directors shall choose to fill the vacated office. Additionally, the Vice-President shall carry out other duties as assigned by the President.

(c) The **Secretary** shall be responsible for overseeing the maintenance of all official records of the Board of Directors, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and shall preside in the absence of the President and Vice-President for the purpose of conducting meetings of the Board of Directors. The Secretary shall ensure that all documents required by law are submitted in a timely manner and maintained at the principal office.

(d) The **Treasurer** shall oversee the keeping of all financial records of the Organization and shall chair the Finance committee.

**Section 4.6 Executive Committee.** The officers named in Section 4.5 shall constitute an Executive Committee. This group shall determine the agenda, establish the meeting dates and set direction for the Board of Directors, and oversee day-to-day activities of the Organization.

**Section 4.7 Special Meetings.** Special meetings of the Board shall be called upon the request of the President or one-third of the Board or by petition of one-third of the membership.

**Section 4.8 Voting by Proxy.** Members of the Board of Directors who are unable to attend a Board meeting for a valid reason may give notice of intent to place a vote by proxy, in writing, to the President or Secretary prior to the Board meeting. Votes by proxy must be cast through another member of the Board of Directors. If called into question, the validity of the proxy shall be decided by the presiding officer of the meeting.

**Section 4.9 Vacancies.** The board may appoint an individual to fill any board vacancy which may occur until the next annual meeting. The board may increase the number of members of the board by majority vote either through interim appointments or by voting to increase the number of members of the board to be elected at the next annual meeting.

**Section 4.10 Disciplinary Meetings.** Disciplinary meetings, or those portions of any other regular or special meeting given over to discipline of a board member, shall be closed to the general membership.

**Section 4.11 Notice of Meetings.** Notices of all meetings shall be sent out by the Secretary to each Board member and general member at least ten (10) days in advance of the meeting. Notice will be deemed to have been given when deposited in the United States mail, postage paid, or when delivered in person, by courier, by telephone or facsimile transmission, or by electronic mail, in each case to the address on record or the most recently known address, email address, or phone or facsimile number. In addition, notice will be deemed to have been given to all current Board and general members when posted on the Organization's website and such posting may be substituted in each and every case for actual notice.

## **ARTICLE V - COMMITTEES**

**Section 5.1 General Committees.** The Board may create committees as needed.

**Section 5.2 Executive Committee.** The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. It shall be the responsibility of the Executive Committee to oversee the day-to-day operations of the Organization.

**Section 5.3 Finance Committee.** The Treasurer is chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be January 1 to December 31 of each year. The Treasurer shall submit reports to the Board showing income, expenditures and pending income at least annually.

**Section 5.5 Lessons Committee.** The Lessons Committee shall be appointed from the general membership and shall include at least one member of the Board. The Lessons Committee is responsible for coordinating the lessons provided by the Organization, including both Mainstream and Plus lessons, Advanced lessons and workshops. The Lessons Committee shall

be authorized to spend monies on behalf of the Organization within a budget authorized by the Finance Committee, which may be amended from time to time. The chair of the Lessons Committee may be authorized by the Board to enter into such contracts on behalf of the Organization as are necessary to transact the business of the Lessons Committee.

**Section 5.5 Dance Committee.** The Dance Committee shall be appointed from the general membership and shall include at least one member of the Board. The Dance Committee is responsible for coordinating all dances hosted by the Organization, including both community dances and club dances. The Dance Committee shall be authorized to spend monies on behalf of the Organization within a budget authorized by the Finance Committee, which may be amended from time to time. The chair of the Dance Committee may be authorized by the Board to enter into such contracts on behalf of the Organization as are necessary to transact the business of the Dance Committee.

**Section 5.6 Fly-In Committee.** The Fly-In Committee shall be appointed from the general membership and shall include at least one member of the Board. The Fly-In Committee is responsible for coordinating the biannual fly-in hosted by the Organization. The Fly-In Committee shall maintain a separate budget and shall report income and expenditures incurred by the Fly-In Committee on a bimonthly or more frequent basis to the Treasurer. The Fly-In Committee shall be authorized to spend monies on behalf of the Organization within the budget authorized by the Finance Committee, which may be amended from time to time. The chair of the Fly-In Committee may be authorized by the Board to enter into such contracts on behalf of the Organization as are necessary to transact the business of the Fly-In Committee.

## **ARTICLE VI.- CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL ORGANIZATION ACTS**

**Section 6.1 Contracts.** The board of directors may authorize any Director, officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

**Section 6.2 Loans.** The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the board of directors authorizes the issuance by resolution. The authorization may be general or specific.

**Section 6.3 Checks, Drafts, etc.** The board of directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of directors shall also determine by resolution the manner in which these documents will be signed and issued.

**Section 6.4 Deposits.** The Treasurer of the corporation shall oversee the deposit and withdrawal of all funds of the corporation, in banks and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.

## **ARTICLE VII - CONFLICT OF INTEREST**

No member of the Board of Directors, or Staff of the Organization, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Gateway Squares. Each individual shall disclose to the Board of Directors any personal interest that he or she may have in any matter pending before the Organization and shall refrain from participation in any decision on such matter.

The Board, through a committee designated for that purpose, shall require a statement from each Director and Staff, not less frequently than once a year, setting forth all business and other affiliations that relate in any way to the business of the Organization. Each Director and Staff person shall be responsible for disclosing to the Organization any matter that could reasonably be considered to make such Director or Staff an "interested party". The Board shall adopt policies specifically addressing Director, Officer and Supporting Organization conflicts of interest. No Director shall vote on any matter in which he or she has a material and direct interest that will be affected by the outcome of the vote.

Any member of the Board, any Committee member or Staff member who is an officer, board member, a committee member or staff member of an organization with whom the Gateway Squares is considering a relationship shall identify his or her affiliation with such organization, agency or agencies, and he/she shall not participate in the decision affecting that organization or agency and the decision must be made and/or ratified by the full board.

## **ARTICLE VIII - AMENDMENTS**

These By-laws may be amended at any regular Board of Directors meeting by a two-thirds vote of the Directors present and voting, after having been presented to the entire Board of Directors in writing a minimum of fourteen (14) days prior to the meeting.

## **ARTICLE IX - DISSOLUTION**

Upon the dissolution of the Organization, the corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the President shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation 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 X - MEMBERSHIP, VOTING RIGHTS & ANNUAL MEETINGS**

**Section 10.1 Membership.** Membership in the Gateway Squares shall consist of those persons over the age of eighteen (18) years who have passed Mainstream square-dancing instruction according to the guidelines of the American Square Dance Society whether with the Gateway Squares corporation or with any other Square-dancing organization, and who have paid such membership dues as shall be decided annually by the Board of Directors.

**Section 10.2 Voting Rights.** Each member of the Gateway Squares shall have 1 vote per member of the Board for the purpose of electing members to the Board of Directors. Voting shall not be cumulative.

**Section 10.3 Nominating Rights.** Nominations shall be determined by a nominating committee appointed by the Board.

**Section 10.4 Non-voting Rights.** Each member shall have the right to attend each and every meeting of the board of directors, except disciplinary meetings, and to voice comments and suggestions upon the business of the Board.

**Section 10.5 Annual Meetings.** Annual meetings for the purpose of electing Board members and giving annual reports of the activities of the Organization and its Board and committees shall be held in the month of October.

**Section 11.6 Quorum.** No quorum shall be necessary for the annual meeting to proceed.

## **ARTICLE XI – INDEMNIFICATION**

Each person who is or was a director or officer of the Organization, including heirs, executors, administrators, or estate of such person, shall be indemnified by the Organization to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with his or her status as a director or officer of the Organization. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the Organization may have to make different or further indemnification with respect to the same or different person or classes of persons. The Board shall be permitted to purchase liability insurance.

Adopted: May 9, 2007