



Indiana Dancers Association, Inc.

CONSTITUTION of the INDIANA DANCERS ASSOCIATION, INC.

ARTICLE I NAME

Section 1. Name. The name of this organization shall be Indiana Dancers Association, Inc.

Section 2. Incorporation. Indiana Dancers Association, Inc. is an association of members and member clubs incorporated under the General Not-For-Profit Corporation Act of the State of Indiana, operating for the purpose hereinafter set forth.

ARTICLE II PURPOSES

Section 1. Purpose. The purposes for which the Corporation is formed are:

A. To promote, sponsor and provide for the cultural development and maintenance of high standards of square and round dancing; assist in the formation of square and round dance clubs; co-operate with callers, civic and community organizations sponsoring square and round dance activities; further friendly relations among its members and member clubs; and encourage square and round dancing as a wholesome social recreation.

B. To promote the recreation through the encouragement of new dancers by whatever means possible.

C. To perfect an effective means of communication between members, member clubs and geographical areas, thus making the programming of major dances and other matters of this nature easier and more effective.

ARTICLE III POWERS

Section 1. It shall be the function of Indiana Dancers Association, Inc. to manage, supervise and control its affairs, property and funds, and that of any division thereof, and to implement the attainment of its purpose through the provision to members and member clubs of the educational, administrative and technical guidance and materials necessary to the accomplishment of those purposes.

ARTICLE IV MEMBERSHIP

Section 1. There shall be no distinction between memberships. All members shall have the same rights, preferences, limitations and restrictions, and each member shall have one vote in corporate affairs.

ARTICLE V AREAS

Section 1. The territory of Indiana Dancers Association, Inc., wherever possible or practicable, shall be divided into areas as determined from time to time by the Board of Directors of Indiana Dancers Association, Inc. in the manner prescribed in the Bylaws.

ARTICLE VI ADMINISTRATION

Section 1. Administration. Indiana Dancers Association, Inc., shall be governed by a Board of Directors.

Section 2. Board of Directors. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, Area Chairmen and Area Directors.

Section 3. Officers. The officers of Indiana Dancers Association, Inc. shall be the President, Vice-President, Secretary and Treasurer.

Section 4. Vacancy. Upon death, resignation or incapacitation of any elected or appointed officer of Indiana Dancers Association, Inc., or in the event of the failure of any officer to

carry out the duties of his office, the Board of Directors may declare said office vacant and shall elect a successor to fill the remainder of his term.

ARTICLE VII DUTIES OF OFFICERS

Section 1. The powers and duties of the President, Vice-President, Secretary, Treasurer and Board of Directors shall be as provided for in the Bylaws of Indiana Dancers Association, Inc.

ARTICLE VIII

Section 1. Qualifications and Terms. The President, Vice President, Secretary and Treasurer shall be elected by the members at the annual meeting and shall take office January 1 next following their election for a term of one year. Those eligible for office shall be members in good standing in Indiana Dancers Association, Inc.

Section 2 President, Vice-President, Secretary and Treasurer. Nominations from the floor. Following the nominations by the nominating committee, nominations from the floor for the office of President, Vice-President, Secretary and Treasurer shall be called for before the vote is taken for each office. Election shall be decided by majority of votes cast. They shall assume office the first day of January in the calendar year following their election.

ARTICLE IX REVENUE AND DISBURSEMENTS

Section 1. Revenue. Indiana Dancers Association, Inc. shall derive revenue from annual dues, ~~life memberships~~, club fees, magazine subscriptions, sale of supplies and such other sources as provided for in the Constitution and Bylaws.

Section 2. Disbursements. The Board of Directors may authorize purchases and payment of such expenses, salaries, per diem allowances, reimbursements and obligations as provided in the Bylaws or as it may deem necessary, within budgetary limitations, upon the presentation to the treasurer of a voucher certified by the

President.

ARTICLE X ANNUAL MEETING

Section 1. Annual Meeting. Indiana Dancers Association, Inc. shall hold an annual meeting at a time and place as prescribed in the Bylaws.

ARTICLE XI COMMITTEES

Section 1. Committees. Committees shall be established in accordance with the provisions of the Bylaws.

ARTICLE XII OFFICIAL PUBLICATION

Section 1. Authority. There shall be published under the supervision of the Board of Directors, a magazine, IDA NEWS, which shall be the official publication of the Indiana Dancers Association, Inc.

ARTICLE XIII PAID EMPLOYEES

Section 1. No member receiving salary from Indiana Dancers Association, Inc. shall be eligible to serve on the Board of Directors of Indiana Dancers Association, Inc. or as an elected or appointed officer or director of any Area.

ARTICLE XIV AREAS, MEMBERS & MEMBER CLUBS BOUND

Section 1. Every Area, member and member club shall be bound by the Constitution and Bylaws of Indiana Dancers Association, Inc. and amendments thereto.

ARTICLE XV BYLAWS

Section 1. Bylaws, not inconsistent with this Constitution, for the government of Indiana Dancers Association, Inc., in its several areas, members and member clubs may be adopted and amended at any annual or special meeting called for that purpose of Indiana Dancers Association, Inc.

**ARTICLE XVI
AMENDMENTS**

Section 1. How Made. This Constitution may be amended at any annual or special called meeting of the members by a majority vote of the members present and voting at the time such amendments are submitted to the membership.

Section 2. Who may propose and when. Amendments may be proposed only by members that are in good standing at the time of submission to the Board of Directors at least ten (10) days prior to the next meeting.

Section 3. Effective Date. Amendments or revision of this Constitution shall be effective on the first day of the administrative year next following the annual meeting unless otherwise specified at the time of adoption.

APPROVED BY THE INDIANA DANCERS ASSOCIATION, INC. BOARD OF DIRECTORS AND MEMBERSHIP AT THE ANNUAL MEETING, NOVEMBER 8, 1992. THIS CONSTITUTION EFFECTIVE JANUARY 1, 1993.

**INDIANA DANCERS
ASSOCIATION, INC.
BYLAWS**

**ARTICLE I
Membership**

Section 1. The term "Member", as used herein, means one who has signified his intention of being a member and who has met the requirements of the Corporation for membership and who has been accepted as a member by the Corporation. The Membership Chairman of the Corporation shall issue an annual alphabetical list of membership to each Area Chairman.

Section 2. Any person who is engaged in square or round dancing may be admitted to membership.

Section 3. Any person who is classified by the Board of Directors as a "Caller" or "Leader and/or Cuer" is qualified to become a member of Corporation.

Section 4. Each member of the Corporation shall be required to pay to the Corporation all dues and assessments which the Board of Directors may levy.

Section 5. The term "approved club" means a club has been approved by the Board of Directors of this Corporation. Failure by the Board of Directors to act upon a club membership application at the first meeting following notification shall constitute approval of the application.

Section 6. Each approved club shall be required to pay to the Corporation such dues and assessments as the Board of Directors may levy. Approved clubs are required to send to the Membership Chairman every October the names and addresses of their President and Secretary (or other designated contact), the location and scheduled dance nights of their club, and the Caller's name (if applicable). Should this information not reach the

Membership Chairman by January 1st, an extension may be requested and granted upon showing of a good and valid reason for the delay; but in no event shall such delay extend beyond the following June 30th, when clubs not providing the required information will be automatically dropped from the roster. Reinstatement shall be on the same basis as original approval of a new member club.

**ARTICLE II
Areas**

Section 1. The areas shall be designated by name and geographical area by the Board of Directors.

Section 2. For the purpose of more efficient administration, the Board of Directors shall create areas comprised of member clubs and members as established by boundaries thereof. The State of Indiana shall be sub-divided into five (5) geographical areas to create the following areas:

Northeast Area. Bounded by I-70 on the South, US 31 on the West and the Northern and Eastern boundaries of the State of Indiana, except that so designated as Central Area.

Northwest Area. Bounded by I-70 on the south, US 31 on the East and the Northern and Western boundaries of the State of Indiana, except that so designated as Central Area.

Southeast Area: Bounded by I-70 on the North, I-65 on the West and the Eastern and Southern boundaries of the State of Indiana, except that so designated as the Central Area.

Southwest Area: Bounded by I-70 on the North, I-65 on the East and the Western and Southern boundaries of the State of Indiana, except that so designated as Central Area.

Central Area: Marion County and its contiguous counties.

Section 3. Membership. All clubs located within the geographical boundaries of an area shall be members of that area. Clubs bordering area geographical boundaries shall have the option of designating their area of membership. Clubs desiring to change areas must submit their request in writing to the Board of Directors for approval.

Section 4. Areas – Purpose. The sole purpose of the Area shall be:

A. To function as an administrative division of Indiana Dancers Association, Inc. in the attainment of the purposes set forth in the Constitution of Indiana Dancers Association, Inc. and to make effective in the area the policies, programs and purposes of Indiana Dancers Association, Inc. and

B. To give directions to and stimulate the leadership, administration and growth of member clubs and to encourage their participation in the purposes, programs and policies of Indiana Dancers Association, Inc. to the benefit of their members.

Section 5. Area Directors. Members of the Board of Directors must be a member of the Corporation and geographically qualified.

The membership of the Board of Directors shall be selected from the geographical areas, so established, in the following manner:

Eight persons, otherwise qualified, who maintain a permanent place of residence therein, shall be selected from each of the said geographical areas to serve as members of the Board of Directors. One of the eight persons shall be classified as a "Caller" or "Leader and/or Cuer"; one shall be the Area Chairman and six shall be members at large. In the event the total number of Directors so selected does not equal thirty-eight (38), the remaining membership of the Board of

Directors shall be filled from members of the Corporation from the geographical area in which the vacancy occurs. The term "selected" as used herein means regularly elected as provided herein and by the laws of the State of Indiana.

ARTICLE III Administration

Section 1. The Board of Directors shall have the management of the business of the Corporation, and, subject to the restrictions imposed by State and Federal law, by the Certificate of Incorporation or by these Bylaws, may exercise all the powers of the Corporation.

Section 2. The number of Directors shall not be less than forty-two (42). The President, Vice President, Secretary, Treasurer and Immediate Past President of the Corporation and their spouses, if applicable, are automatically Directors. The President of the Corporation shall be the Chairman of the Board of Directors and in his absence the Vice President of the Corporation shall preside.

Section 3. The geographical area Directors shall be elected or appointed by the areas prior to the Corporation annual meeting. Their term of office shall be the following calendar year. Area Director vacancies not filled by the Area Chairman by the next State meeting shall be appointed by the President from the geographical area in which the vacancy occurs. Each Director shall serve until his successors shall be elected or appointed.

Section 4. Any vacancy occurring among the officers of the Corporation, other than the President, shall be filled by a majority vote of the remaining members of the Board of Directors until the next annual or special called meeting of the members.

Section 5. Any or all of the members of the Board of Directors and/or officers

may be removed, with or without cause, at a meeting of the members called expressly for that purpose; by a vote of a majority of the members then entitled to vote at an election of Directors and/or Officers.

Section 6. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business, except the filling of vacancies, and the act of the majority of the Directors present shall be the act of the Board of Directors, unless the act of a greater number is required by the laws of the State of Indiana.

Section 7. Regular meetings of the Board of Directors shall be held during the months of January, April and September of each year, with notice of time and place by letter, or without notice if the time and place of such meeting is fixed by Resolution of the Board of Directors.

Section 8. Other meetings of the Board of Directors may be held upon the call of the Chairman, or by the majority of the Board, at such place, within the State of Indiana, upon five (5) days notice, specifying the time, place, and general purpose of the meeting, given to each Director personally, or by mail.

Section 9. All Indiana Dancers Association, Inc. members in attendance at any Board of Directors meeting or annual membership meeting shall have voting rights on all matters except for the filling of vacancies occurring among the officers of the Corporation.

ARTICLE IV Duties of Officers

Section 1. President. The President shall preside at all meetings. The President shall have full authority to supervise and direct the business affairs of the Corporation subject to these Bylaws and Board of Directors.

Section 2. Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall attend all meetings and shall keep, or cause to be kept in a book provided for that purpose, a true and correct record of all business transacted at the meetings and transmit copies thereof as directed by the Board of Directors.

The Secretary shall sign all documents in the name of Indiana Dancers Association, Inc. and shall affix the corporate seal of the Corporation when required.

The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these Bylaws may require, or the Board of Directors may prescribe.

Section 4. Treasurer. The Treasurer shall keep correct records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall keep records and books ordinarily kept by a treasurer and these books and records shall be open at all times for inspection by the Board of Directors and to any auditor designated by the Board of Directors. The Treasurer shall be the legal custodian of all monies, notes or securities. The Treasurer shall immediately deposit funds of the Corporation in the name of the Corporation in such bank or banks as are designated by the Board of Directors.

The Treasurer shall furnish at all meetings, or whenever requested by the Board of Directors, a statement of the financial condition of the Corporation.

ARTICLE V

Election of Officers

Section 1. Election. At the annual meeting, the members of the Corporation shall elect a President, Vice President, Secretary and Treasurer, each for a term of one year. The officers shall be chosen from among the members.

Should the annual meeting of the members not be held at the time designated in these Bylaws, such failure shall not cause any defect in the Corporate existence of the Corporation, but the officers for the time being shall hold over until their successors are chosen and qualified.

ARTICLE VI

Revenues and Disbursements

Section 1. Checks, Drafts and Notes. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by Resolution of the Board of Directors.

Section 2. Loans to Officers. The Corporation or any of its officers, for and on its behalf, shall not make any loan of money or property to any officer or director of the Corporation.

ARTICLE VII

Annual Meeting

Section 1. Annual Meeting. The annual meeting of the members of the Corporation shall be held at 2:00 o'clock, P.M., on the second Sunday of November each year.

Section 2. Place of Meeting. Meetings of the members shall be held at such place, within the State of Indiana, as may be determined by the Board of Directors.

The notice of meeting, or waivers of notice, shall state the meeting place.

Section 3. Notice of Meeting. A notice stating the place, day and hour of the meeting shall be by the Secretary of the Corporation to members of the Corporation through IDA News, website or other electronic means

Section 4. Order of Business. The order of business at annual meetings shall be:

- A). Call to Order
- B). Proof of Due Notice of Meeting
- C). Call of Roll
- D). Disposal of any unapproved minutes
- E). Annual Reports of Officers
- F). Old Business
- G). Election of Officers
- H). New Business
- I). Adjournment

Section 5. Voting Rights. Each member of the Corporation shall have the right to one vote, provided member's dues and/or assessments are paid. A member may vote, either in person or by skype. IDA members voting by skype must notify the State Secretary five (5) days prior to the annual meeting. Proxy votes shall be prohibited.

A complete list of members entitled to vote, arranged in alphabetical order, in paper or electronic form with residence of each, shall be maintained by the Membership Chairman, and shall be open for inspections by any member.

Upon demand of any member, the vote for officers and the vote upon any question before the meeting shall be by secret ballot. All elections and all questions shall be decided by majority vote, except as otherwise provided by the laws of the State of Indiana.

Section 6. Quorum. A quorum shall consist of a majority plus one of

members duly appointed to the Board of Directors as set by the Bylaws.

ARTICLE VIII Special Meetings

Section 1. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors or by a signed petition to the President containing signatures of not less than one-fourth of the members entitled to vote, as shown by the membership list in the books of the Corporation.

Section 2. Place of Meeting. Meetings of the members shall be held at such place, within the State of Indiana, as may be determined by the Board of Directors. The notice of meeting, or waivers of notice, shall state the meeting place.

Section 3. Notice of Meeting. A notice stating the place, day and hour of the meeting shall be by the Secretary of the Corporation to members of the Corporation through IDA News, website or other electronic means

Section 4. Order of Business. The order of business at a special called meeting shall be:

- A). Call to Order
- B). Proof of Due Notice of Meeting
- C). Roll Call
- D). Stated Purpose
- E). Adjournment

Section 5. Voting Rights. Each member of the Corporation shall have the right to one vote, provided member's dues and/or assessments are paid. A member may vote, either in person or by skype. IDA members voting by skype must notify the Membership Chairman five (5) days prior to the annual meeting. Proxy votes shall be prohibited.

A complete list of members entitled to vote, arranged in alphabetical order,

in paper or electronic for with residence of each, shall be maintained by the Membership Chairman, and shall be open for inspections by any member.

Upon demand of any member, the vote for officers and the vote upon any question before the meeting shall be by secret ballot. All elections and all questions shall be decided by majority vote, except as otherwise provided by the laws of the State of Indiana.

ARTICLE IX Committees

Section 1. Standing and Special. The President shall appoint such committees as are required.

ARTICLE X Official Publication

Section 1. There shall be published under the supervision of the IDA Governing Board of Directors, a magazine, IDA NEWS or website, which shall be the official publication of Indiana Dancers Association, Inc.

ARTICLE XI Paid Employees

Section 1. No member receiving salary from Indiana Dancers Association, Inc. shall be eligible to serve on the Board of Directors, or as an elected or appointed officer or Director of any area.

ARTICLE XII

Areas, Members & Member Clubs

Section 1. Every Area, member and member club shall be bound by the Constitution and Bylaws of Indiana Dancers Association, Inc. and amendments thereto.

ARTICLE XIII Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31st of each year.

Section 2. Principal Office. The principal officer and resident agent of the Corporation shall be the duly elected president of the Indiana Dancers Association, Inc. and the post office address of the principal officer, or such address as shall be designated by the president, shall be the principal office of the Corporation.

Section 3. Corporate Seal. The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "Indiana Dancers Association, Inc." and about the lower periphery thereof the word "Indiana". In the center of the seal shall appear the word "Seal".

Section 4. Bonding. Any officer or appointed committee member responsible for Corporate funds shall be insured against loss and fidelity bonds shall be obtained as deemed adequate by the Board of Directors.

Section 5. Insurance. The Corporation shall endeavor to make a comprehensive general insurance coverage available to members and member clubs at an affordable cost to said members and member clubs.

ARTICLE XIV Amendments

Section 1. Amendment of Bylaws. The members, by the affirmative vote of a majority of the members of record, or the Directors, by the affirmative vote of a majority of the Directors, may at any meeting, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these bylaws.

ARTICLE XV Corporate Status

Section 1. Not-For-Profit Organization. Indiana Dancers Association, Inc. is organized and shall operate as a not-for-profit organization to promote, sponsor and provide for the cultural development and maintenance of high standards of square and round dancing. Indiana Dancers Association, Inc. shall not engage in any business of a kind ordinarily carried on for profit and shall not enter into any transaction, carry on any activity or engage in any business for pecuniary profit, and any income received shall be applied only to the non-profit purposes and objectives of the Corporation and no part of the income shall inure to the benefit of any member or member club.

Section 2. Residence. Indiana Dancers Association, Inc. is an incorporated organization duly organized and existing under the General Not-For-Profit Corporation Act of the State of Indiana, with its residence and principal office in the State of Indiana.

ARTICLE XVI Interpretation

Section 1. The Constitution and Bylaws. The construction and the interpretation of the Constitution and Bylaws by the Board of Directors shall be final and binding unless such construction and interpretation is rescinded or suspended at a subsequent meeting of the Indiana Dancers Association, Inc.

Section 2. Parliamentary Procedure. In the absence of specific rules, Roberts Rules of Order shall govern the deliberations of this organization.

**APPROVED BY THE INDIANA
DANCERS ASSOCIATION, INC.
BOARD OF DIRECTORS AND
MEMBERSHIP**

**AT THE ANNUAL MEETING
NOVEMBER 12, 2006**

**THESE BYLAWS EFFECTIVE
JANUARY 1, 2007**

**Amended by the Indiana Dancers
Association, Inc. November 12, 2006**

**Amended by the Indiana Dancers
Association, Inc. _____**