

CDSS Bylaws
(as approved by the membership in March, 2014)

Article 1. General

- 1.1 Name. The name of the corporation shall be THE COUNTRY DANCE AND SONG SOCIETY, INC. (hereafter referred to in these Bylaws as “the Society”).
- 1.2 Purposes. The purposes of the corporation shall be as set forth in the Articles of Organization as they may be amended from time to time and approved by the Secretary of State of the Commonwealth of Massachusetts (hereafter referred to in these Bylaws as “the Articles of Organization”).
- 1.3 Offices. The office(s) of the corporation shall be at such place or places within or without the Commonwealth of Massachusetts as the Governing Board of the Society (hereinafter referred to in these Bylaws as “the Board”) may determine or the business of the corporation may require.
- 1.4 Seal. The seal of the corporation shall be in the form of a circle inscribed with the name of the corporation, the year of its incorporation, and the word “Massachusetts.” When authorized by the Board and to the extent not prohibited by law, a facsimile of the corporate seal may be affixed or reproduced.
- 1.5 Members. All persons subscribing to the objectives of the Society are eligible to become members. They become members upon payment of dues. Dues and classes of membership shall be set by the Board. Membership in the Society lapses on failure to pay dues after reasonable notice. The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues. The Board may appoint to honorary office or honorary membership persons who have contributed exceptional services to the Society.
- 1.6 Notice. Whenever notice is required in these Bylaws, it shall be considered sufficient to deliver such notice by any communication protocol, the use of which is reasonably likely to make the intended recipients aware of the proposed action; provided that a record of the content, time and manner of communication is maintained by the Secretary.
- 1.7 Written Communication. Whenever an action is required in these Bylaws to be “written” or “in writing,” such action may be conveyed through any communication protocol that ensures that the information is legible and that a written record can be recorded and/or stored by the Secretary and by the recipients.

Article 2. Meetings of Members

- 2.1 Place of Meeting. Meetings of members shall be held at the principal office of the corporation or, to the extent permitted by the Articles of Organization, at such other place within or without Massachusetts as the Board may from time to time designate.
- 2.2 Special Meetings. The President may call a meeting of the general membership of the Society when the President deems it appropriate to report to the membership or to permit the membership to express its views directly to the Board on matters of concern. The President must call a meeting upon vote of a majority of the Board.
- The President must call such a meeting, to be held within 90 days, upon written application of five percent of the membership in good standing of the Society stating the purpose of the proposed meeting. The Board must set the date, time, and place of such a meeting.
- 2.3 Preliminary Agenda. The preliminary agenda of any meeting shall include any item requested in writing by at least ten members in good standing of the Society, received by the Secretary prior to the mailing of the notice of the meeting.
- 2.4 Notice of Meetings. At least 30 days in advance of all meetings the Secretary shall give notice to all members entitled to attend. Such notice shall include a preliminary agenda and proxy forms as needed.
- 2.5 Quorum. The quorum for the transaction of business is 10% of the membership, present in person or by proxy.
- 2.6 Voting. At all meetings of members each member shall have one vote. Any such member may vote in person or by proxy dated not more than six months prior to the meeting and filed with the Secretary of the meeting. Every proxy shall be in writing, signed by a member or his or her authorized attorney-in-fact, and dated. No proxy shall be valid after the final adjournment of the meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. Except as otherwise provided by law, the Articles of Organization, or these Bylaws, at all meetings of members all questions shall be determined by a vote of a majority of the members voting, present in person or represented by proxy.

Article 3. The Governing Board of the Society

- 3.1 Powers. The Governing Board (referred to as “the Board” in the rest of these bylaws) is elected by the members and is the governing body of the Society. Except as otherwise provided by law, the Articles of Organization, or these Bylaws, the business of the corporation shall be managed by a Board who may exercise all the powers of the corporation.
- 3.2 Number. The Board shall consist of the following members, each with one vote:

(a) The Officers (see Article 4)

(b) No less than 8 nor more than 21 Members-at-large¹. Within these bounds, the Board shall determine each year at its annual meeting how many members-at-large are to be elected the following year. If no action is taken, the number shall be the same as the previous year.

3.3 Place of Meeting. Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts.

3.4 Annual Meeting. The annual meeting of the Board shall be held in April each year at such a time as may be designated by the Board or at such other time and place as the Board may determine.

3.5 Special Meetings. Special meetings of the Board may be held at such time and place as the Board may determine. Any Board members not present at the time of the determination shall be advised in writing of any such determination.

The President may call special meetings of the Board and shall call a special meeting, to be held within 90 days, on the written request of six or more Board members.

3.6 Notice of Meetings. The Secretary shall give Board members at least 30 days' notice of the annual meeting and special meetings, except that at least two weeks' notice shall be given for special meetings held by remote communication or email. Notice may be waived if all Board members agree in writing either before or after the meeting.

3.7 Quorum. The quorum for the transaction of business is a majority of the Board.

3.8 Voting. At any meeting of the Board the vote of a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization, or these Bylaws.

3.9 Rules of Order. Meetings of the Board and Committees shall be conducted in a spirit of cooperation. Should questions or disputes as to procedure arise, they shall be settled by reference to the most recent available edition of Robert's Rules of Order.

3.10 Open Meetings. Except for necessary executive sessions, meetings of the Board and of the Executive Committee are open to all members of the Society. Such visitors have no votes, and shall not speak except on the express invitation of the chair.

3.11 Meetings by Remote Communication. Members of the Board or members of any committee may participate in a meeting of the Board or such committee through telephone or video conference or other electronic arrangements by means of which all

¹ Members-at-large are frequently called "directors" in other contexts, as in "member of the Board of Directors." CDSS has historically used its own terminology.

persons participating in the meeting can hear each other at the same time; and participation by such means shall constitute presence in person at a meeting.

- 3.12 Acting Without Meeting. Any action which may be taken at any meeting of the Board may be taken without a meeting if every member receives timely notice of the proposal and the forum for discussion, the date for submitting written consents is at least two weeks from the date the proposal is circulated, and all of the Board members consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.
- 3.13 No Compensation for Board Members. Board members may not be paid compensation for their Board service but may be reimbursed for expenses of attendance at meetings and may be paid reasonable compensation for necessary work performed for the organization provided that this is consistent with the CDSS Conflict Of Interest Policy.
- 3.14 Executive Committee.
- (a) Between meetings of the Board all of its powers and duties are delegated to the Executive Committee except that the following powers are reserved to the Board:
- to set dues for individual members (see Article 1.5);
 - to terminate individual membership (see Article 1.5) or group affiliation (see Article 9.1(c));
 - to set the time and place of meetings of the membership (see Articles 2.1-2.3) and Board (see Articles 3.4 and 3.5) and the frequency of Executive Committee meetings (see Article 3.15(f));
 - to concur in renomination of an incumbent officer who has completed two consecutive terms (see Article 4.3);
 - to appoint the Executive Director of the Society who serves at the pleasure of the Board;
 - to fill, until the next election, vacancies in the positions of officer (see Article 4.6) or member-at-large on the Board (see Article 5.5); or until the next annual meeting vacancies among appointed members on the Executive Committee (see Article 3.15(h));
 - to appoint honorary officers or honorary members (see Article 1.5);
 - to appoint members of an Advisory Board (see Article 8);
 - to appoint the Nominating Committee (see Article 6);
 - to appoint the Executive Committee (see Article 3.15(b), and to set conditions for its operation;
 - to establish categories of group affiliation, and dues and privileges for these; and to modify standards for affiliation, including payment of dues (see Article 9.1);
 - to propose amendments to the Bylaws (see Article 11.1(a).
 - to amend or reverse an action of the Board
- (b) The Executive Committee shall consist of the following members, each with one vote: the Officers, as set out in Article 4; and other members of the Board for a total

committee of no less than seven. The other members shall be appointed at the Annual Meeting of the Board for a one year term.

- (c) At each meeting of the Executive Committee fifty percent or more of members present shall constitute a quorum for the transaction of business.
- (d) An appointed member may be removed from the Executive Committee, with cause, by vote of a majority of the entire Committee.
- (e) The frequency of Executive Committee meetings shall be determined by the Board. The President may, at his or her discretion, call a special meeting of the Executive Committee, and must do so at the written request of five Committee members. At least 30 days' notice must be given for any meeting in person, and at least two weeks' notice for other meetings. Notice may be waived if all Executive Committee members agree in writing either before or after the meeting.
- (f) Any Board member may attend an Executive Committee meeting and speak, but only officers and appointed members of the Executive Committee may vote.
- (g) At any meeting of the Executive Committee the vote of a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization, or these Bylaws.
- (h) Any appointed member on the Executive Committee may resign from the Executive Committee by giving written notice to the President or the Secretary.
- (i) The Board may appoint a member of the Board to fill any vacancy among appointed members on the Executive Committee for any reason until the next annual meeting of the Board. The Board may, at its discretion, leave any such position unfilled for such time as it may determine, provided that vacancies which reduce the Executive Committee below the minimum number of appointed members and all four officers must be filled within 30 days.

3.15 Subcommittees.

- (a) The Board or Executive Committee may appoint from time to time Working Subcommittees or Task Groups; the Chair of the Working Subcommittee or Task Group need not be a Board member.
- (b) The Board or Executive Committee shall appoint one of its members to serve as a member of and to act as liaison with any Working Subcommittee or Task Group.

Article 4. Officers

- 4.1 Officers. The officers of the Society shall consist of a President, a Treasurer, a Vice President, and a Secretary. Each is responsible for the duties set out in this Section but

may delegate the actual performance. No individual shall hold more than one office concurrently.

- (a) President. The President presides at meetings of the general membership, of the Board, and of the Executive Committee. The President is the official representative of the Society in conducting its general affairs and promoting its purposes, may serve ex officio on any subcommittees except the Nominating Committee, and reports annually to the members on the state of the Society.
 - (b) Vice President. The Vice President performs the duties of the President in the absence, or at the request, of the President.
 - (c) Treasurer. The Treasurer is official custodian of the funds of the Society, acts as its disbursing officer, and keeps a record of all receipts and disbursements. The Treasurer prepares and submits periodic financial statements to the Executive Committee, an annual budget and annual financial report to the Board, and an annual financial report to the membership. The reports shall be reviewed or audited annually by a certified public accountant in the manner required by law.
 - (d) Secretary. The Secretary keeps minutes of all meetings of the general membership, Board, and Executive Committee; circulates notices of meetings; and circulates to the general membership notices of vacancies to be filled and required ballots, and records the returns. The Secretary maintains the list of members of the Society, the Board, the Executive Committee, the Nominating Committee, and all appointed subcommittees.
 - (e) The Secretary shall be available to receive service of process on the Corporation and shall perform all functions required of clerks under Massachusetts Law. The Secretary shall certify all documents requiring his or her certification, and shall be the keeper of the corporate seal. The Secretary shall be a resident of the Commonwealth of Massachusetts unless a resident agent has been appointed by the Board pursuant to law to accept service of process.
- 4.2 Election. Except as provided in Article 4.6, the Officers are nominated and elected in accordance with the provisions for nomination and election set out in Article 7 of these Bylaws.
- 4.3 Term of Office. Officers shall hold office for three years or until their successors are chosen and qualified. Officers may not serve more than two consecutive full terms in any one office; however, the Nominating Committee may, in rare and compelling circumstances, request an exception from the Board in order to renominate an incumbent officer who has served two full terms. The Nominating Committee shall state in writing why it believes the renomination to be essential for the welfare of the Society; dissenting opinion from the Nominating Committee, if any, shall also be put in writing for the consideration of the Board. The Board must concur in the request to renominate by two-thirds of the votes cast.

- 4.4 Resignations. Any officer may resign by giving written notice to the President or the Secretary.
- 4.5 Removal. An officer may be removed from office with or without cause by vote of two-thirds of all members of the Society present at a duly constituted meeting of the membership; or by a vote of two-thirds of those responding to a poll of all members of the Society, providing that a number equal to the quorum for a meeting of the membership cast a vote; or with cause by vote of two-thirds of the members of the entire Board after reasonable notice and opportunity to be heard.
- 4.6 Vacancies. The Board may appoint a member of the Society to fill any vacancy among the officers for any reason until the next annual election, at which time the appointee or another person may be elected to serve out the remainder of the term. The Board may, at its discretion, leave unfilled for such time as it may determine any office except those of President, Treasurer, and Secretary.

A person appointed to fill a vacancy until the next annual election, and/or elected to complete the unexpired term of an officer, is then eligible to be nominated and elected to two more terms of his or her own. However, he or she may not be appointed or elected to complete a different unfinished term as an officer or member-at-large until at least one year has elapsed from the end of his or her last previous interim appointment or elected term.

Article 5. Members-at-large on the Board

- 5.1 Election. Except as provided in Article 5.5, members-at-large on the Board are nominated and elected in accordance with the provisions for nomination and election set out in Article 7 of these Bylaws.
- 5.2 Terms. Members-at-large elected to the Board shall serve on the Board for three year terms, approximately one-third to expire in each successive year. They may not serve more than two consecutive full terms as Board members, but may be reelected after a lapse of one year.
- 5.3 Resignations. Any member-at-large may resign from the Board by giving written notice to the President or the Secretary.
- 5.4 Removal. A member-at-large may be removed from office with or without cause by vote of two-thirds of all members of the Society present at a duly constituted meeting of the membership; or by a vote of two-thirds of those responding to a poll of all members of the Society, providing that a number equal to the quorum for a meeting of the membership cast a vote; or with cause by vote of two-thirds of the members of the entire Board after reasonable notice and opportunity to be heard.
- 5.5 Vacancies. The Board may appoint a member of the Society to fill any vacancy among members-at-large for any reason until the next annual election, at which time the

appointee or another person may be elected to serve out the remainder of the term. The Board may, at its discretion, leave unfilled for such time as it may determine any member-at-large position.

A person appointed to fill a vacancy until the next annual election, and/or elected to complete the unexpired term of another member-at-large, is then eligible to be nominated and elected to two more terms of his or her own. However, he or she may not be appointed or elected to complete a different unfinished term as an officer or member-at-large until at least one year has elapsed from the end of his or her last previous interim appointment or elected term.

Article 6. Nominating Committee

- 6.1 Members. The Nominating Committee consists of 5- 6 members, of whom not more than three are members of the Board. Their terms are three years, no more than two to expire in any one year. They may not serve more than two consecutive full terms, but may be reappointed after a lapse of one year. Officers of the Society are not eligible to serve.
- 6.2 Slate of Candidates. A slate of candidates for the Nominating Committee is proposed each year by the Executive Committee and circulated to each member of the Board at the same time as is the slate for other committees of the Board. Additions to the slate may be made by any member of the Board either by mail or from the floor. On the basis of the slate, the Board appoints the Nominating Committee at its regular annual meeting.
- 6.3 Vacancies. The President has the power to appoint persons to fill vacancies on the Nominating Committee, such appointees to serve until the next election.

Article 7. Elections

7.1 Nomination.

- (a) Each year the Nominating Committee nominates one or more candidates for each position becoming vacant among Officers and Members-at-large on the Board.
- (b) Members of the Society may ensure that a specific person is included in the slate proposed by the Nominating Committee by submitting a nomination in writing, signed by ten members of the Society, and sent to the Secretary by June 30.
- (c) Written assent must be obtained from each nominee.
- (d) Candidates for Officers and Board Members-at-large shall be members in good standing when nominated. Those elected must maintain membership in good standing in the Society throughout their term of office.
- (e) The slate should reasonably reflect the geographical distribution and variety of activities of the membership of the Society.

(f) The Nominating Committee sends the slate to the Secretary by December 1.

7.2 Election.

- (a) If there are no more candidates than vacancies, the nominees are deemed elected and take office at the beginning of the first day of the Annual Meeting of the Board. The Secretary sends to every member by January 15 a listing of candidates selected, along with a description of the procedure for ensuring that a candidate of one's choice is included on the following year's slate as described in section 7.1(b).
- (b) If there are more candidates than vacancies the Secretary sends to every member by January 15 a written ballot containing the names of the candidates and the pertinent positions, together with information about the candidates' qualifications. The ballot procedure shall preserve the secrecy of the voting and provide for validation of the voter's membership. Any ballot not appropriately validated shall be rejected.
- (c) Ballots must reach the Secretary by February 15 to be valid. Electronic balloting, if any, will close at 11:59 p.m. Eastern Time on February 15.
- (d) Tellers appointed by the President will verify the validity and count of the votes. The Secretary certifies the result to the Executive Committee and the successful candidates take office at the beginning of the first day of the Annual Meeting of the Board. In the case of a tie the Executive Committee decides between the tied candidates.

Article 8. Advisory Board

8.1 The Governing Board may establish one or more Advisory Boards. The Governing Board shall appoint members of any such Advisory Board, who will serve at the pleasure of the Governing Board. Such persons need not be members of the Society. Goals and procedures of any Advisory Board will be set by the Governing Board.

Article 9. Group Affiliation

9.1 Affiliation.

- (a) Groups or organizations whose objectives are similar and who wish to support and further the goals of the Society may affiliate with it. Categories and dues of group affiliation are established by the Board.
- (b) Affiliation carries the privileges approved by the Board, and carries the responsibility of continuing to meet the established standards. In exceptional circumstances any of the standards, including payment of dues, may be waived or modified by the Board.

- (c) Affiliation in any category becomes effective upon payment of dues and acceptance of the application. Affiliation lapses on failure to pay dues after notification and may be terminated for other cause by the Board.

Article 10. Personal Liability

- 10.1 No officer or director of the corporation shall be personally liable to the corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No provision adopted pursuant to the provisions of this paragraph shall eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which such provision becomes effective.

Article 11. Amendments

11.1 General.

- (a) Amendments to these Bylaws may be proposed by the Board or by five percent of the members of the Society.
- (b) Any proposed amendment shall be submitted to the members of the Society in a written ballot with such explanations and recommendations as its sponsors and the Board wish. This information must be received at least 60 days before the deadline for receipt of votes.
- (c) An amendment is adopted only if two-thirds of the votes cast are in favor when a quorum is present as provided in Article 2.5.