

Bylaws of Boston Uncommons

Amended 6 December 2009

Article 1. Statement of purpose

Boston Uncommons, a square dance club, is a not-for-profit organization whose purpose is to encourage and provide social and recreational opportunities within the structure of Modern Western Square Dancing for the gay and lesbian community and its supporters in Eastern Massachusetts and throughout New England.

Article II. Membership

Section 1. Membership shall be open to any Mainstream level square dancer who supports the purpose of Boston Uncommons and has applied for membership with Boston Uncommons' Secretary and has demonstrated to the satisfaction of the Board of Directors a proficiency in the full Mainstream program, as defined by Callerlab. There are two levels of membership: active and associate.

Active members can:

- vote
- run for office
- obtain an official Boston Uncommons badge
- receive the Boston Uncommons newsletter

Associate members can:

- obtain an official Boston Uncommons badge
- receive the Boston Uncommons newsletter

Section 2. **Dues.** Membership shall be contingent upon payment of dues. Dues for the two membership levels, and the date by which they must be paid, shall be set by the Board of Directors.

Section 3. **Voting.** At any meeting of the members, except as otherwise provided in these by-laws, each active member in good standing is entitled to one vote.

Section 4. **Term of membership.** Membership runs for one year from the date of dues payment. A Boston Uncommons member may relinquish membership at any time upon notification to the Boston Uncommons Secretary.

Section 5. **Anti-Discrimination.** Membership in Boston Uncommons is open to anyone meeting the requirements as cited in Section 1 regardless of race, religion, ethnic background, age, gender or sexual orientation.

Article III. Board of Directors

Section 1. **Number and Duties.** The Board of Directors shall consist of not less than three, and not more than seven, Directors. The Board of Directors shall establish the number of Directors. Three of the Directors shall be the Officers of the organization: President, Treasurer and Secretary. The Directors shall take an active part in the leadership of the organization, set policies for the organization, serve on such committees as may be formed from time to time, co-ordinate regularly-scheduled Boston Uncommons dances, and be responsible for the management of the organization.

Section 2. **Election Co-ordinator.** The Board of Directors shall appoint a Boston Uncommons member not currently sitting on the Board of Directors as an Election Co-ordinator, who shall receive and distribute nominations for election to the Board of Directors.

- Section 3. **Nominations.** Any active member of the organization may be nominated for the position of Director. Nominations shall be submitted in writing to the Election Coordinator at least two months prior to the Annual Meeting.
- Section 4. **Elections.** A written ballot with the names of all nominees who are eligible and willing to serve, together with short biographical statements about the candidates, will be mailed to all members at least one month prior to the date of the Annual Meeting. Ballots shall be returned by mail or in person to the Election Co-ordinator by the time of the Annual Meeting. The ballots will be opened and counted, and the results announced, at the Annual Meeting.
- Active members shall cast votes for as many candidates as are needed to fill the vacancies, and those candidates receiving the greatest numbers of votes shall be deemed to be elected until all vacancies have been filled. In the event of a tie vote affecting an election, a run-off election between those candidates who tied will be held at the Annual Meeting.
- Section 5. **Term of Office.** Each Director shall hold office for a term of one year. Each Director shall hold office until the expiration of the term for which he or she was elected, or until he or she has resigned or been removed. However, if the annual meeting is not held as scheduled, voting members at the annual meeting may vote to allow the elected directors to serve for longer than a year, but not more than two years, such that their terms will end at an annual meeting.
- Section 6. **Vacancies.** Vacancies on the Board of Directors may be filled by a majority vote of the Directors then in office, even if this is less than a quorum. In such cases, the person appointed shall hold office only until the vote at the next Annual Meeting.
- Section 7. **Resignations.** Any Director may resign from office at any time by delivering a resignation in writing to an Officer.
- Section 8. **Removal.** Any Director may be removed by a majority vote of a Special Meeting of the members of the organization.
- Section 9. **Action by the Board of Directors.** Except as otherwise provided in these bylaws, the majority vote of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Article IV. Officers and Their Duties

- Section 1. The three officers of Boston Uncommons are President, Treasurer, and Secretary.
- The **President** presides at all meetings, supervises the business and activities of Boston Uncommons, and serves as the primary spokesperson for Boston Uncommons.
 - The **Treasurer** is responsible for the collection and expenditure of all Boston Uncommons funds as the Board of Directors may authorize. The Treasurer is responsible for maintaining complete and accurate financial records.
 - The **Secretary** is responsible for all correspondence, recording of minutes of all meetings, and maintaining official documents of Boston Uncommons.
- Specific duties performed by the three Officers in accordance with these roles shall be published in Boston Uncommons' Policies Statement.
- Section 2. **Election of Officers.** The Board of Directors shall elect the Officers for a one-year term at the next regularly-scheduled board meeting, or at a special board meeting called by the Board of Directors.
- Section 3. The Board of Directors shall create additional Officer positions as are needed to perform the business of Boston Uncommons.

Section 4. Officers may choose temporary helpers to assist them in executing their duties. A helper must be under the supervision of the Officer who has responsibility for that task. The helper is assigned for a specific task and has no other Boston Uncommons duties or responsibilities.

Section 5. An Officer shall train and advise his or her successor, when possible.

Article V. Elections

Section 1. Votes may be cast in writing by members present at the meeting or by mail, sent to the election coordinator prior to the meeting. A majority of the votes cast by voting members shall be required to elect a director.

Section 2. Any person who has been a voting member of Boston Uncommons for at least the past three months shall be eligible for election to the Board of Directors. This three-month requirement may be suspended temporarily at a Boston Uncommons meeting by a two thirds vote of those present and voting. Advance notice of this meeting is not required.

Article VI. Board of Directors Meetings

Section 1. Regular meetings of the Board of Directors shall be held once a quarter. Special meetings of the Board of Directors shall be held when called by any Director. All meetings of the Board of Directors shall be open to all members of the organization, but only Directors shall be allowed to vote.

Section 2. In the absence of the President, an acting chair shall be chosen by the Directors present.

Section 3. **Quorum.** One-half of the number of Director positions rounded up to the next whole number shall constitute a quorum.

Section 4. **Scheduling of Meetings.** Board of Director meetings may not be held during regularly-scheduled dances or special events.

Section 5. **Proxy Voting.** Proxies shall not be allowed for voting purposes.

Article VII. Annual Membership Meeting

Section 1. There will be an Annual Meeting of all of the eligible members of Boston Uncommons. This Annual Meeting will be held in January. The purpose of the Annual Meeting is to elect Directors, to review the finances of Boston Uncommons and to approve any motions brought to the meeting by any Director or Member.

Section 2. **Proxy Voting.** Voting by proxy is not allowed.

Article VIII. Boston Uncommons Classes

Section 1. The Board of Directors shall determine the length of classes.

Section 2. A class member must attend at least 80% of the class to graduate, except at the discretion of the Board of Directors.

Article IX. Contracts, Checks, and Bank Accounts

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the organization and shall determine who shall be authorized in the organization's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

Article X. Indemnification

Officers, advisors and agents acting in good faith in behalf of Boston Uncommons shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been a member serving in an elected or an appointed capacity. No member shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

Article XI. Dissolution

If the membership dissolves, disbands or terminates this club, all assets after final expenses determined by the Board of Directors shall be distributed by the Board of Directors to any organization that may qualify as a non-profit or charitable fund, foundation, corporation, or organization, and that supports the purposes of Boston Uncommons.

Article XII. Bylaw Amendments

Section 1. The Bylaws may be amended by a majority of the votes cast by the voting members present at the Annual Meeting.

Section 2. A proposed amendment to the Bylaws must be submitted in writing to the Secretary. The Secretary shall distribute copies of the proposed amendment to Boston Uncommons members at least four weeks before the Annual Meeting at which the vote on the amendment will be held.

Article XIII. Notes

Section 1. All references to "mail" shall include e-mail or postal mail.

Section 2. All references to "in writing" shall include electronic documents.