

**United States**  
**Amateur Ballroom Dancers Association**  
*Willamette Chapter*

**BYLAWS**

**ARTICLE I**  
**NAME AND SEAT**

- 1.1. **NAME.** The name of the Willamette Chapter of the United States Amateur Ballroom Dancers Association, Inc. shall be "USABDA-Willamette" (herein referred to as "USABDA-Willamette" or "Chapter").
- 1.2. **SEAT.** The seat of USABDA-Willamette shall be the address of the incumbent President, unless otherwise directed by the Chapter's Board of Directors.

**ARTICLE II**  
**PURPOSE**

USABDA-Willamette shall function as the local chapter of the United States Amateur Ballroom Dancers Association, Inc. (herein referred to as "USABDA-National"). USABDA-National is a non-profit corporation organized to promote social and competitive ballroom dancing to people of all ages. USABDA-Willamette shall:

- 2.1. Abide by the Bylaws, Rules and Policies adopted by USABDA-National;
- 2.2. Recruit new members to USABDA-Willamette from, and serve the needs of, the residents of the Willamette River Valley, Northern Oregon and Southwest Washington;
- 2.3. Act as a liaison between the Chapter's members and USABDA-National;
- 2.4. Engage in activities that serve to promote and support amateur ballroom dancing in the Willamette River Valley, Northern Oregon and Southern Washington;
- 2.5. Hold local ballroom dances, competitions, and contests;
- 2.6. Present exhibitions by local, regional and national amateur and professional dancers;
- 2.7. Encourage dancers at all levels to increase their skills;
- 2.8. Encourage local high school and college students to participate in ballroom dance;
- 2.9. Inform the public about ballroom dance instruction and places to dance;
- 2.10. Establish cooperative relationships with, information about, and exposure to, local dance studios and independent dance instructors;
- 2.11. Encourage Chapter members to participate in a variety of Chapter activities and leadership opportunities;
- 2.12. Remain autonomous in the governance of the Chapter's affairs, except for compliance with the Bylaws, Rules and Policies of USABDA-National; and not delegate determination or control for matters central to such governance to, nor maintain any affiliations with, any organization, except USABDA-National, that would bind the Chapter to the other organization's rules or decisions;

- 2.13. Not carry on propaganda for, participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office; and
- 2.14. Not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

### **ARTICLE III** **MEMBERSHIP**

- 3.1. **ELIGIBILITY AND GRANT.** Eligibility for active membership in USABDA-Willamette is determined by and membership is granted by USABDA-National according to its Bylaws, Rules and Policies. Members may be disciplined, or membership in USABDA-Willamette may be withdrawn according to those same Bylaws, Rules and Policies.
- 3.2. **CATEGORIES AND PRIVILEGES.** Membership categories and privileges are determined and regulated by USABDA-National according to its Bylaws, Rules and Policies. The members of those membership categories who have voting privileges are referred to herein as "Voting Members".

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

- 4.1. **AUTHORITY.** The management and administration of USABDA-Willamette shall be vested in the Board of Directors (herein referred to as the "Board").
- 4.2. **COMPOSITION.** The Board will usually consist of fifteen (15) members, but in any event shall consist of not less than seven (7) nor more than twenty-one (21) members (herein called "Board Members"). The number of Board positions actually occupied shall be referred to herein as "the total number of Board Members".
- 4.3. **ELIGIBILITY.** Board Members must be Voting Members of USABDA-Willamette in good standing.
- 4.4. **NOMINATING AND ELECTIONS COMMITTEE.** At least four (4) months before the Annual Membership Meeting, the Board shall appoint a Nominating and Elections Committee. The Committee shall consist of at least three (3), but preferably five (5) Voting Members of the Chapter in good standing. The current President may not serve on the Committee, and none of the Committee members may be a candidate for election to the Board.

- 4.4.1. Solicitation of Volunteers and Petitioners.** The Nominating and Elections Committee shall solicit volunteers for nomination to the Board by publishing a notice in the Chapter newsletter or by mailing a notice to Chapter's Voting Members. That solicitation shall be made at least ninety (90) days before the Annual Membership Meeting. The notice shall state the date of that meeting and that the election will be held on that day. The notice shall also state that the Nominating and Elections Committee must place the name of any Voting Member of the Chapter on the ballot for election to the Board if that person is in good standing and presents to the Committee a petition signed by at least ten percent (10%) of the Chapter's Voting Members or twenty (20) Voting Members of the Chapter, whichever is less. The notice shall also state what will be considered ten percent (10%) of the Chapter's Voting Members, which number shall be based upon the Monthly Chapter Membership Report provided by USABDA-National for the fourth month immediately preceding the month of the Annual Membership Meeting. The notice shall also state that such petitions must include the USABDA Member Number of each signer and that a signer must not have signed a petition for another candidate for Board membership in the same year. The notice shall also state the date by which volunteers must notify a member of the Committee of their interest in serving on the Board and the date by which petitions must be presented to the Committee. Both of those dates shall be sixty (60) days before the Annual Membership Meeting.
- 4.4.2. Solicitation of Particular Individuals.** In addition to soliciting volunteers generally, the Nominating and Elections Committee may also solicit particular individuals whom the Committee considers a good candidate for nomination to the Board. Members of the Committee shall refrain, however, from active campaigning and electioneering for any candidate and shall maintain a non-partisan role throughout the election.
- 4.4.3. Slate of Nominees.** The Nominating and Elections Committee shall present to the Board a slate of proposed members for the coming year's Board not later than forty-five (45) days before the Annual Membership Meeting. All persons so nominated shall be Voting Members in good standing whose willingness to serve have been assured in writing. The proposed slate will consist of at least one nominee for each available Board position, which will usually number fifteen unless the Board determines that a lesser or greater number is more appropriate. The proposed slate may include any, or all, or none of the volunteers, at the Committee's discretion, provided that consideration is given to all volunteers and that all nominees are Voting Members of the Chapter in good standing. The proposed slate shall, however, include any and all names of Voting Members of the Chapter in good standing supported by a properly filed petition of the Chapter's membership.
- 4.5. GENERAL ELECTIONS.** The election of Board Members shall occur on the day of the Annual Membership Meeting and shall be conducted according to the following procedures:

- 4.5.1. Ballots.** Not later than thirty (30) days before the Annual Membership Meeting, the Nominating and Elections Committee shall prepare a written ballot listing the names of the proposed Board Members it has nominated on its slate. The ballot shall be included with an issue of the Chapter Newsletter that is mailed to all Voting Members. The form of the ballot shall include lines for the name and USABDA Member Number of the Voting Member and shall state that ballots returned without those lines filled in will not be counted. The form of the ballot shall also state the Chapter's mailing address and the date by which the ballot must be received, which date shall be the day before the Annual Membership Meeting.
- 4.5.2. Tellers.** Not later than thirty (30) days before the Annual Membership Meeting, the Nominating and Elections Committee shall appoint three (3) tellers to collect and tally all written ballots and to certify the election results. The tellers shall be Voting Members of the Chapter in good standing, who are not Board Members, not members of the Committee, and not candidates for the Board. The tellers shall collect any ballots mailed to the Chapter's mailing address and received by the day before the Annual Membership Meeting. On the day of the Annual Membership Meeting, the tellers shall confirm that each ballot is validly cast and is not a duplicate by comparing the name and USABDA Membership Number on the ballot to the most recent Monthly Chapter Membership Report provided by USABDA-National. The tellers shall then tally the valid ballots. The nominees with the largest number of votes shall be assigned Board positions sequentially until all positions are filled. In the event that a tie vote occurs between the last nominees to be assigned Board positions, then the Board Members who received a larger number of votes shall decide whom of the last nominees shall be elected to the remaining Board position(s) at the first Board meeting of the calendar year immediately following the Annual Membership Meeting. The tellers shall report the total count of all valid ballots cast to the President and shall report the names of the newly elected Board members to the membership during the Annual Membership Meeting or as soon thereafter as is practical. The tellers shall give all the written ballots, valid and invalid, to the Secretary, who shall retain them for at least six (6) months after the Annual Membership Meeting.
- 4.6. TERM OF OFFICE.** The term of office for Board Members elected at the Annual Membership Meeting shall commence on January 1 of the year immediately following the Annual Membership Meeting and shall expire on December 31 of that same year.
- 4.7. RESIGNATION BY LETTER.** A Board Member may resign at any time. A resignation shall be submitted to the President in writing and will become effective at the time specified in that written resignation. If no time is specified in the written resignation, then upon its receipt by the President.
- 4.8. RESIGNATION BY ABSENCE.** A Board Member who is absent from more than three (3) consecutive regular Board meetings or is absent from more than two-thirds (2/3) of

the total meetings of the Board during any six (6) month period, may, upon concurrence of a majority of the total number of remaining Board Members, be considered to have resigned by absence.

- 4.9. REMOVAL.** A Board Member may be removed for cause by an assenting vote of a majority of the Voting Members or by an affirmative vote of seventy-five percent (75%) of the total number of remaining Board Members.
- 4.10. VACANCIES.** In the event of the death, resignation, or removal for any reason of a Board Member, the President shall fill the resulting vacancy by appointment for the unexpired term, subject to ratification by the Board at its next Regular Meeting.
- 4.11. COMPENSATION.** No member of USABDA-Willamette, including Board Members, shall receive any compensation relating to the administration of USABDA-Willamette matters. Any member of USABDA-Willamette, including Board Members, may receive, however, with the approval of the appropriate Committee Chairperson or the President, reimbursement for actual out-of-pocket expenses incurred while performing specifically assigned duties for the benefit of the Chapter.

## **ARTICLE V** **OFFICERS**

- 5.1. OFFICER POSITIONS.** The Chapter shall have the following executive positions:
- 5.1.1. President
  - 5.1.2. Executive Vice President
  - 5.1.3. Secretary
  - 5.1.4. Treasurer

The Chapter may also have the following executive positions, at the discretion of the Board:

- 5.1.5. Vice-President for College/Youth
- 5.1.6. Vice-President for DanceSport
- 5.1.7. Vice-President for Social Dance

The persons holding these positions shall be called "Officers".

- 5.2. QUALIFICATIONS.** Officers must be current Board Members.
- 5.3. ELECTIONS.** All Officer positions shall simultaneously be filled or ratified by written ballot with a majority vote of the Board as the first item of business when any of the following occurs:
- 5.3.1. At the first meeting of the Board in the calendar year immediately following a General Election held at the Annual Membership Meeting;
  - 5.3.2. An Officer position is vacated for any reason;

- 5.3.3. One half (1/2) or more of the total number of current Board Members call for an election at a Board Meeting; or
- 5.3.4. In the event that votes are made for more than two (2) candidates for an Officer position, a runoff election will be held between the two (2) nominees who receive the largest number of votes.

**5.4. PRESIDENT'S AUTHORITY AND RESPONSIBILITIES.** The President shall:

- 5.4.1. Preside at all meetings of the general membership of USABDA-Willamette and at all meetings of the Board;
- 5.4.2. Be an ex-officio member of all USABDA-Willamette committees;
- 5.4.3. Represent USABDA-Willamette at any other meetings or to any other organized groups, whether professional or amateur;
- 5.4.4. See that the orders and resolutions of the Board are carried out by Chapter Officers or other appropriate persons;
- 5.4.5. See that the Annual Chapter Report is timely filed with USABDA-National;
- 5.4.6. Have such other powers of supervision and management as may pertain to the office of President; and
- 5.4.7. Have such other authorities and responsibilities as designated by the Board.

**5.5. EXECUTIVE VICE-PRESIDENT'S RESPONSIBILITIES.** The Executive Vice-President shall:

- 5.5.1. Assist the President in organizing all meetings of the general membership of USABDA-Willamette and all meetings of the Board;
- 5.5.2. Sit as Co-Chairperson of the Chapter's Fund Raising Committee;
- 5.5.3. Sit as Co-Chairperson of the Chapter's Membership Committee;
- 5.5.4. Sit as Co-Chairperson of the Chapter's Publicity Committee;
- 5.5.5. Act in the place and stead of the President in his or her absence or incapacity;
- 5.5.6. Succeed the President in the event of a vacancy in the office of the President until a new President is elected; and
- 5.5.7. Have other authorities and responsibilities as designated by the Board.

**5.6. VICE-PRESIDENT FOR COLLEGE/YOUTH'S AUTHORITY AND RESPONSIBILITIES.** The Vice-President for College/Youth shall:

- 5.6.1. Provide leadership in initiating and supporting dance programs in local colleges, K-12 schools, and homeschooler groups;
- 5.6.2. Provide leadership in encouraging local dance studios and instructors to organize and teach classes for students at local colleges, K-12 schools, and homeschooler groups;
- 5.6.3. Sit as Co-Chairperson of the Chapter's College/Youth Committee; and
- 5.6.4. Have other authorities and responsibilities as designated by the Board.

**5.7. VICE-PRESIDENT FOR DANCESPORT'S AUTHORITY AND RESPONSIBILITIES.** The Vice-President for DanceSport shall:

- 5.7.1. Provide leadership in promoting DanceSport among local ballroom dancers, studios and independent instructors;
- 5.7.2. Provide leadership in organizing local ballroom dance competitions and exhibitions;
- 5.7.3. Sit as a Co-Chairperson of the Chapter's Competition/Exhibition Committee; and
- 5.7.4. Have other authorities and responsibilities as designated by the Board.

**5.8. VICE-PRESIDENT FOR SOCIAL DANCE'S AUTHORITY AND RESPONSIBILITIES.** The Vice-President for Social Dance shall:

- 5.8.1. Provide leadership in promoting "recreational dancing" as the initial foundation for the overall growth of all forms and styles of ballrooms dancing;
- 5.8.2. Provide leadership in organizing the Chapter's local social dance events;
- 5.8.3. Sit as a Co-Chairperson of the Chapter's Social Dance Committee; and
- 5.8.4. Have other authorities and responsibilities as designated by the Board.

**5.9. SECRETARY'S AUTHORITY & RESPONSIBILITIES.** The Secretary shall:

- 5.9.1. Keep the minutes of all meetings of USABDA-Willamette;
- 5.9.2. Record all votes at meetings and actions taken between meetings;
- 5.9.3. Distribute the minutes to all Board Members before the next regular meeting;
- 5.9.4. Correspond with other individuals and organizations on behalf of USABDA-Willamette;
- 5.9.5. Maintain the USABDA-Willamette Bylaws and distribute copies to all Board Members; and
- 5.9.6. Have other authorities and responsibilities as designated by the Board.

**5.10. TREASURER'S AUTHORITY AND RESPONSIBILITIES.** The Treasurer shall:

- 5.10.1. Be responsible for collecting and depositing all moneys due USABDA-Willamette in a bank designated by and in a manner directed by the Board;
- 5.10.2. Sign all checks, drafts and notes of USABDA-Willamette and obtain any necessary co-signatures of other Officers;
- 5.10.3. Maintain complete and accurate financial records;
- 5.10.4. Present financial statements at Board meetings and at the Annual Membership Meeting;
- 5.10.5. Assist the Board in preparing the annual budget for USABDA-Willamette;
- 5.10.6. Perform any financial reporting requirements required by USABDA-National;
- 5.10.7. Have other authorities and responsibilities as designated by the Board; and
- 5.10.10. At the discretion of the Board, be bonded at the Chapter's expense.

**5.11. DELEGATION.** Officers may delegate specific tasks to other individuals or committees, but shall retain the responsibility for those tasks.

- 5.12. RESIGNATION BY LETTER.** An Officer may resign at any time. A resignations shall be submitted to the President in writing and will become effective at the time specified in that written resignation. If no time is specified in the written resignation, then upon its receipt by the President. After resignation as an Officer, the individual shall continue to be a Board Member, unless he or she also resigns from the Board.
- 5.13. REMOVAL.** An Officer may be removed for cause by an affirmative vote of seventy-five percent (75%) of the total number of remaining Board Members.
- 5.14. VACANCIES.** In the event of the death, resignation, or removal for any reason of an Officer, the President shall fill the resulting vacancy by appointment for the unexpired term, subject to ratification by the Board at its next Regular Meeting.

## **ARTICLE VI** **COMMITTEES**

- 6.1. AUTHORITY.** The Board may create or dissolve standing or special committees and task forces and may charge those committees and task forces with specific authorities, responsibilities and tasks.
- 6.2. CHAIRPERSONS.** Each committee shall have at least one chairperson (herein referred to as "Chairperson"), who is appointed by the President. Whenever possible, each committee will also have a co-chairperson (herein referred to as "Co-Chairperson" or "Chairperson") to share equally with the other chairperson the responsibility of leading the committee's activities. The Co-Chairpersons of the College/Youth, Competition/Exhibition, and Social Dance Committees are automatically the respective Vice-Presidents of the Chapter, insofar as those positions are filled. The Co-Chairperson of the Fund Raising, Membership, and Publicity Committees is automatically the Executive Vice President of the Chapter. The President may appoint a new Chairperson or Co-Chairperson at any time.
- 6.3. CHAIRPERSON'S RESPONSIBILITIES.** A Chairperson of a committee shall:
- 6.3.1. Call committee meetings as deemed necessary;
  - 6.3.2. Preside over the committee's meetings;
  - 6.3.3. Recruit, appoint and dismiss committee members, which may include Associate Members and non-members;
  - 6.3.4. Effectively implement the authorities, responsibilities and tasks assigned to the committee by the Board;
  - 6.3.5. Report on the committee's actions to the Board in writing or in person at intervals determined by the Board; and
  - 6.3.6. See that the committee abides by the USABDA-National Bylaws, Rules and Policies; the Chapter Bylaws; and the policies of the Board.
- 6.4. LIMITATIONS.** Committees shall not:

- 6.4.1. Incur indebtedness on behalf of the Chapter or otherwise commit the Chapter without the prior approval of the President or the Board as is required by these Bylaws;
- 6.4.2. Circumvent or alter the Bylaws, Rules and policies or established procedures of USABDA-National or the Chapter;
- 6.4.3. Implement any rules, policies or procedures for the Chapter without prior approval of the Board; or
- 6.4.4. Exceed their prescribed duties or functions.

**6.5. OPERATING COMMITTEES.** USABDA-Willamette will have the following standing operating committees:

**6.5.1. Competition/Exhibition Committee.** The Competition/Exhibition Committee is charged to:

- 6.5.1.1. Make recommendations to the Board regarding what local dance competitions and exhibitions would be appropriate and beneficial for the Chapter;
- 6.5.1.2. Make recommendations to the Board regarding when, where and how such competitions and exhibitions should be held;
- 6.5.1.3. Organize and manage any local dance competitions and exhibitions sponsored by the Chapter;
- 6.5.1.4. Assist the Board and other Chapter committees in supporting the needs of the Chapter; and
- 6.5.1.5. Accomplish any other matters assigned by the Board.

**6.5.2. Social Dance Committee.** The Social Dance Committee is charged to:

- 6.5.2.1. Make recommendations to the Board regarding what social dances and activities would be appropriate and beneficial for the Chapter;
- 6.5.2.2. Make recommendations to the Board regarding when, where and how such social dances and activities should be held;
- 6.5.2.3. Organize and manage any such social dances and activities undertaken by the Chapter;
- 6.5.2.4. Assist the Board and other Chapter committees in supporting the needs of the Chapter; and
- 6.5.2.5. Accomplish any other matters assigned by the Board.

**6.5.3. Youth/College Committee.** The Youth/College Committee is charged to:

- 6.5.3.1. Make recommendations to the Board regarding what youth and college programs and activities would be appropriate and beneficial for the Chapter;
- 6.5.3.2. Make recommendations to the Board regarding when, where and how such youth and college programs and activities should be undertaken by the Chapter;

- 6.5.3.3. Organize and manage any youth and college programs and activities, such as dance lessons, social dances and competitions undertaken by the Chapter;
- 6.5.3.4. Assist the Board and other Chapter committees in supporting the needs of the Chapter; and
- 6.5.3.5. Accomplish any other matters assigned by the Board.

**6.6. ADMINISTRATIVE COMMITTEES.** USABDA-Willamette will have the following standing administrative committees:

**6.6.1. Fund Raising Committee.** The Fund Raising Committee is charged to:

- 6.6.1.1. Make recommendations to the Board regarding what fund raising activities would be appropriate and beneficial for the Chapter;
- 6.6.1.2. Make recommendations to the Board regarding when, where and how such fund raising activities should be undertaken by the Chapter;
- 6.6.1.3. Organize and manage any fund raising activities undertaken by the Chapter;
- 6.6.1.4. Assist the Board and other Chapter committees in supporting the needs of the Chapter; and
- 6.6.1.5. Accomplish any other matters assigned by the Board.

**6.6.2. Membership Committee.** The Membership Committee is charged to:

- 6.6.2.1. Make recommendations to the Board regarding what membership growth and retention activities would be appropriate and beneficial for the Chapter;
- 6.6.2.2. Make recommendations to the Board regarding when, where and how such membership growth and retention activities should be accomplished;
- 6.6.2.3. Organize and manage any membership growth and retention activities undertaken by the Chapter;
- 6.6.2.4. Assist the Board and other Chapter committees in supporting the needs of the Chapter; and
- 6.6.2.5. Accomplish any other matters assigned by the Board.

**6.6.3. Publicity Committee.** The Publicity Committee is charged to:

- 6.6.3.1. Make recommendations to the Board regarding what publicity and promotion activities would be appropriate and beneficial for the Chapter;
- 6.6.3.2. Make recommendations to the Board regarding when, where and how such publicity and promotion activities should be undertaken by the Chapter;

- 6.6.3.3. Organize and manage any publicity and promotion activities undertaken by the Chapter;
- 6.6.3.4. Assist the Board and other Chapter committees in supporting the needs of the Chapter; and
- 6.6.3.5. Accomplish any other matters assigned by the Board.

**6.7. OTHER COMMITTEES.** In addition to the foregoing standing committees, the Board may appoint such special committees and task forces as may be needed to address specific problems or tasks for the Chapter. The President may select the members of these special committees or task forces based upon their unique qualifications and may include Associate Members and non-members.

## **ARTICLE VII**

### **MEETINGS**

#### **7.1. GENERAL MEMBERSHIP MEETINGS**

**7.1.1. Annual Meeting.** An annual meeting of the entire USABDA-Willamette membership (herein referred to as the "Annual Membership Meeting") shall be held each calendar year, between October 1 and December 31, the exact date to be determined by the Board. Notice of the meeting shall be made in writing to all USABDA-Willamette members at least two (2) weeks in advance. The Agenda for the Annual Meeting shall include:

- 7.1.1.1. Reports from the Chairpersons of the Chapter's committees on past and proposed projects and activities;
- 7.1.1.2. A report from the President on the Board's plans for future projects and activities;
- 7.1.1.3. A report from the Treasurer on the Chapter's finances and budget;
- 7.1.1.4. Other Chapter business as developed by the Board;
- 7.1.1.5. Any new business proposed by the membership from the floor; and
- 7.1.1.6. Results of the election of the next year's Board.

**7.1.2. Special Meetings.** A special meeting of the entire USABDA-Willamette membership shall be called by the President upon a vote by the Board to hold such a special meeting to consider any issues deemed by the Board to require discussion or decision by the general membership. Notice of the special meeting shall be made in writing to all USABDA-Willamette members at least one (1) week in advance.

#### **7.2. BOARD OF DIRECTORS MEETINGS**

**7.2.1. Regular Meetings.** Regular meetings of the Board shall be held at times and places determined by the Board. Notice of the meeting shall be made in writing, telephonically, or electronically to all Board Members and Committee Chairpersons at least two (2) weeks in advance.

- 7.2.2. Special Meetings.** Special meeting of the Board may be called for any purpose at the order of the President, or if he/she is absent or unable or refuses to act, then on the order of one of the Vice-Presidents, or on the collective order of any three (3) Board Members. Notice of the special meetings must be communicated to all Board Members and Committee Chairpersons at least two (2) days in advance.
- 7.2.3. Quorum.** Unless otherwise specified in these Bylaws, the Board may make binding decisions regarding Chapter matters at a properly called meeting only if a quorum of at least one half (1/2) of all current Board Members is present, either in person or by proxy on specific issues.
- 7.2.4. Voting.** Unless otherwise specified in these Bylaws, all decisions of the Board shall be reached by the affirmative vote of a simple majority of the Board Members present at a meeting where a quorum is present. The President shall not vote unless there is a tie vote among the other Board Members present, in which event the President shall vote to break the tie.
- 7.2.5. Proxy Votes.** A Board Member, who will be absent from a Board meeting, may not grant a general proxy to another Board Member, thereby authorizing that Board Member to vote without limitation on any issue considered at the Board meeting. Likewise, a Board Member, who will be absent from a Board meeting, may not grant a general proxy to another Board Member in order to establish a general quorum at the Board meeting. Board Members, who will be absent from a Board meeting, may, however, communicate their proxy votes on specific issues:
- 7.2.5.1. In writing to the President, or
  - 7.2.5.2. Verbally to at least two (2) other Board Members who will attend the meeting.
- 7.2.6. Meetings in the Absence of a Quorum.** In the absence of a quorum, the Board may continue to meet and hear reports and hold discussions. Any decisions reached must, however, be approved by the required number of Board Members at a later time before taking effect, unless a quorum exists on specific issues by virtue of proxy votes.
- 7.2.7. Votes Between Meetings.** In-between regular Board meetings, decisions which cannot or should not be delayed until the next regular Board meeting may be made with the agreement of at least one-half (1/2) of the total number of Board Members by telephone, e-mail, etc. These decisions shall be documented and presented to the full Board for ratification at the next Board meeting where a quorum is present.

**7.2.8. Meeting Attendance.** Board meetings shall be open to the following individuals, unless the Board votes to hold a closed session:

- 7.2.8.1. All USABDA-Willamette members without invitation;
- 7.2.8.2. Officers or Committee members of USABDA-National without invitation; and
- 7.2.8.3. Other interested individuals upon invitation by a Board Member and concurrence of the Board.

**7.2.9. Transition Meeting.** The first Board meeting of the calendar year shall include members of the previous year's Board to allow orientation of new Board Members to the Chapter's administrative procedures and plans for future activities.

**7.3. COMMITTEE MEETINGS.** Committee meetings shall be held at times and places determined by the committee's Chairpersons. Notice of the meetings shall be made to all committee members in writing, telephonically, electronically, or by any other convenient method, and at a time sufficiently in advance of the meeting to allow Committee members to schedule their attendance. If a formal vote on an issue being considered by the Committee is required, that vote shall be made on the same terms as it would be if the issue were being considered by the Chapter's Board.

**7.4. PARLIAMENTARY AUTHORITY.** *Robert's Rules of Order, Newly Revised* shall be the Parliamentary Authority of USABDA-Willamette except where those Rules are inconsistent with the USABDA-National Bylaws, Rules and Policies; these Bylaws; or any special rules the Board may adopt.

## **ARTICLE VIII**

### **FINANCIAL ADMINISTRATION**

**8.1. FISCAL YEAR.** The fiscal year of USABDA-Willamette shall be the calendar year and shall commence upon the first of January.

**8.2. DUES.** The Board may approve collection of Chapter dues. The annual amount of those Chapter dues, if any, will be set by the Board with at least one (1) month advance notification to the Chapter membership. Such Chapter dues shall be payable and collectible separate from USABDA-National dues. Annual Chapter dues shall be due and payable on the first day of January, unless the Board sets another date. Any member failing to pay annual Chapter dues on or before March 30<sup>th</sup> of the current year, unless the Board sets another date, may be dropped from the Chapter's membership rolls as directed by the Board and will not be eligible to vote at the Annual Membership Meeting or upon any matter submitted to the Chapter membership for a vote. If a member's dues are paid, the member will be reinstated to good standing upon receipt.

**8.3. INDEBTEDNESS.** No member of USABDA-Willamette shall incur indebtedness for which the Chapter will be liable without the express consent of a majority vote of a

quorum of the Board, except that the President may individually approve an expenditure related to Chapter activities and not exceeding two hundred dollars (\$200.00).

- 8.4. INDEMNIFICATION.** The Board may obtain insurance or otherwise indemnify its Officers and Members against liabilities, suits, or other actions that may arise against them personally for situations arising out of their service to the Chapter. There shall, however, be no indemnification of any person found guilty of committing unlawful acts and no indemnification that would be unlawful or contrary to public policy. Accident and medical insurance may be obtained through USABDA-National for USABDA sanctioned competitions and for social dance activities sponsored and managed by the Chapter.
- 8.5. AUDITS.** Audits of the books and records of USABDA-Willamette may be initiated at the discretion of the Board.
- 8.6. BOOKS AND RECORDS.** The books and records of USABDA-Willamette shall be open to inspection by any Voting Member in good standing and to inspection by any other person as may be approved by the Board. The inspection shall be at a reasonable place and time as determined by the Board.

#### **ARTICLE IX** **ABEYANCE AND DISSOLUTION**

- 9.1. ABEYANCE.** Upon a decision by the Board to suspend, but not dissolve the Chapter, all monies remaining in the Chapter treasury shall be placed in escrow, to be retrieved only upon reactivation of the USABDA-Willamette Chapter or upon formation of a new, nationally sanctioned chapter serving the local geographic area.
- 9.2. DISSOLUTION.** Upon dissolution of the USABDA-Willamette Chapter and the discharge of its affairs, any funds and property of the Chapter remaining thereafter shall be held in escrow by USABDA-National for a period of two (2) years. If the Chapter is reactivated as the USABDA-Willamette Chapter or is replaced by a new, nationally sanctioned chapter serving the local geographic area within the two (2) year period, the escrowed funds and property will be returned to the reactivated or new chapter. Thereafter, the escrowed funds and property shall inure to and become the property of USABDA-National.

#### **ARTICLE X** **AMENDMENTS AND CONFLICTS**

##### **10.1. AMENDMENTS**

- 10.1.1. Form of Proposal.** Amendments to or repeal of these Bylaws may be proposed by the Board or by a petition from twenty-five percent (25%) of the Voting Members of the Chapter. If proposed by petition, the amendments or repeal shall be voted upon:

- 10.1.1.1. At either the Annual Membership Meeting or at a Special Meeting of the general membership, if either such meeting is held within one (1) month from the receipt of the petition; or
- 10.1.1.2. By written ballots mailed to all Voting Members within one (1) month from the receipt of the petition.

**10.1.2. Vote at Open Meeting.** These Bylaws may be amended or repealed by two-thirds (2/3) of the votes cast by the Voting Members of USABDA-Willamette in good standing attending the Annual Membership Meeting or any Special Meeting of the general membership called for that purpose, among any other purposes.

**10.1.3 Vote by Mailed Ballot.** These Bylaws may be amended or repealed by two-thirds (2/3) of the votes received from the Voting Members of USABDA-Willamette in good standing in response to written ballots mailed to all Voting Members, provided that ballots are received from twenty-five percent (25%) or more of the Voting Members.

**10.2. NOTIFICATION.** After amendment, the Secretary shall provide copies of the new Bylaws to the USABDA-National President, Secretary and Regional Vice-President.

**10.3. CONFLICTS.** In the event of conflicts between or among the various authorities cited in these Bylaws, the order of priority of control shall be:

- 10.3.1. USABDA-National Bylaws, Rules and Policies;
- 10.3.2. These Bylaws;
- 10.3.3. Policies adopted by the Board; then
- 10.3.4. *Robert's Rules of Order, Newly Revised.*

Approved and adopted this tenth day of November, 2001.

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Secretary, Board of Directors  
USABDA-Willamette