

# **Blue Ridge Scottish Dance School, Inc.**

## **BY-LAWS**

### **Article 1. NAME**

The name of the organization shall be “Blue Ridge Scottish Dance School, Inc.”, (hereinafter called BRSDS, Inc.)

### **Article 2. ASSOCIATION WITH THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY**

1. The BRSDS, Inc. is an independently constituted organization consisting of members and non-members of the Royal Scottish Country Dance Society (hereinafter called “the Society”). BRSDS, Inc. is currently a sponsored activity of the Atlanta Branch of the RSCDS and of the Carolinas Branch of the RSCDS. Additional Branches of RSCDS may also become sponsors in the future.
2. While BRSDS, Inc. has similar objects to and associates with the Society Branches named above, it operates and carries out its administration and management independently of the Royal Scottish Country Dance Society and the Sponsoring Branches.

### **Article 3. PURPOSE**

1. The purpose of the BRSDS, Inc. shall be to advance the education and engagement of the public in the Southeast Region of the United States (hereinafter called “the Southeast USA”) in traditional Scottish country dancing and in furtherance thereof: (a) promote and preserve and further the practice of traditional Scottish country dancing; (b) provide or assist in providing education or instruction to Society standards in the practice of Scottish country dancing, including by establishing and operating annual dance weeks; (c) promote the enjoyment and appreciation of Scottish country dancing and music by any suitable means; (d) generally do such other things as are or may be considered to further the foregoing objectives, including building working links with other local traditional dance and music initiatives; (e) conduct its business in line with the commitments it has given in any agreements with the sponsoring RSCDS Branches.
2. BRSDS, Inc. is formed exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code or laws.

### **Article 4. CONTRIBUTORS AND MEMBERSHIP**

1. BRSDS, Inc. will not have members, and will not charge membership fees, but will depend on contributors for operation and management activities as defined below:

- a. Volunteers: Any individual helping in planning, organizing, conducting and supporting BRSDS, Inc. events and activities, either through donated time, money, and or donations in kind within the past three years, as documented by BRSDS, Inc. records.
  - b. Recent BRSDS, Inc. Participants: Any individual identified as a registered participant in BRSDS, Inc. events such as dance classes, school events, demonstrations or other activities specifically identified as BRSDS, Inc. events. Recent Participant is identified as any person having participated in an official BRSDS, Inc. event in the past three years.
  - c. Donors: Any individual who has supported BRSDS, Inc. with donations of time, money or other donations of material value within the past three years.
  - d. Sponsoring RSCDS Branches: Any RSCDS Branch that has contributed significant donations of time, money or other donations of material value within the past three years.
2. All recent volunteers, participants, and donors as defined above and who have reached the age of eighteen will be eligible to vote on the election of BRSDS, Inc. officers and other official votes. Sponsoring RSCDS Branches will have one vote each, to be cast by the official sponsoring branch representative on the BRSDS, Inc. Board of Directors as designated in Article 6.1.f.

## **Article 5. OFFICERS**

1. As a new corporation, BRSDS, Inc. shall be managed for its first two years of operation by a slate of volunteer interim officers, including a President, Vice President, Secretary and Treasurer. These officers shall remain in office until the end of the FY 2022 Fiscal year, ending on December 31, 2022. The interim officers will appoint a slate of committee chairmen as needed, who will make up an interim Board of Directors to assist the interim Officers in the operation of BRSDS, Inc.
2. The first slate of elected officials shall be elected by vote of the BRSDS, Inc. contributors in July 2022, at the conclusion of the first annual BRSDS, Inc. Dance Week, in an Annual General Meeting. The elected Officers of the BRSDS, Inc, all of whom shall be recent contributors of BRSDS, Inc. who have attained the age of 18, shall consist of the President, the Vice-President, the Secretary and the Treasurer. These officers shall all be elected at the Annual General Meeting of the BRSDS, Inc. in accordance with the By-Laws of the organization.  
  
In that first election, two of the officers, Vice President and Treasurer, will be elected for one year terms and the President, and Secretary, will be elected for two year terms, in order to allow for rotation of officers off the Board on an annual basis, without losing all officers in the same year. After the initial election, all officers will be elected for and will serve for two-year terms and will be eligible to be re-elected for a second two-year term, all officers serving a maximum of four years without a break in service.
3. Previous officers may be re-elected for additional terms of office after a two-year break in service.
4. In the event of a vacant officer position, the Board of Directors shall have power to appoint an Interim President, Vice-President, Secretary and/or Treasurer to fill vacancies in any elected posts occurring between Annual General Meetings but any officer so appointed shall serve only until the next Annual General Meeting when he/she shall be eligible for election.

5. On completion of his/her term of office or in the case of early resignation, an Officer shall not be eligible for re-election to the Board of Directors in any capacity until at least two years has elapsed.
6. Immediate Ex- presidents shall serve on the Board of Directors as Ex Officio members for the duration of their successor's term of office.

## **Article 6. BOARD OF DIRECTORS**

### **1. Board Membership and Meetings**

- a. The affairs of BRSDS, Inc. shall be administered by a Board of Directors, (hereinafter called "the Board") composed of the President, Vice-President, Secretary, Treasurer, and Committee Chairs to be appointed by the four officers.
- b. The officers of the Board shall be elected annually on a rotating schedule at the Annual General Meeting of the BRSDS, Inc. generally held at the conclusion of the summer dance week. New officers will take office the following December. After election, the new and returning officers will immediately appoint (or re-appoint) committee chairs so that a full board is available by the end of the fiscal year (end of December).
- c. Committees and their chair positions on the Board may include but are not limited to and are subject to change at the discretion of the elected officers: Marketing and Communications, Logistics, Hospitality, Legal and Finance, Fund Raising, Teaching/Dance, Music, Extracurricular Activities, and General Assistance (Management Assistant). Each Committee Chair will report to one of the elected officials.
- d. The Board shall have the power to fill a vacancy among the committee chairs of the Board by co-option but any contributor so co-opted will serve only until the next following Annual General Meeting when he/she may be re-appointed by the new officers.
- e. All members of the committee must be recent contributors to BRSDS, Inc. and be at least 18 years old. Potential committee members will be solicited annually from the list of all BRSDS, Inc. contributors (volunteers, participants and donors).
- f. All RSCDS Branches who have been identified and have agreed to be sponsors of BRSDS, Inc. shall have a representative on the Board of Directors. Each sponsoring branch representative shall be appointed by the respective sponsoring branch. These representatives may serve as an elected official or as a committee chair and shall be identified as the official representative of their respective Branches in addition to their chair or officer duties but shall have only one vote in any BRSDS, Inc. actions.
- g. A Quorum of the Board shall be a majority of board members, counting all elected officers and appointed committee chairs. As board members are scattered across the United States, these meetings may be in person, via internet, phone conferencing, Skype, or ZOOM depending on location and practicality.

### **2. Powers and Duties of Committees**

- a. The committees shall have the power to constitute sub-committees on an ad hoc basis either from its own membership or by co-opting other BRSDS, Inc. contributors and to entrust them with such duties as it considers necessary for the efficient working of BRSDS, Inc. affairs. Such co-opted contributors shall not have voting powers.

c. Committee meetings shall be held at regular intervals for the efficient running of BRSDS, Inc.

## **Article 7. DUTIES OF OFFICERS**

1. President - The President is the executive officer of the BRSDS, Inc. The president shall preside at BRSDS, Inc. meetings and at meetings of the Board of Directors. In the absence of the President from a meeting the Vice-President shall take the chair, failing whom a chairman shall be appointed from among those present. The presiding officer of any meeting, whether a BRSDS, Inc. or Board of Directors' meeting, shall have a casting as well as a deliberative vote. The President will direct the activities of the following board of director committees: Extracurricular Activities, Fund Raising, and General Assistance Committees.

2. Vice President - The Vice President shall serve in all capacities as the executive officer of the BRSDS, Inc. in the absence of the President. The Vice President will direct the activities of the following board of director committees: Teaching and Dance and the Music Committees.

3. Secretary - The Secretary shall see that regular meetings are held and properly recorded and conduct the correspondence of the BRSDS, Inc. Additionally, the Secretary shall: (a) prepare an annual report of the activities of the BRSDS, Inc. during the preceding year; (b) ensure that a register of contributors of the BRSDS, Inc. is maintained and communicated to the board of directors as required. The Secretary will direct the activities of the following board of director committees: Marketing, Communications and Hospitality Committees.

4. Treasurer - It shall be the duty of the Treasurer to receive, bank in the BRSDS, Inc. accounts, and account for all monies collected by whatever agency from BRSDS, Inc. contributors or from other sources. Additionally the Treasurer shall: (a) cause proper account books to be kept and ensure that the annual accounts of the BRSDS, Inc. are properly examined or audited as required by law; (b) make the annual BRSDS, Inc. accounts available for inspection at reasonable times and present the accounts for adoption by the BRSDS, Inc. at the Annual General Meeting. The Treasurer serves as the Chair of the Legal and Finance Committee and supervises all the activities of that committee and oversees the Logistics Committee.

## **Article 8. DUTIES OF COMMITTEE CHAIRS, COMMITTEES AND AMBASSADORS**

1. General duties for all committee chairs: The chairs lead the committees, provide regular feedback to the board on committee progress, and provides feedback on events. Reports progress to their Officer Liaison at least quarterly.

2. Specific duties for individual committees:

a. Legal and Finance Committee: Researches non-profit status, writes organizational documents, works with contracts, insurance and other legal issues, develops and implements a budget, establishes and maintains bank accounts, and works with financial documents and records. Ensures all legal requirements for reporting and auditing are completed as required by law. Reports to and is chaired by the BRSDS, Inc. Treasurer.

b. Marketing and Communications Committee and BRSDS, Inc. Ambassadors: Develops and operates social media presence and website. Responsible for advertising, press and marketing plans. Responsible for daily communication during the event including group texts, daily newsletter, filming and photography. Provides continuous communications to and from all interested BRSDS, Inc. contributors and the general public. Works closely with BRSDS, Inc. officers and other committee chairs to develop content and distribute information through social media, publicity and website. Ambassadors promote and encourage attendance at BRSDS, Inc. events through word of mouth and distribution of written and social media materials, as well as relaying new contacts of prospective dancers, teachers, or musicians to the board. Reports to the BRSDS, Inc. Secretary.

d. Fundraising Committee: Develops and implements outreach for fundraising, including planning and management of projects (i.e. raffles, auctions, merchandising, benefit concerts, solicitations, outright gifts, donation requests, donor recognition, and other fundraising activities). Works with finance and legal committee to determine legal requirements of fundraising activities. Reports to the BRSDS, Inc. President.

e. Logistics Committee: Responsible for venue, contracts, lodging, food, travel, first aid and other logistical needs. Reports to the BRSDS, Inc. Treasurer.

f. Extracurricular Committee: Develops afternoon Breakout sessions, evening afters entertainment and optional field trips. Reports to the BRSDS, Inc. President.

g. Teaching/Dance Committee: Develops curriculum for classes. Contacts and develops contracts with teachers. Provides on-site assistance for each teacher before, during, and after classes. Develops and manages evening dances, including program, briefing, and coordination with music committee. Provides copies of workshop dances prior to end of week. Reports to the BRSDS, Inc. Vice President.

h. Music and Sound Committee: Responsible for contacting, contracting with, and supporting the musicians during workshops and dances. Provides sound equipment setup and technical expertise. Identifies and selects pipers and special music for BRSDS, Inc. events. Reports to the BRSDS, Inc. Vice President.

i. Hospitality Committee: Registers and welcomes attendees on site on Sunday and Wednesday to the BRSDS, Inc. Dance Week and nurtures attendees including efforts to welcome first time participants, organizes evening afters party's supplies (incl. paper products) and any special meal setup (banquets, picnics, etc.) as needed. Responsible for onsite decorations. Provides ongoing support for attendees. Concentrates efforts to welcome first time participants throughout the session. Develops a series of ice breaker and mixer events throughout the week. Also responsible for banquet menu selection, decorations, and other banquet needs. Reports to the BRSDS, Inc. Secretary

j. General Assistance Committee: This committee is chaired by the BRSDS, Inc. Management Assistant, who serves as assistant to the BRSDS, Inc. President for management activities and tasks. Helps cover vacancies in other committees as needed. Provides access to and from all BRSDS Inc. contributors on interests and requests from participants, leads evaluation and analysis of events, develops and administers questionnaires and presents suggestions for changes and improvements to the event. At the request of President or Vice President the committee provides support and assistance to board officers and committee chairs for emerging issues and activities that are not supported elsewhere. Reports to the BRSDS, Inc. President.

k. Ambassadors: Ambassadors shall be appointed by the BRSDS, Inc. Board of Directors and shall provide contacts to local and regional groups interested in BRSDS, Inc. events. Ambassadors promote and encourage attendance at BRSDS, Inc. events through word of mouth and distribution of written and social media materials, as well as relaying new contacts of prospective dancers, teachers, or musicians to the board.

#### **Article 9. BRSDS, INC. MEETINGS**

1. (a) The Annual General Meeting of the Contributors of the BRSDS, Inc. shall be held during the week of the Annual Blue Ridge Scottish Dance Week, generally in July, at such time as may be determined by the Board of Directors. (b) Contributors shall be given written notice of a General Meeting through the advertisements and general information published about the Dance Week. At least one notice, published 14 days before the event on the BRSDS, Inc. Website and other official communications shall contain a statement of the business to be discussed at the meeting. (c) Contributors under the age of 18 years may attend and, with the permission of the President, speak at a General Meeting but may not vote.

2. The order of business at an Annual General Meeting shall, as nearly as may be, be the following: (a) Minutes of the last Annual General Meeting and of Special General Meetings, if any, held in the course of the year; (b) Secretary's Report on the year's working of the Local Association; (c) Treasurer's Report and Accounts; (d) Appointment of Auditor/Examiner, if necessary; (e) Motions already advised to the Secretary; (f) Appointment of Officers and Committee; (g) Any other competent business.

3. A Special General Meeting may be called at any time by the Chairman or shall be called on a requisition signed by not less than one-tenth of the BRSDS, Inc. recent contributors entitled to vote.

4. One-quarter of the contributors entitled to vote, or twenty-five contributors of the BRSDS, Inc. entitled to vote whichever shall be lesser shall constitute a quorum.

5. The Board of Directors will hold quarterly meetings at regularly scheduled times throughout the year for planning and communication purposes. These meetings may be in person, via internet, phone conferencing or Skype or ZOOM depending on location and practicality. BRSDS, Inc. contributors and committee members are welcome to attend these quarterly meetings, but only board members will be eligible to vote on board actions.

5. The BRSDS, Inc. in General Meeting or Board of Directors' meetings may enact such rules as it may determine for the proper working of the organization.

## **Article 10. FINANCE**

1. All monies raised by, or on behalf of the BRSDS, Inc. shall normally be applied to further the objects of the organization and for no other purpose; provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the BRSDS, Inc. and fees to professional and technical advisers; or the repayment to contributors of reasonable out-of-pocket expenses.
2. The only exception would be in the case of a profit-making function/activity for a specific charity/good cause approved by the Board of Directors and clearly advertised as such.

## **Article 11. AUDITING, INTERNAL AND EXTERNAL CONTROLS**

1. All financial transactions for the BRSDS, Inc. shall be managed to meet accounting requirements of the state and national laws and regulations covering charitable nonprofit corporations, and all reporting requirements for such shall be met as required.
2. Internal Controls: Access to review financial transactions, bank accounts and other financial documents will be available to the President, Vice President and Treasurer of BRSDS, Inc at all times, and the Treasurer will report bank account information, transactions and balances to the other officers on a monthly basis, and to the Board of Directors quarterly. Three officers (President, Vice President and Treasurer) will have on-line access for review of bank accounts and will have signature rights for those accounts in order to provide review and concurrence of financial transactions.
3. External Controls: BRSDS, Inc. will contract with outside auditing services on an annual basis as required by the state or federal laws and regulations guiding charitable nonprofit corporations. Findings, recommendations and/or reports from these audits will be made available to the BRSDS, Inc. Board of Directors annually, and to the contributors of BRSDS., Inc. as required.

## **Article 12. SUSPENSION OR TERMINATION OF CONTRIBUTORSHIP NOTE:**

1. The Board of Directors may suspend temporarily or terminate the contributorship of any person whose conduct is in their opinion prejudicial to the interests of the BRSDS, Inc.
2. Before suspending or terminating any person's contributorship, the Board of Directors shall notify in writing the person concerned stating the reasons for the proposed suspension or termination and giving that person the opportunity of replying and of appearing before the Board, if the contributor so wishes, to seek revocation of the suspension or termination.
3. The person whose contributorship has been suspended or terminated shall have the right of appeal at a BRSDS, Inc. General Meeting when a two-thirds majority of those present and entitled to vote shall be necessary to confirm the suspension or termination.
4. Where suspension or termination has occurred or, where appropriate, has been confirmed as in 11.3. above, the matter, with reasons, shall be notified to the Officers of the BRSDS, Inc. and its Board of Directors without delay under 'Confidential - Addressee Only' cover.

### **Article 13. DISBANDMENT**

1. Notice of intention to disband the BRSDS, Inc. shall be given to the BRSDS, Inc. contributors at least two months before the date proposed for such disbandment.
2. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes. The balance of the funds, after all liabilities have been met, may be transferred to the BRSDS, Inc. Sponsoring RSCDS Branches, if those Branches meet the qualifications of section 501(c)(3) of the Internal Revenue Code.
3. Alternatively the balance shall be transferred to a recognized charitable body or bodies having objects like those of the BRSDS, Inc. (excluding geographical limitations) as the contributors in General Meeting, whom failing, the Board of Directors, shall decide.
4. All property belonging to the BRSDS, Inc. shall be treated in the same way as the balance of funds in Article 11.2 and Article 11.3. Depending on the form of the property its value should be realized and added to the balance or it should be offered to an appropriate archive repository.

### **Article 14. ALTERATION OF BY-LAWS**

1. The By-Laws of BRSDS, Inc. shall only be altered by Resolution passed by the BRSDS, Inc. in General Meeting and only after receiving the vote of not less than two-thirds of the contributors present and entitled to vote.
2. No alteration may be made to these By-Laws which would result in a contravention of the current status as a U.S. Nonprofit corporation, or in the future, of a charitable nonprofit corporation.

### **Article 15. GENERAL**

The BRSDS, Inc. shall be governed in accordance with the laws of the jurisdiction within which it is situated, these By-Laws and with rules made by the BRSDS, Inc. in General Meeting.

Blue Ridge Scottish Dance School, Inc. By-Laws adopted unanimously at the first Annual General Meeting held at Appalachian State University, July 8, 2022.