

## BYLAWS

### RING OF KERRY IRISH DANCERS, INC.

#### A NONPROFIT CORPORATION

### ARTICLE ONE: NAME AND PURPOSE

- 1.1 **Name:** The name of the organization shall be RING OF KERRY IRISH DANCERS, INC., hereafter RKIDS. It shall be a nonprofit organization incorporated under the laws of the State of Maryland.
- 1.2 **Purpose:** The purpose of RKIDS shall be:
- To promote and preserve the cultural tradition of Irish dancing, music, literature, and art.
  - To focus on traditional Irish ceili and set dancing by sponsoring weekly instructional dance classes.
  - To participate in community parades and in Irish and Celtic festivals.
  - To present Irish dance performances at a variety of venues including senior centers, retirement homes, community functions, and public and private schools.
  - To provide opportunities for its members and the local community to participate in and attend events involving Irish dancing, music, literature, and art.
- 1.3 **Intent:** RKIDS is organized exclusively for charitable and educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code.
- 1.4 **Mailing Address for Corporate Office:** RKIDS shall maintain a Maryland postal address for its corporate office. The address of the corporate office may be changed from time to time by the Board of Directors, but must be located in the State of Maryland.
- 1.5 **Resident Agent:** As required by Maryland law, RKIDS shall maintain a resident agent with a Maryland postal address. The resident agent may be changed from time to time by the Board of Directors, but must be located in the State of Maryland. RKIDS may be required to notify the state of any change to the identity or address of the resident agent.

### ARTICLE TWO: MEMBERSHIP AND MEMBERSHIP MEETINGS

- 2.1 **Application:** Membership in RKIDS shall be through application. Application shall be open to any individual eighteen years or older interested in the purposes of RKIDS. Each member shall pay such dues as may from time to time be set by the Board of Directors.

### 2.1.1 Membership Terms

- Each member's term shall be annual, running from October 1 of the year of application through September 30 of the following calendar year. This shall be designated as the Membership Year.
- Extension for new members: If a new member joins in the period of June 1 through September 30, that membership shall be effective from date of acceptance of the application and payment of dues until the end of the membership year as defined above (i.e., through September 30 of the following year).

2.2 **Voting:** Each member shall be entitled to one vote in all matters coming before membership meetings. Each member shall have full voting rights immediately upon payment of their dues. Voting by proxy shall not be permitted.

2.3 **Membership meeting:** The RKIDS annual membership meeting shall be held within sixty days of the close of each fiscal year which ends on August 31st. The meeting shall be held for the transaction of business including the election of members to the Board of Directors and the consideration of amendments to these Bylaws.

- **Quorum:** The quorum for membership meetings shall be **twenty** percent of the total number of members as of August 31st of the prior fiscal year.
- **Notice:** Notice of the annual meeting shall be posted on the RKIDS website at least thirty days prior to the annual meeting. Additionally, this notice shall be sent by email to all members eligible to vote at the annual meeting. The notice shall specify the time and place of the meeting and be sent at least 15 days in advance of the meeting.
- **Content of the Notice:** The notice shall provide a brief description of all matter to be considered at the annual meeting.
- **Special Membership Meetings:** The Board of Directors may call special membership meetings at its discretion. At least twenty days' notice shall be provided for special meetings via email and website publication. The notice shall provide a brief description of all matters to be considered at the special meeting.
- **October Meetings:** Normally, the annual membership meeting shall occur before the end of September. Whenever the annual membership meeting needs to be held in October, those members who were current in the prior membership year but had not renewed by September 30 shall have their membership year extended by 7 days after the October annual membership meeting.
- All effort shall be made to hold the annual membership meeting before September 30.

## ARTICLE THREE: GOVERNMENT

3.1 **Board of Directors:** The management and administration of RKIDS shall be vested in a board of directors. The members of the board shall be elected from among the members of RKIDS.

- **Size of the Board of Directors:** The Board shall consist of a maximum of nine members and a minimum of five.
- **Election of Board Members:** Election of Board members shall take place at the annual membership meeting.
- **Term for Board Members:** The term of office of Board members shall be three years. Board members may be elected to successive terms.
- **Filling of Board Vacancies:** If a Director resigns or is incapable of completing his term or if there is a Board vacancy for any reason, the Board of Directors shall have the authority to fill Board vacancies that exist between annual meetings with appointed interim directors from the membership. The term of any interim director selected by this process shall extend to the next annual or special membership meeting.
- **Unrelated Individuals:** The Board shall be composed of unrelated individuals, where “related” includes familial relationships or close business relationships such as partnerships. Thus, two members of the same family are not permitted to serve on the Board at the same time

**3.2 Responsibilities of the Board of Directors:** The Board of Directors shall have all necessary authority to manage and administer the affairs of RKIDS, including but not limited to the following:

1. Manage the financial affairs of the corporation. including but not limited to the establishment of:
  - Membership dues and fees for classes and special events.
2. Establishment of:
  - Membership application forms and safety rules.
  - Procedures for dealing with disruptive and unsafe conduct.
  - Establishment of a communications policy.
3. To perform the duties customarily performed by boards of directors.

**3.3 Officers of the Board of Directors:** The Board officers shall be as follows: Coordinator (Chair), Assistant Coordinator (Vice-Chair), Secretary, and Treasurer.

- All officers shall be elected from individual members of the Board by the Directors at their first meeting following the annual membership meeting.
- Officers shall hold their offices for a term of three years or until their successors are elected. They may be elected to successive terms.

**3.4 Duties of the Board Officers:**

**3.4.1 Duties of the Coordinator (Chair):**

1. Preside at all Board of Directors meetings.
2. Preside at the annual and special memberships meeting.

3. Report on the status of the corporation at the annual membership meeting.
4. Sign such papers and documents, upon proper authorization by the Board of Directors, as may be necessary.
5. The Coordinator shall have the authority for the following:
  - Day-to-day management and direction of the corporation.
  - Specific duties delegated by the Board of Directors.
  - Duties which are ordinarily the functions of a board-of-directors chair.

#### **3.4.2 Duties of the Assistant Coordinator (Vice Chair):**

1. Perform all the duties of the Coordinator in the absence of the Coordinator.
2. Become Coordinator in case the Office of Coordinator shall become vacant. In such case a new Assistant Coordinator shall be elected from the remaining members of the Board to fill the remainder of the Assistant Coordinator's term.
3. Coordinate the activities of all RKIDS membership committees.

#### **3.4.3 Duties of the Secretary:**

1. Keep, or cause to be kept, an accurate record of the minutes of all Board of Directors meetings, the annual membership meetings, and any special membership meetings.
2. Be responsible for all reports, contracts, legal papers, and minutes which items shall be kept at such depository as may be designated by the Board of Directors.
3. Attest to all official business as required by the Board or by Law.
4. Serve as election coordinator whose responsibility shall be to see that elections are conducted in a fair and equitable manner.
5. Maintain all corporate policies in an electronic document that is available to the officers and Board members, as well as to any RKIDS member who requests a copy.

#### **3.4.4 Duties of the Treasurer.**

1. Shall collect and receive all monies due or belonging to the corporation.
2. Pay out, or cause to be paid out, such payments as authorized by the Board of Directors or the Coordinator.
3. Keep, or cause to be kept, a record of all financial transactions and submit a financial report at each Board of Directors meeting.
4. Submit a financial report at the annual membership meeting, covering the preceding fiscal year.
5. Count, or cause to be counted by qualified persons, all funds received, and be responsible for their deposit.

6. Place, or cause to be placed, the funds of RKIDS, in a bank or other such depository approved by the Board of Directors.
7. The Treasurer shall be responsible for preparing and submitting all appropriate federal and state tax materials during the fiscal year of the treasurer's term, even if the reporting date for these materials comes after the end of the term of office.

3.5 **Transfer of Records:** When leaving their positions, all officers, Board of Directors members, and committee chairs are required to pass on the records kept in the performance of their duties, in good order and in a timely fashion, to their successors.

3.6 **Meetings of the Board of Directors:** The following requirements apply:

- **Frequency:** As a minimum, Board meetings shall be held every other month, starting in September and ending in May. The Board of Directors may meet more frequently when needed.
- **Quorum:** The quorum for Board meetings shall be fifty percent of the current Board members.
- **Required voting majority:** The Board shall seek consensus on the decisions that are to be made. But when a decision cannot be delayed, approval by a simple majority (of the Board members present) shall be sufficient. The requirement is a simple majority of those voting either *yes* or *no*. Those who abstain are not counted in the vote, but do count for the purpose of establishing a quorum.
- **Option to meet by electronic means:** The Board of Directors is authorized to meet by teleconference or videoconference or by any other technical means that allows the members of the board to hear each other at the same time.
- **Combining Email Votes:** The Board of Directors is authorized to combine the e-mail votes of Board members with the votes of the Board members present at the Board meeting, when e-mail voting is requested by the Coordinator for specific issues.
- **Voting by Email:** The Board of Directors is authorized to vote exclusively by email on issues that Coordinator deems to need timely decisions.
- **Open Meetings:** the Board of Director meetings are open for all RKIDS members to attend.

3.7 **Officers of the Corporation:** Maryland law requires a corporation to designate its corporate officers. The officers of the Board of Directors shall also serve as the *corporate officers* of RKIDS. Therefore:

- The Coordinator (Board Chair) shall serve as the President of the corporation.
- The Assistant Coordinator (Board Vice-Chair) shall serve as the Vice-President of the corporation.
- The Board Treasurer shall serve as the Treasurer of the corporation.
- The Board Secretary shall serve as the Secretary of the corporation.

## ARTICLE FOUR: COMMITTEES

4.1 **RKIDS Committees:** The corporation shall have two types of committees: (1) committees of members of the Board of Directors and (2) committees of RKIDS members.

### 4.2 **Board Member Committees:**

- **Executive Committee:** The Executive Committee shall consist of the officers of the Board of Directors. The committee shall have the responsibility and authority for the following:
  - ♦ To take actions that may be required between the meetings of the Board, when the Coordinator deems such actions necessary,
  - ♦ To carry out the duties specifically assigned by the Board of Directors.
  - ♦ To vote exclusively by email on issues that Coordinator deems to need timely decisions.
  - ♦ The quorum for the committee shall be three of the four officers.
- **Other Committees of Board Members:** In its discretion, the Board of Directors may establish other standing and ad hoc (temporary) committees of Board members. When it deems it appropriate, the Board of Directors may disestablish or rename any of these other committees of Board members.

4.3 **Committees of RKIDS Members:** The Board of Directors shall have the authority to establish committees of RKIDS members for any purpose it deems appropriate. The Board of Directors may delegate this authority to a Board member.

- The membership committees may be either standing or ad hoc (temporary) committees.
- When deemed appropriate, membership committees may be disestablished or renamed.
- RKIDS members may volunteer to serve on any of the membership committees. All RKIDS members should be encouraged to participate on the committees of their choice.
- It is a duty of the Assistant Coordinator to coordinate the activities of all RKIDS membership committees (see paragraph 3.4.2, item 3).
- The Assistant Coordinator shall appoint or approve the chair or co-chairs of all membership committees.

## ARTICLE FIVE: AMENDMENTS TO THE BYLAWS

5.1 **Bylaw Amendments:** Amendments to these bylaws may be made at the annual membership meeting.

- Written notice of the proposed amendments must be filed with the Board of Directors not later than twenty days prior to the scheduled date of the membership meeting.

- Adoption of bylaw amendments requires a two-thirds affirmative majority of the members in attendance who vote *yes* or *no* on the proposed amendment. Those who abstain are not counted in the vote, but do count for the purpose of establishing a quorum.

## ARTICLE SIX: CONDUCT OF MEETINGS

- 6.1 **Meeting Procedures:** The corporation shall use the latest edition of *Robert's Rules of Order Newly Revised* as a **guideline** for the conduct of all meetings. The procedures established shall be as informal and as simple as is possible.
- 6.2 **Board and Committee Meetings:** Informal and simplified procedures shall be used for all Board and committee meetings and shall be based on the simplified procedures contained in *Roberts Rules*. The Board of Directors shall publish a single-page summary of these meeting procedures.
- 6.3 **Annual Membership Meeting:** The Board of Directors shall establish and publish *Standing Rules* for the conduct of the annual membership meeting. These rules shall be as informal and as simple as possible. A short summary of the procedures shall be prepared for use by the members during the annual membership meeting.

## ARTICLE SEVEN: CORPORATE POLICIES AND PROCEDURES

- 7.1 **Policies and Procedures:** The Board shall establish and maintain policies and procedures required for the effective and efficient operation of the corporation. The policies and procedures shall be maintained in an electronic document.
- 7.2 **Required Policies and Procedures:** Included in the policies and procedures shall be the following:
1. Requiring the corporation to carry insurance coverage for the protection of the officers and directors, as well as for general liability.
  2. Covering the taking, publishing, and retention of the minutes of the Board of Directors and Membership meetings.
  3. Covering fiscal procedures for the responsible management of corporate funds.
  4. Avoiding and preventing conflicts of interest of officers and directors.
  5. Covering compliance with the public disclosure requirements for a tax-exempt IRS section 501(c) (3) nonprofit corporation.
  6. Any other policies that are deemed to be needed by the Board of Directors.

**ARTICLE EIGHT: INSURANCE PROTECTION FOR  
OFFICERS, DIRECTORS, AND COMMITTEE MEMBERS**

**8.1 Protection for Officers, Directors, and Committee Members:** To the extent feasible, the corporation shall maintain insurance to cover acts and omissions of the officers, directors, and committee members. Coverage shall be provided by the following policies:

- Not-For-Profit Organizational Management Indemnity Package.
- General Liability Policy.

**8.2 Exclusions, Limitations, and Conditions:** These policies, like all insurance policies, are subject to exclusions, limitations, and conditions.

**8.3 Other Coverage:** The Board of Directors is authorized to add additional insurance coverage, when and if it is financially feasible.