

CONSTITUTION AND BYLAWS OF THE NORTHWEST CLOGGING ASSOCIATION

(Adapted 9-30-1990 / Revised 9/24/2022)

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Preamble: This Organization shall exist for the encouragement and enjoyment of clogging by promoting a spirit of friendship and mutual cooperation, to perpetuate understanding through an exchange of dance techniques and communication among individuals, thereby giving an opportunity of growth through teaching and activities for the clogging individual.

ARTICLE 1 - NAME

Section A: The name of this NON-PROFIT organization shall be the NORTHWEST CLOGGING ASSOCIATION. The word "ASSOCIATION" shall suffice hereinafter in this Constitution and Bylaws.

- 1) This organization shall be NON-PROFIT.
 - a) NON-PROFIT Organization (or club) as referred to in these Bylaws is one which is governed by elected officers from the membership or by an appointed committee from the membership, being financed by assessment of dues or a fixed fee. All funds are to be handled by the appropriate elected officer or committeeman and are used to defray expenses of social functions and facilities related hereto; and/or insurance fees as required.

ARTICLE II - PURPOSE

Section A: To promote clogging in the Northwest (which may include participants from Washington, Oregon, Montana, Alaska, Idaho in the USA and British Columbia and Alberta in Canada), through teaching, fellowship and social activities for the clogger.

Section B: To promote an annual workshop that includes an annual General Meeting in the fall and to promote a second workshop, with no meeting, in the spring.

ARTICLE III - ELECTED OFFICERS AND DUTIES

Section A: Executive or Board of Directors - The Executive Board and Board of Directors shall be one and the same Board. The word "BOARD" shall suffice hereinafter in this Constitution and Bylaws.

- 1) The Board shall be comprised of the elected officers and Past President. Each officer shall have one (1) vote in conducting Association business.
- 2) Board members may hold the same office for more than two (2) consecutive terms in the event no member is willing to accept the office.
- 3) Board members shall hold no more than one (1) Board position at a time.
- 4) The duties of the Board shall be those of the elected officers as stated in the following.

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Section B: Elected Officers and Duties: - Shall consist of not less than (2) instructors (cuers) and not less than two (2) non-instructors (non-cuers). The elected officers shall be President, Vice-President, Secretary, Treasurer and Publicity Chairman.

- 1) President - Shall preside at all meetings, appoint standing or special committees as needed with approval of the Board. Shall make appointments to fill any vacated elected Association office, or any unfilled elected office, by appointment with the majority approval of the Board, enforcing the Bylaws, and shall perform all other duties ordinarily required by the office of the President. Upon completion of their term of office, they shall serve on the Board as an advisor, until that position has been filled. (as per motion dated September 25, 2010)
- 2) Vice-President - Shall upon the absence or incapability of the president, perform the duties of the President.
- 3) Secretary - Shall take the minutes of each meeting. After each Board meeting the minutes, which will include who was present, will be sent to each Board member, or posted on NWCA Google Drive, for their review. These minutes are available to all NWCA members at their request from a current Board member. Minutes of the prior General Meeting that will be read at the upcoming General Meeting, and voted on, will be available at the General Meeting for each member present. Shall perform any other correspondence as directed by the Board.
- 4) Treasurer - Shall collect and be custodian of the Association funds received. Shall maintain such bank accounts as deemed necessary.
 - Membership: Shall be responsible for keeping records and collecting dues of the members.
 - Insurance: Shall be responsible for keeping records, collecting insurance premiums (premiums are included in Membership dues), paying insurance premiums to the insurance company, and corresponding with United Square Dancers of America (USDA) regarding insurance.Shall oversee any separate bank accounts for processing dues and insurance premiums, if such separate bank accounts are deemed necessary.

Two (2) signatures shall be required on checks issued on all bank accounts. Shall pay all approved bills promptly. Shall keep a written record of all income and expenditures. Shall provide a written financial statement for each meeting with copies for each Board Member.

An annual financial report including membership and insurance requirements shall be given at the General Meeting.
 - a) An audit should be done annually on all bank accounts prior to new Treasurer taking office, or as needed, at discretion of the Board.
- 5) Publicity Chairman - Shall be responsible for promoting Association dances, activities and events through flyers, questionnaires, etc.; and that they are publicized in available dance publications (e.g. 'Oregon Federation News,' 'Washington Footnotes,' 'Double Toe Times,' etc.) and local news media as appropriate.
 - a) An annual budget shall be approved by the Board and paid by the Association.

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Section C: Standing or Special Committees - These shall be appointed by the President as stated in Article III, Section B-1, and those appointed shall be a member of NWCA.

- 1) The Annual Workshop Chairman, the Annual Spring Workshop Chairman, Nomination Chairman, Newsletter Editor, Parliamentarian, the Historian, the Webmaster, and/or other specified committees shall be standing Committees and may serve as long as desired by the Board and general membership due to the need of specific knowledge and skills for continuity of these committees.
 - a) The Annual Workshop Chairman shall be responsible for securing the facilities and necessary arrangements as needed to provide the Annual Workshop and general meeting for the membership. Regular progress reports during the year prior to each function shall be made to the President and the Board as requested.
 - a.1): The Chairman of the Spring Workshop shall be responsible for securing the facilities and necessary arrangements as needed to provide the workshop held in the spring. Regular progress reports during the year prior to each function shall be made to the President and the Board as requested.
 - b) Newsletter Editor - Shall compile and email or mail, a quarterly newsletter which may include information of all Association members' upcoming classes, dances, meetings, and elections. Shall have final decision what is printed in the newsletter.
 - i. An annual budget of operating costs for the newsletter shall be approved by the Board and paid by the Association
 - c) Parliamentarian - Using Roberts Rules of Order, revised, shall be available to answer questions regarding proper meeting procedures. Shall with the President and at least one (1) or two (2) other members, review the Constitution and Bylaws. Any changes are to be presented to the Board for review. Members are to be notified of the recommended changes, no less than two weeks prior to the annual General Meeting for any required vote on the Constitution or Bylaws.
 - d) Nominations Chairman - Will be the most recent Past President and members of the committee can consist of previous Past Presidents and Association members, with no more than three (3) Past Presidents on the committee.
 - e) Historian - Shall be responsible for collecting and displaying at the annual NWCA Workshop and/or other events any historical and current data that represents NWCA.
 - i) A budget will be approved annually by the NWCA Board.
 - f) Webmaster - Will be responsible for maintaining the NWCA website. If the position is filled on a volunteer basis, the volunteer must be approved by the Board.

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ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

Section A: Membership shall be open to all individuals with an interest in clogging.

- 1) Individual Membership - Is by belonging to the Association and paying individual dues to the Association.
- 2) Active Membership - Shall be determined by paid dues to the Association
- 3) Membership Acknowledgement - Shall be issued by the Treasurer.

Section B: Voting Rights - Each active member fourteen (14) years of age or older, shall be entitled to one (1) vote, at any duly called General Meeting.

ARTICLE V - ASSOCIATION DUES

Section A: Association dues shall be assessed against the Association membership on an annual basis. The Board shall annually review and decide upon the amount of dues to be assessed for the coming year. This shall be presented to the membership for a vote at the General Meeting.

- 1) Association dues shall include the cost of an Association Newsletter, Only one (1) copy of the newsletter will be sent to any one address.
- 2) Association dues shall include premiums for Liability and Accidental Medical Insurance coverage through United Square Dancers of America (USDA) according to Terms and Conditions of the policies as required by the carrier, if available as part of membership.
- 3) Dues are due and payable by January 1st for the period January 1st to December 31st and are delinquent by March 31st.
- 4) As part of the operating expense of the Association, dues include the expense and maintenance of NWCA's website.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Section A: Every Association member, 18 or over shall be eligible for any elected Association office after having been a member in good standing for six (6) months.

- 1) No more than one member of a household may be elected or appointed to serve on the Board at the same time.
- 2) Nominations for elected officers shall be made in writing by any member and be submitted to the Nomination Committee by August 1st of that calendar year.
- 3) The Nomination Committee, appointed by the President, and approved by the Board, will act upon the nominations.
- 4) The Nomination Committee will submit the nominees to the voting membership before the General Meeting. Voting of the new officers and any proposed changes to the Constitution and Bylaws will be done at the General Meeting and the results will be announced that day.

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ARTICLE VII - ASSOCIATION MEETINGS

Section A: There shall be two (2) types of Association meetings. These shall be designated as "Board" and "General Membership" meetings.

- 1) **Board Meeting** - A Board meeting shall consist of the elected Board members and Past President, and may include Committee chairpersons and members of the Association.
 - a) A quorum is required to conduct any Association business at a Board meeting. A quorum shall consist of two thirds (2/3) of the elected Board members. All Board members must be notified of any given meeting at least two (2) weeks prior to the date of the meeting.
 - b) Action by the Board without a meeting - Any action required or which may be taken at a meeting of the Board, or of a committee thereof, may be taken without a meeting if a consent in writing, setting fourth the action so taken or to be taken, is signed by all of the Board members, or all of the members of the committee, as the case may be. Such consent shall have the same effect as an unanimous vote.
 - c) Action of the Board by communication equipment - Any action required or which may be taken at a meeting of Board members, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.
- 2) **General Membership Meeting** - A General Membership Meeting, referred to as General Meeting in this Constitution and Bylaws, shall consist of the elected Board members and the general membership of the Association. These meetings will be well publicized in advance and are intended to conduct business required for the exercise of the memberships' voting rights.
 - a) Voting at a General Meeting will be by majority vote of those active members present, except as stated in ARTICLE IX, Section A.

ARTICLE VIII - HANDLING OF FUNDS

Section A:

- 1) No Association members, including members of the Board, shall incur any financial obligations on behalf of the Association without the prior approval of the Board.
- 2) Any expenditures not directly related to the annual Northwest Clogging Association Workshop and General Meeting weekend totaling \$100 or more, should be tabled and brought to the next General Meeting and voted on by the General membership. (The amount of "\$100 or more" was p5er a passed motion dated September 25, 2003)
- 3) As per a motion dated September 27, 2003, regarding shirt orders for the annual Workshop - that the t-shirt orders be the total order plus 25% in order to not have any leftover.
- 4) The Val Mackey Award is an official part of the Northwest Clogging Association workshop. Reimbursement for both name plate on the award and for the keepsake award given to the previous recipient will not exceed \$70.00.

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ARTICLE IX - AMENDMENTS

Section A: Proposed amendments to the Constitution and Bylaws shall be presented to the general membership no less than two weeks prior to the annual General Meeting, prior to voting. Passage of the proposed amendments will require a majority vote of fifty-one (51) percent of the voting membership responding to the balloting.

ARTICLE X - BALLOTING

Section A: The Board may, on any issues, elect to obtain an Association membership vote. The balloting system used must ensure the anonymity of the voter and the integrity of the vote.

ARTICLE XI - DISCRIMINATION

Section A: This Association will not discriminate against any individual or group due to Race, Color, Sex, Creed or National Origin.

ARTICLE XII - DISSOLUTION OF THE ASSOCIATION

Section A: In the event of the dissolution of the NORTHWEST CLOGGING ASSOCIATION, any residual monies shall be donated to a recognized clogging activity, or charity as designated by the Board, and voted on by the membership existing at the time. Any Association possessions donated to the Association shall be returned to the original donors if known; otherwise, they may be auctioned, or dispersed within the same manner as monies.

9/24/2022