

Gotham Swing Club Bylaws

The Gotham West Coast Swing Club, hereafter referred to as the Club, is a nonprofit organization established to promote West Coast Swing dancing in New York and its surrounding areas.

Purpose

The purpose of the Club is as follows:

Promote public interest in and appreciation of West Coast Swing (WCS);

Develop forums for the performance of WCS for the general public in the metropolitan New York area and environs;

Represent the interests of the local swing dance community at the national level, and communicate regional and national developments to members;

Encourage members of the Club to improve their dancing and perform on a national level;

Help educate the public regarding the dance and its performance.

Members

Membership is open to all. Annual members are designated as paid up members and members in good standing.

Any member is eligible to join a committee. Any member is eligible for election to the Board of Directors (also known as the Board). Any Director who has served for at least a year is eligible for election as an officer.

Members shall not have any personal interest or rights in any of the assets of the Club, or in the use of its name; neither shall they have any rights of any kind to borrow, pledge, commit, or collateralize any of the assets of the Club, or make loans or advances of any kind or nature in the name of or in reference to the Club. Additionally, members shall not utilize the Club name, membership listing, events, promotional items or assets in dance related activities which are deemed not in the best interest of the Club.

Annual Dues

Annual dues will be determined by the Board. Such dues shall be payable in advance and are nonrefundable, and will be renewable each year.

The Board is responsible for ensuring that membership renewals are issued on a timely basis. Nonpayment of renewal dues which exceeds a grace period established by the Board will automatically terminate a membership.

Code of Conduct

Members violating the Club's Code of Conduct may have their membership brought before the Board of Directors for review. Violation of the Gotham Swing Club code of conduct at Club functions or meetings are grounds for termination of membership, particularly if such offensive actions are deemed to damage the interests, standing or reputation of the Club.

Termination of Membership

If a complaint alleging violation is received, the President shall instruct the Board to investigate and gather facts. If the fact-finding indicates a basis for further action, the matter will be brought before the full Board for consideration. A vote of 5/7 of the Board is required for removal.

Board of Directors

The Board of Directors shall have overall responsibility to set policy, regulate, administer, conduct, operate, approve budgets, and run the Club's affairs. The Board's obligations, responsibilities and duties are fiduciary in nature, intent and scope. This will include ensuring that the Club is in compliance with all federal, state and local statutes.

Membership

The Board of Directors of the Club shall be comprised of seven members, four Officers and three Directors:

President Director 1	Vice President Director 2	Secretary Director 3	Treasurer
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Terms of Office

The term of office for members of the Board of Directors shall be two years. The terms will be split with four positions maturing one year and three positions the following year.

All Officer positions on the Board will be determined on an annual basis by a vote among the Board of Directors. All Board of Directors must serve on the Board for six months before being eligible for an Officers position.

Vacancies that occur on the Board during any current business year, will be filled by appointment of any member by a majority vote of the Board. This individual shall serve until the next election.

Nominations and Elections

The Board will convene a Nominating Committee. This committee will solicit nominations from the membership. Any member who wishes to submit his/her name for nomination must submit a brief resume to the Nominating Committee.

The final slate will be mailed to the Club membership along with a ballot 6 weeks in advance of the return date. The vote will be determined by mail-in ballots. Only those ballots postmarked prior to the return date will be tallied. A candidate must receive a vote on at least 50% of submitted ballots to be considered for election.

Elections will be held every 12 months beginning from the time the initial Club elections occur.

Board Meetings

The Board will meet (in person) on a regular basis. These meetings will be voting meetings.

The regular meetings of the Board of Directors will be chaired by the President, or if absent, by the officer next in line.

A meeting notice announcing all non-regularly scheduled will be sent to the Board of Directors at least seven (7) days in advance of the meeting by the President or meeting chairperson.

In extraordinary situations when time-sensitive decisions must be made before a regular Board meeting can be convened, the President, or, in his/her absence, one of the Officers, may prepare a description of the issue to be decided and fax or e-mail that description to all the other members. The Officer shall then contact each member to obtain their vote on that issue. The President shall then deliver the written description and the voting results to the Secretary for the corporate records.

The President or meeting chairperson, shall prepare an agenda for each meeting. The President will

circulate the agenda to the Directors at least three (3) days prior to the meeting. Any Director wishing to add items to the agenda must contact the President in a timely fashion.

The President or meeting chairperson may, if they so choose run the meeting in an informal manner. However, the chair, or any other Director, may request that the meeting be conducted under Robert's Rules of Order, which will be applied upon a majority vote.

At least 4/7 of the members of the Board must be present to constitute a quorum at Board meetings.

OFFICERS

PRESIDENT

The President shall:

- Preside over all meetings and ensures that a previously prepared agenda is available,
- Appoint, eliminate or discharge Committees as the Board deems necessary,
- Supervise and direct the activities of all other members of the Board of Directors,
- Acts a spokesperson for the Club, and authorize and monitor all communications to and from the Club,
- Ensure that copies of all Club communications are placed on file with the Secretary,
- Be a signatory on Club bank accounts.

VICE PRESIDENT

The Vice President shall:

- Assists the President and other members of the Board of Directors in the performance of their duties,
- Assume the office of President in the event that office is officially or temporarily vacated,
- Be a signatory on all bank accounts.

SECRETARY

The Secretary shall:

- Record the minutes of all regular meetings of the Board, as well as special meetings, and make them available to all Board members within 2 weeks of the meeting,
- Upon request provide an approved copy of the minutes of meetings to members,
- Include an attendance and voting report as part of the minutes for each meeting,
- Maintain a current file of all official Club publications, correspondence, etc, including articles of incorporation, bylaws, and all amendments, changes and modifications. These documents shall be the Club's master files,
- Prepare and maintain files on all incoming and outgoing Club correspondence,
- Serve as President in the absence of the President and Vice President,
- Be a signatory on Club bank accounts.

TREASURER

The Treasurer shall:

- Be a signatory on all bank accounts,
- Be accountable for the management and control of all Club funds,
- Prepare written financial reports to be circulated at regular Board meetings and when specifically requested by the Board,
- Arrange, as necessary, for a financial audit of the Club's financial records, by a financial professional(s) approved by the Board,
- Prepare all necessary filings and reports required by Federal and State agencies,
- Insure that all checks issued over \$250 bear the signatures of 2 Board members,
- Serve as President in the absence of the President, Vice President and Secretary,
- Ensure that financial records and accounts are held confidential.

Committees to the Board

Committees are established and concluded by the Board of Directors. Any member is eligible to serve on, or head, a committee.

The scope, purpose, and responsibilities of each committee will be documented and approved by the Board.

Monthly written reports of committee activities will be submitted to the Board.

A Board member will serve as liaison to every committee.

Mechanism for amending the bylaws

Proposals for amendments can be submitted by any member. Proposals must be submitted to the Board in writing and must be accompanied by at least 5 members' signatures.

Board members may propose amendments to the bylaws at any regularly scheduled meeting.

Amendments must be approved by a majority of the Board in order to go out for approval by the membership.

The membership will vote on amendment to the bylaws via mail, in conjunction with the annual Board of Directors elections.

See attached Exhibit A for 2009 amendments.

THE GOTHAM CODE OF CONDUCT

The Gotham Attitude

The members of the Gotham West Coast Swing Club have come together to celebrate their love of dance and form a dance community. The Club is a social organization created to promote an environment where members can enjoy dancing and interest others in West Coast Swing. To achieve this goal, members are expected to be exemplary in their behavior on and around the dance floor, and strive to uphold the following principles:

1. Respect: All dancers, regardless of their level of dancing, deserve the same respect on the dance floor. Sharing space on the floor is showing respect for all the dancers who use it.
2. Courtesy: Using the basic elements of courtesy, to fellow members, to newcomers and to visitors, makes our whole world as well as the dance world a kinder place.
3. Patience: Remembering that not all people learn at the same rate of speed, and that we were all beginners once, helps others to grow and maintains our own humility.
4. Competition: Many of us will compete in local and national venues. As representative of Gotham Swing Club, we expect good sports-person-like conduct. We support our fellow Club members and respond to the victories of others in a positive manner.

Code of Conduct.

Each member's conduct reflects on us all - whatever image the Club has is a reflection of our collective behavior, language and actions. The Club has an interest in regulating the following actions at Club activities.

Vulgarity: Although as a Club we do not dictate social conduct, we encourage our members to refrain from crude actions such as drunkenness, foul language, discourtesy, improper advances or other antisocial behaviors. Members who repeatedly use vulgarity at Club events may have their membership terminated.

Violence: Violence, on or around the dance floor, is unacceptable. Members are expected to act with dignity and good taste when in any situation where they may be perceived as acting on behalf of the Club. Members who engage in violent behavior at Club events are subject to termination.

Exhibit A

Amendment to Bylaws Dated as of July 31, 2009

By vote of the members of the Gotham West Coast Swing Club (the "Club"), conducted as part of the 2009 election process and included in the June 6th ballot, the existing Bylaws of the Club are hereby amended as of July 31, 2009 to reduce the required number of individuals serving on the Board of Directors as follows:

The provision in the existing Bylaws titled "Membership" is hereby deleted and replaced with the following new provision:

"Membership"

The Board of Directors of the Club shall be comprised of five members:

President
Vice President
Secretary
Treasurer
Director 1"

The last sentence of the provision in the existing Bylaws titled "Board Meetings" is hereby deleted and replaced with the following new sentence:

"At least 3/5 of the members of the Board must be present to constitute a quorum at Board meetings."

Except as set forth in this First Amendment to Bylaws, the provisions of the existing Bylaws remain unmodified and in full force and effect.