

# **PACE NorCal Bylaws**

## **with amendments as of 6 August 2024**

Bylaws of the Pacific Association of Challenge Enthusiasts of Northern California, hereinafter and commonly referred to as PACE NorCal.

### **ARTICLE I. PURPOSES**

PACE NorCal is organized under the laws of the state of California for charitable and educational purposes, including:

1. Promote square dancing as a national activity.
2. Provide an identity for Advanced and Challenge dancers.
3. Provide and promote Challenge dancing with publicity.
4. Provide insurance for the dancers.
5. Sponsor events where dancers can practice and enjoy Challenge dancing.
6. Hire Challenge callers to call these events.

PACE NorCal shall function independently with responsibility for operating, organizing and conducting events, conducting elections, financing of activities, booking of callers, election of Officers and Directors, and such activities and operations as are required to comply with these purposes.

However, as a member organization we agree to conduct our activities consistent with the bylaws and standing rules of the Santa Clara Valley Square Dancers Association (SCVSDA), California Council of Square Dancers (CCSD), and United Square Dancers of America (USDA), as well as the USDA Code of Conduct and Code of Ethics.

### **ARTICLE II. OFFICES**

The office of PACE NorCal is defined to be in Sunnyvale, California. The mailing address may vary, as convenient.

### **ARTICLE III. MEMBERS**

**QUALIFICATIONS FOR MEMBERSHIP:** Membership in PACE NorCal is open to any dancer who is active in the Challenge movement, and who applies to PACE NorCal for membership.

**ADMISSION:** An applicant shall be admitted to membership upon application to the Board of Directors of PACE NorCal and payment of the initiation fee and dues.

**INITIATION FEE AND DUES:** The dues shall be established by the Board of Directors of PACE NorCal subject to the following conditions:

- a. All members are subject to the payment of annual dues.
- b. Initial membership dues shall include annual membership dues and initiation fee (including badge and insurance).
- c. The Directors are authorized to fix the amount and time for payment of said dues.
- d. The Treasurer of PACE NorCal shall be responsible for the collection of annual dues.

**LOSS OF MEMBERSHIP:** Membership in PACE NorCal will be lost for reason of nonpayment of dues.

## **ARTICLE IV. MEETINGS OF MEMBERS**

**ANNUAL MEETINGS:** No annual meeting of the members of PACE NorCal is required, although any one special meeting in a year may be designated as the Annual Meeting.

**SPECIAL MEETINGS:** Special meetings of members shall be called by the President, or in his/her absence or inability to act by the Vice President, and held at such time and place within or without the State of California as may be ordered by the Board of Directors or by not less than ten (10) per cent of the members of PACE NorCal.

**NOTICE:** Written and printed notice of the time and place of meetings shall be delivered personally to each member or sent by United States mail or e-mail at least fourteen days prior to such meeting. If sent by mail or e-mail, the notice shall be addressed to the member at the address shown on the PACE NorCal roster and shall be deemed given at the time it is deposited in the mail. This notice shall be given by the Secretary or other person designated by the President.

**CONTENTS OF NOTICE:** Notice of meetings of members shall specify the place, day, and hour of the meeting, and, in the case of special meetings, the general nature of the business to be transacted.

**CONSENT OF ABSENTEES:** The transactions of any meeting of members, however called and noticed, are as valid as though they had occurred at a meeting duly held after regular call and notice, if a quorum as hereinafter defined, is present in person and if either before or after the meeting, each member not present in person signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting.

**VOTING RIGHTS:** Members have equal voting rights in PACE NorCal. Each member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided in these Bylaws.

**PROXY VOTING:** Members entitled to vote shall not be permitted to vote or act by proxy except as provided in these Bylaws.

**QUORUM:** The presence of fifteen (15) percent of the members of PACE NorCal constitutes a quorum for the transaction of business.

**ADJOURNMENT FOR LACK OF QUORUM:** In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present in person, but no other business shall be transacted.

**NOTICE OF ADJOURNED MEETINGS:** When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by

announcement at the meeting at which the adjournment is taken.

## **CONDUCT OF MEETINGS:**

- a. Meetings of members shall be presided over by the President of PACE NorCal or, in his/her absence, by the Vice President or, in the absence of both, by a chairman chosen by a majority of the members present in person. The Secretary shall act as Secretary of all meetings of members, provided that in his/her absence the presiding officer shall appoint another person to act as Secretary of the meeting.
- b. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these Bylaws or with law.

## **ARTICLE V. ORGANIZATION**

The governing body of PACE NorCal shall be its Board of Directors. This Board shall elect officers as described in Article VII, and may appoint such committees as it sees fit.

## **ARTICLE VI. DIRECTORS**

**MEMBERS:** The authorized number of Directors of PACE NorCal shall be the larger of seven (7) and one Director per thirty (30) members at the time of the election, rounded up.

**QUALIFICATIONS:** Any member of PACE NorCal is eligible to be elected a Director.

**TERM OF OFFICE:** The term of office of the Board of Directors shall commence at the time of the first Board meeting after the election.

**REMOVAL OF DIRECTORS:** The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the members of PACE NorCal. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in these Bylaws.

**VACANCIES:** Vacancies in the Board of Directors shall exist:

- (1) on the death, resignation, or removal of any Director(s)
- (2) whenever the number of Directors authorized is increased
- (3) on failure of the members in any election to elect the full number of Directors authorized.

**DECLARATION OF VACANCY:** The Board of Directors may declare vacant the office of a Director:

- (1) if he or she is declared of unsound mind by an order of court, or convicted of a felony; or
- (2) if within sixty (60) days after notice of election the Director does not accept the office either in writing or by attending a meeting of the Board of Directors.

**FILLING VACANCIES BY DIRECTORS:** Vacancies caused by the death, resignation, or disability of a Director or Directors, or by removal as provided in these Bylaws, or by increasing the number

of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, as hereinafter defined, or by the sole remaining Directors. A person elected Director to fill a vacancy as in this section provided shall hold office for the unexpired term of his/her predecessor or until his/her death, resignation, or disability, or until removal, as in these Bylaws provided.

**COMPENSATION:** Directors shall receive no compensation for their services.

**MEETING PLACE:** Meetings shall be held at such place or places within or without the State of California which have been designated from time to time by resolution of the Board of Directors.

**REGULAR MEETINGS:** Regular meetings of the Board of Directors shall be held once each quarter at a time specified by the President. One meeting shall be called by the outgoing President immediately following the election of new Directors. Meetings of the Board shall be open to all members of PACE NorCal.

**SPECIAL MEETINGS:** Special meetings of the Board may be called by the President, or if he/she is absent or is unable or refuses to act, by the Vice President, or by any two Directors, and such meetings shall be held at the place within or without the State of California, designated by the person or persons calling the meeting.

**NOTICE:** The Secretary, or other person designated by the President shall deliver notice of the time and place of meetings of the Board to each Director personally, by e-mail, by telephone, or by United States mail addressed to the address as it appears on the PACE NorCal roster, at least seven (7) days prior to the date of the meeting.

**QUORUM:** Greater than one-half of the elected Board of Directors shall constitute a quorum for the transaction of business. For example, if there were 7 members elected to the Board then quorum would be 4; if 8 had been elected to the Board then quorum would be 5. This quorum size is not reduced by vacancies on the Board.

**MAJORITY ACTION AS BOARD ACTION:** Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless by law or these Bylaws require a greater number.

**VALIDATION OF MEETING DEFECTIVELY CALLED OR NOTICED:** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after a meeting each of the Directors not present signs a waiver of notice, or a consent to holding a meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

**CONDUCT OF MEETINGS:** Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next meeting of the Board.

All meetings of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, in so far as such rules are not inconsistent or in conflict with these Bylaws or with

law.

Meetings of Directors shall be presided over by the President of PACE NorCal or in his/her absence by the Vice President, or in the absence of both, a chairman chosen by a majority of the Directors present. The Secretary shall act as Secretary of the Board of Directors. In case the Secretary is absent from any such meeting, the presiding officer may appoint any person to act as Secretary for the meeting.

**ELECTIONS:** An election committee shall be appointed by the Directors no later than December 10<sup>th</sup>.

Nominations open on January 1<sup>st</sup>, the election committee will provide a candidacy form to mail to all PACE NorCal members no later than January 20<sup>th</sup>. The form must provide a place for members to indicate their desire to serve on the Board, and must give the date for filing and the mailing address for return of the forms. A list of the names, addresses, and phone numbers of the election committee will also be listed on the form.

Nominations shall close on April 1<sup>st</sup>. If the number of nominated members is less than or exactly equal to the number of positions to be on the Board, then those nominated members are elected without need of balloting. If any member protests in writing then a ballot shall be held.

If balloting is to occur, a ballot shall be prepared by the election committee listing all candidates' names individually, in random order, and giving the deadline of May 15<sup>th</sup> for receipt of completed ballots. The ballot shall contain no recommendations. Ballots shall be mailed to all members by April 10<sup>th</sup> with an addressed return envelope.

Between May 16<sup>th</sup> and June 1<sup>st</sup> the election committee shall meet and count all the ballots received by midnight May 15<sup>th</sup> at the mailing address given. The committee shall count and record all ballots. The members receiving the highest numbers of votes shall be elected to the Board of Directors of PACE NorCal from highest down until the required positions on the Board have been filled. In the case of ties, a decision shall be made by fair random determination. Election results shall be announced by June 20<sup>th</sup>. Any candidate or their representative may attend this meeting of the election committee.

The election committee chairman shall retain all ballots until 1<sup>st</sup> of December. If no challenge is made to the election or vote count in that interval the ballots shall be destroyed.

Any question concerning procedure shall be decided by a majority vote of the members of the election committee.

**SUMMARY OF ELECTION SCHEDULE:**

Dec 10	Appointment of election committee
Jan 1	Nominations open, forms at dances, in mail
Jan 20	Deadline for the mailing out of nomination forms
Apr 1	Nominations close
Apr 10	Ballots mailed out
May 15	Ballot return deadline
June dance	Results announced by mail, electronic mail, or at dance
July	Turnover/Combined past & present Board meeting

**VALIDATION OF ELECTION DEFECTIVELY HELD OR NOTICED:** The election of the Board of Directors however held or noticed is as valid as though the election had been duly held and noticed provided that either before or after such an election no more than 5% of the members of PACE NorCal present written objections to the Board of Directors.

**VOTING:** Every member entitled to vote may cast the number of votes equal to the number of Directors to be elected, casting no more than one vote for each candidate. He may not, however, split a single vote into fractional votes.

## **ARTICLE VII. OFFICERS**

**NUMBER AND TITLE:** The Officers of PACE NorCal shall be a President, a Vice President, a Secretary, and a Treasurer. One person may have two offices, not including President.

**ELECTION:** The Officers of PACE NorCal shall be elected at the first Board meeting following the annual election. Any member of the Board of Directors may be nominated from the floor for any office. Voting will be by secret written ballot unless there is only one nominee for the office. The term of office commences upon election and lasts until the Board meeting following the next annual election.

**DUTIES OF THE PRESIDENT:** The President shall be the chief executive officer of PACE NorCal and shall supervise all functions of PACE NorCal. He or she shall preside at all meetings of the members and the Board of Directors.

**DUTIES OF THE VICE PRESIDENT:** The Vice President shall, in the absence or disability of the President, perform the duties of President.

**DUTIES OF THE SECRETARY:** The Secretary shall keep minutes of the meetings of the members and of the Board of Directors, maintain membership records, and maintain a current version of the Bylaws.

**DUTIES OF THE TREASURER:** The Treasurer shall collect and disburse all moneys relevant to the operation of PACE NorCal, maintain records of all such transactions, and make such records available to any member upon request. The Treasurer shall prepare an annual report to be presented at the annual meeting of the members.

## **ARTICLE VIII. COMMITTEES**

PACE NorCal shall have such committees, with such members, to perform such functions as shall be designated from time to time by the Board of Directors. Such committees shall include elections and may include committees for publicity, hospitality, membership, newsletter, etc.

## **ARTICLE IX. MISCELLANEOUS PROVISIONS**

**EXECUTION OF INSTRUMENTS:** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, member, or agent of PACE NorCal to enter into any contract or execute and deliver any instrument in the name of and on behalf of PACE NorCal,

and such authority may be general or confined to specific instances. Unless so authorized, no Officer, member, agent, or employee shall have any power or authority, to bind PACE NorCal by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

**FISCAL YEAR:** The fiscal year of PACE NorCal shall be the calendar year.

**CONSTRUCTION:** As used in these Bylaws:

- (a) The present tense includes the past and the future tenses, and the future tense includes the present.
- (b) The singular number includes the plural, and the plural number includes the singular.
- (c) The word "shall" is mandatory and the word "may" is permissive.
- (d) The words "Director" and "Board" as used in these Bylaws in relation to any power or duty requiring collective action, mean the Board of Directors of PACE NorCal.

**DRESS CODE:** In keeping with local customs for Challenge dancing, neither traditional "square dance attire" nor any other specific style of dress (e.g., length of sleeves, skirts vs. pants, choice of color) shall be required or recommended for PACE NorCal events. Any exceptions (e.g., for a theme dance) must be explicitly approved by the Board for a particular event and announced in advance.

**PRIVATE INUREMENT:** No part of PACE NorCal's assets or net earnings may inure to the benefit of any Director or other individual. This does not preclude the payment of reasonable amounts for goods or services provided to PACE NorCal.

**POLITICAL ACTIVITY:** PACE NorCal shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

**DISSOLUTION:** In the event that PACE NorCal should disband, all of the equipment and funds shall be donated to a non-profit organization, selected by the Board, that is exempt under section 501(c) (3) of the Internal Revenue Code.

## **ARTICLE X. BYLAWS**

**EFFECTIVE DATE:** These Bylaws shall become effective at the end of the membership meeting immediately following their adoption. Amendments to these Bylaws shall become effective on their adoption unless the members, in adopting them as hereinafter provided, provide that they are to become effective at a different time.

**AMENDMENTS:** These Bylaws may be amended or repealed by the vote or written assent of members entitled to exercise a majority of the voting power of PACE NorCal, or by the vote of a majority of a quorum at a meeting duly called and noticed for the purpose.

**CERTIFICATION AND INSPECTION:** The original, or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of PACE NorCal, shall be recorded and kept in a book which shall be kept in the principal office of PACE NorCal, and such book shall be open to inspection by the members at all reasonable times during office hours.