KENTUCKIANA DANCE ALLIANCE
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BYLAWS

These Bylaws are formal rules to fairly and effectively govern the overall organization of the Kentuckiana Dance Alliance (KDA). Bylaws are rules of such importance that they cannot be changed, in any way, without previous notice to the membership and a 2/3 majority BOD vote.

ARTICLE I
NAME

A. The name of this nonprofit organization shall be the Kentuckiana Dance Alliance (KDA), resulting from the merger of the organizations previously known as the Kentucky Federation of Square Dancing and the Kentuckiana Square Dance Association.
B. The Kentucky Federation of Square Dancing, Inc, (KFSD) an organization founded in 2008 and the Kentuckiana Square Dance Association (KSDA) founded in 1971 have determined it to be in the best interest of the dancing activities they promote to
    1) Merge the two organizations
    2) Acquire and pool the assets of KFSD and KSDA
    3) Overhaul the leadership structure and bylaws to more effectively pursue a unified goal.

ARTICLE II
PURPOSE

A. The KDA is formed for charitable and educational purposes, where individuals can enjoy dancing together in a spirit of friendliness and cooperation. The KDA is open to any Square, Round, Line Dance or similar dance club that subscribes to this purpose. Each member club is expected to shape, support and participate in the responsibilities and operation of the KDA
B. The KDA will
    a. Encourage cooperation between member organizations in promoting dancing
    b. Provide members with promotional and organizational assistance to promote dance
    c. Act as liaison for member organizations with the Callers and dance instructors
    d. Promote, organize, and conduct an annual Kentucky State Convention
C. The KDA and its member clubs agree to adhere to the United Square Dancers of America's Bylaws and Standing Rules and agrees to subscribe to the United Square Dancers of America's Code of Conduct and Code of Ethics.

ARTICLE III
ADMINISTRATION

A. This organization shall be a not-for-profit incorporated entity.
B. The Board of Directors (BOD)
    - Shall consist of one representative of each member club
    - A majority of the BOD shall constitute a quorum.

- The BOD shall direct the investments and care for the funds of KDA.

ARTICLE IV
MEMBERSHIP

A. Eligibility and Application

1. Any Dance Club or individual person interested in promoting and participating Square Dance, Round Dance, Line Dance or similar dance activities is eligible for membership in the KDA.
2. Any club requesting membership must be located in the State of Kentucky or within 50 miles the state line.
3. A KDA Member club is defined as a dance organization with 8 or more members, eighteen (18) years old or over, as of the beginning of the KDA's membership year and is granted all rights and privileges of KDA membership. (See Standing Rules for specified membership year.)
    a. At the beginning of the Member Club yearly renewal, club must have maintained a minimum of 8 members.
4. An Individual Member is defined as an individual that is not a member of a recognized KDA Member club, who is engaged in promoting and participating in Square, Round, or Line Dance.
5. An Individual Member is granted all rights and privileges of KDA membership, with the following conditions:
    a. An Individual Member is not eligible to be an Executive Officer of the KDA or a Chair of a Committee.
    b. An Individual Member is not a voting member of the KDA.
    c. An Individual Member may be a member of a committee.
    d. An Individual Member between the ages of 12-18 must have a consent form signed by a parent or guardian to participate as an Individual Member.
6. Prospective Member Clubs or Individual members shall submit applications, to the Board Secretary, on a form approved by the Executive Board. The Board Secretary will update the members list.
7. A new club applying for membership in KDA shall not use an identical or nearly identical club name that is already being used by a "member" club
8. New membership applications will be presented by the Board Secretary and will be approved by the Executive Board at regular scheduled meetings and membership will become effective the calendar month following membership approval.
9. A Member Club or Individual member considered in good standing is dependent upon dues payment and appropriate behavior at any KDA event and other dance functions.

B. Termination of Membership

1. Membership in the KDA will be terminated when:
    a. Payment of dues is delinquent for three (3) months; or
    b. The member notifies the KDA through the Treasurer that the member wishes to withdraw from membership; or

c. The President informs the member that the BOD has found the member's conduct at meetings and/or dances has violated the standards of conduct. The member may ask to appear before the BOD to show why membership should not be terminated. Following an informal hearing, the decision of the BOD shall be final.

2. Dues will not be refunded for any reason.

C. Reinstatement of Membership
   1. If membership was terminated for dues delinquency or voluntary withdrawal, membership may be reinstated by payment of the current year's dues,
   2. If membership was terminated by the Executive Board for misconduct, membership may be reinstated:
      a. After one (1) year has elapsed; and
      b. After an investigation the Executive Board determines that:
         (1) The applicant is not likely to engage again in the conduct that caused the termination, and
         (2) Reinstatement would be in the best interest of The KDA.

ARTICLE V
LEADERSHIP

A. The Board of Directors (BOD)
   a. The President of each KDA Member Club, or delegate appointed by the Member Club President.
      1. Member Club will be represented by the club president until they appoint a club member to the BOD that will undertake the responsibility to represent their club. This person must agree to actively shape, support and participate in the Goals and Objectives of the KDA.
      2. The BOD member may serve until such time as the Member Club appoints a replacement

B. The Executive Board shall consist of five Officers (President, Vice-President, Secretary, Treasurer, and Convention Committee Chair)
   a. Election of Officers
      i. Officers are selected by the current BOD through a majority vote by the BOD
      ii. All officers must be from a KDA Member Club and indicate their willingness to serve
      iii. The individuals on the Executive Board will still be considered part of the BOD as the Member Club representative.
      iv. Elections of officers shall be held at the first BOD meeting immediately following the Kentucky State Convention. Voting shall be held by secret ballot unless the candidate is unopposed.

v. Two or more individuals may be elected as a unit and hold the office jointly (for example, "Co-Secretary," "Co-Treasurers," etc.)
    1. Persons elected and serving jointly may cast only one (1) vote on matters coming before them on the Executive Board
    2. Persons elected to the Executive Board will cast only one (1) vote on matters coming before the BOD

b. Terms of Office
    1. Officers shall assume their offices after the first of January, to serve for two (2) years or until a successor has been duly elected and installed
    2. Elected officers shall not hold the same office for more than two consecutive terms
    3. Any vacancies of office occurring in mid-term shall be filled by appointment of the President
    4. An officer relinquishes the office if their membership in the KDA terminates or if they take a leave of absence. An elected officer who fails to attend three consecutive BOD meetings or who otherwise fails to perform the duties of the office, may be recalled by a majority vote of the BOD with at least one week's advance notice
    5. An officer who leaves their position mid-term, is ineligible to pursue an officer position the following year

C. The BOD shall at a minimum meet quarterly, and if necessary, more often at the call of the President
D. The Executive Board and Board of Directors shall have the power and authority to conduct all business of The KDA not prohibited by these bylaws or other resolution adopted by the membership.
E. If the KDA recognizes a specific individual or subject matter expert, they may be invited to attend the Executive Board meetings in an advisory capacity but may not vote or hold office in the KDA unless they are the Member Club representative.
F. All BOD members are expected to attend as many of the KDA's meetings and dances as possible.
G. The duties of the BOD is to represent their clubs at all KDA meetings and to disseminate information back to their respective clubs, shape, support and participate in the operation of the KDA organization

ARTICLE VI
OFFICERS

The duties of the Executive Board (Officers) are as follows:

1. The President

    As elected Leader of the KDA, the President will preside over the Executive Board at all meetings. Will be spokesperson for the KDA with general and active

management of the affairs of the KDA. Will see that all orders and resolutions of the membership are carried into effect. The President will supervise all committees, appoints and discharges committees, initiates suitable action in emergencies and appoints replacements to fill vacancies in the KDA offices. The President is responsible for the successful running of the KDA. Many of the major job responsibilities are delegated to other officers, BOD members and appointees. Examples of duties are outlined in a separate document entitled **KDA Job Description Summery**.

2. The Vice President
   The Vice President shall assume all duties of the President if the President is absent from any scheduled function. The Vice President shall be responsible for ensuring that the Convention Committee Chair is contracting with callers, cuers, and halls for Kentucky State Convention unless specified otherwise in this document or by the Executive Committee. The secondary responsibility is to book callers, cuers, and halls and serve as Master of Ceremonies at any KDA sponsored fundraiser events. Examples of duties are outlined in a separate document entitled **KDA Job Description Summery**.

3. The Secretary
   The Secretary shall be responsible for all official correspondence from the Executive Committee to its members and Member Club presidents. The main responsibilities are to send correspondence and handle set-up at BOD meetings. Examples of duties are outlined in a separate document entitled **KDA Job Description Summery**.

4. The Treasurer
   The Treasurer shall keep an accurate record of the Association's income, expenditures, and money on hand. The Treasurer shall present the Association's financial status at every BOD meeting and audit the records. The Executive Board shall authorize all expenditures and may delegate to the Treasurer authorization to pay routine invoices including fees for callers and cuers, hall rental, ad placement, insurance premiums, and operating expenses. Examples of duties are outlined in a separate document entitled **KDA Job Description Summery**.

5. Convention Committee Chair
   The Convention Committee Chair (CCC) will be responsible for assembling and leading the Kentucky State Convention Committee. The CCC is further responsible for ensuring the convention committee is contracting with callers, cuers, and halls for Kentucky State Convention. The Chairperson will keep the BOD informed of progress, needs and activities of their committee. Examples of

duties are outlined in a separate document entitled **KDA Job Description Summery**.

ARTICLE VII
FINANCE

A. Fiscal Year: The fiscal year for the KDA shall be from January 1 through December 31.
B. Dues and any special membership assessments shall be set by the Executive Board and approved by a simple majority of the BOD members present. Annual dues may include the cost of insurance.
C. Membership dues are due and payable during the first month of the membership year or, if mid-year, upon approval for membership by the Executive Board.
D. Members joining after the first month of the membership year shall be assessed the full year's fee. Dues are not pro-rated.
E. The Treasurer will advise the Secretary of member dues being paid. This will enable the Secretary to update the membership listings accordingly.
F. The Treasurer and the President and others delegated by the Executive Board are authorized to sign checks for the KDA related expenses.
G. All expenditures of funds, other than regular/recurring expenses, those identified in the yearly budget and those as outlined related to Committees and the Standing Rules, shall be approved by the Executive Board in advance of payment.
H. The monthly financial bank statements shall be sent to each BOD member quarterly for inspection.

ARTICLE VIII
COMMITTEES

A. The primary function of a committee is to contribute to the operational organization and efficiency of KDA.
B. Each Committee will be structured with a Chair and specific Committee Members.
C. The Chair, or the Chair designee if required will represent the Committee at the BOD Meetings, updating the Board Members on the Committee's activities, expenditures of the Committee and financial status vs the allocated committee budget.
D. As per the duties of the Executive Board President, outlined above, the President may appoint Committee Chairs and establish standing and special committees deemed necessary to carry on the affairs of the KDA.
E. The Executive Board will determine an annual financial budget for each Committee.
F. It is the responsibility of the Committee Chair to record expenditures and to present expenditures to the Treasurer for payment. The Committee Chair monitors the ongoing status of the Committee's expenditures vs the budget.

ARTICLE IX
Activities

A. The Kentucky State Convention shall be held annually, in the fall of each year
    a. The Convention shall be held in the state of Kentucky.
    b. Registration fees Shall be determined by the Convention committee

B. Special KDA Dances may be held to generate funds in support of
   a. Kentucky State Convention
   b. Member Club initiatives
   c. Admission fees shall be established in the KDA Standing Rules

C. Code of Conduct at Dances:
   1. The KDA and its members agree to adhere to the United Square Dancers of America's Code of Conduct and Code of Ethics.
   2. KDA members and guests are expected to conduct themselves in an appropriate manner that will promote harmony among members and guests and that will advance the best interests of dancing.
   3. Members or guests appearing at KDA Dances under the influence of alcohol or drugs or who bring alcohol or illegal drugs into dances shall be immediately evicted by the President or, if absent, by the most senior officer present.
   4. Members or guests engaging in disruptive behavior shall first be warned by the President or, if absent, by the most senior officer present, and evicted if such behavior persists.
   5. The Executive Board may terminate membership if it determines that a member's continued disruptive behavior is detrimental to the KDA.

ARTICLE X
REVISION OR AMENDMENT OF BYLAWS

A. These Bylaws may be revised or amended only at a meeting called for that purpose and approved by a two-thirds majority vote of those present.
B. At least two weeks in advance, an announcement is to be made by the KDA secretary that a revision or amendment is to be considered and copies of the proposed changes shall be provided.
C. Copies shall be provided via email to Member Clubs not present.

ARTICLE XI
MERGERS, ACQUISITIONS AND DISSOLUTION

A. The KDA may consider acquisition of an existing organization, when the KDA **is** operating successfully financially, in membership and in organization:
   1. The Executive Board may explore acquiring another similar purposed organization who is in financial and/or operational distress, if it is deemed advantageous for both organizations to do so.
   2. Since the KDA would be the acquiring entity, the Executive Board and operations of the KDA shall survive, and the KDA name shall survive. The acquired organization, operations and name of the acquired organization shall cease to be active.
   3. Upon majority vote of the membership of the KDA, The KDA may acquire the assets and membership of the proposed organization. Proposed acquisitions of the KDA require a majority vote of the entire BOD.

4. At least one month in advance, an announcement is to be made to Member Clubs that an acquisition is to be considered and copies of the proposed acquisition documentation shall be provided to all KDA Member Clubs.
5. Copies shall be emailed to members not present.
6. The acquisition will be voted on at a meeting called for that purpose. BOD Members not present at the meeting will be contacted directly by either the President or Vice-President and their vote recorded and documented.

B. Merger of the KDA with an existing organization, when the KDA **is not** operating successfully financially, in membership and in organization. Whereas,the financial and operational status of the KDA is pending dissolution.

1. The Executive Board may explore merger of the KDA with another similar purposed organization who is operating successfully financially, operationally, and successfully acquiring membership, if it is deemed advantageous for both organizations to do so.
2. Since the KDA would not be the acquiring entity, every effort shall be made to retain the Executive Board, operations of the KDA and the KDA name. However, it is understood that the KDA, at the point of pending dissolution, would not be the acquiring entity. The acquiring entity may choose to dissolve the Board, cease operations and retire the name of KDA, similar to actions related to dissolution of the KDA.
3. Upon majority vote of the membership of the KDA, the KDA may approve the proposed merger of another organization to acquire the assets and membership of the KDA. Proposed mergers of the KDA require a majority vote of the entire voting body of the KDA.
4. At least one month in advance, an announcement is to be made to the KDA BOD that a merger is to be considered and copies of the proposed merger documentation shall be provided to all KDA Club members.
5. Copies shall be provided via email to Member Clubs not present.
6. The merger will be voted on at a meeting called for that purpose. Member Clubs not present at the meeting will be contacted directly by either the President or Vice-President and their vote recorded and documented.

C. Dissolution of the KDA:

1. Upon majority vote of the KDA, the KDA may seek to dissolve based on the irreconcilable, terminal circumstances of financial insolvency and/or a significant decline in KDA membership, to the point that it makes it financially and operationally infeasible to sustain operations.
2. Upon majority vote of the KDA to dissolve, the officers shall, after paying or making provision for the payment of all the liabilities, dispose of all of the assets exclusively for the benefit of the KDA to any exempt corporation or entity organized for purposes similar to those set forth under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) as the officers shall determine.