

Bylaws of the Argentine Tango Society of Tallahassee, Inc. (ATST)

Article 0. Definitions

- (a) Member: any person who has paid annual dues. Such a member is also referred to as a member in good standing. Members have voting rights.
- (b) Director: A member of the society who is actively involved with the organization of events that benefit all in the Society.
- (c) Board of Directors: The group of directors elected to oversee the activities of the society as a whole.
- (d) Officer: refers to the duty of a particular Director. There are three officers: President, Vice-President, and Treasurer.
- (e) Simple Majority: A simple majority of votes refers to a number of votes strictly greater than 50 percent of the number of people voting.
- (f) Steering Committee: Current Officers and Members including founding members informally organized to serve until the first election after adoption of these bylaws to operate and guide activities for the ATST.
- (g) Quorum: A quorum refers to the minimum number of members attending a meeting, necessary for voting to occur, which for the Board of Directors is a simple majority.

Article 1. Name

The name of this organization is the "Argentine Tango Society of Tallahassee, Inc.", hereinafter referred to as the Society, or ATST, incorporated as a non-profit organization under the laws of the State of Florida.

Article 2. Purpose

ATST is a non-profit educational organization dedicated to the cultural experience of Argentine Tango and to its study, preservation and promotion.

The Society may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes, which may lawfully be carried on by a corporation formed in the State of Florida and which are not inconsistent with the Society's qualification as an organization described in Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code.

Article 3. Membership

Any person becomes a member of ATST once yearly dues are paid.

- (a) Members are entitled to attend annual and ad-hoc meetings, to vote on all questions coming before the membership, to hold office and serve on standing or special committees.
- (b) Membership dues and privileges are determined by the Board of Directors. Only those persons whose membership is paid for the current year will be considered to be members of the society.

Article 4. Meetings of the Membership

- (a) The first Annual Meeting of the Membership shall be held within one year from adoption of Bylaws and thereafter annually for the election of the Board of Directors.

- (b) Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 20% of the membership. Notices of special meetings shall state the matters to be considered.
- (c) Notice of meetings of the Society shall be posted of the society web site at least seven calendar days in advance of said meeting.
- (d) A minimum of 3 members must be present at a meeting of the Society to constitute a quorum. Where there is a quorum, the vote of a majority (51%) of members shall decide any matter that is authorized to be decided upon at a meeting of the Society.
- (e) Voting by proxy at meetings of members of the Society shall not be permitted.

Article 5. Board of Directors (BoD or Board)

The responsibility for all business matters lies with the BoD.

- (a) In the service of these responsibilities and activities, the BoD may authorize any Officer or Officers, agent or agents of the Society in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the society, and such authority may be general or confirmed by specific instances.
- (b) All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by such Officer of the Society as from time to time may be determined by the Board of Directors. In the absence of such determination of the Board, such instruments shall be signed by the President or by the Treasurer of the Society.
- (c) The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Society.
- (d) All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors shall select.
- (e) The Board shall, at a minimum, be comprised of a President, Vice-President/Secretary, and Treasurer, who shall constitute the officers of the society, for a total of five Board of Director positions. Additional Director positions may be added by the Board, with a maximum of seven Director positions. No person may hold more than one Officer position on the Board but may, by Board resolution, perform the duties associated with another Officer position except for the President who may not perform the duties of the Vice-President or Secretary.
- (f) Directors are elected by members at the annual meeting of the Society at the expiration of their terms. Officers of the Society shall be elected by the Board at their first meeting following the annual meeting.
- (g) Directors and Officers will serve until the first annual election within a year of acceptance of these bylaws.
- (h) Any member in good standing at the time of nomination and election is eligible to serve as a Director, and must remain in good standing as a member during the course of his or her entire term.
- (i) The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- (j) No Director may receive monetary compensation for serving as a Director or in any service for the Society.
- (k) A Director may resign by notifying the President or Secretary of the Society. The resignation shall be effective on the date submitted, except if such resignation would leave the Society effectively with no Directors. In that case, the resignation would be effective after the resigning Director has appointed one or more members to fill vacancies on the Board, and after at least one of those appointments has been accepted by the appointee(s).
- (l) A Director may be removed from the Board, with or without cause provided that notice of the meeting at which removal is to be considered states such purpose, and opportunity to be heard at such meeting is given to the Board member whose removal is sought..
- (m) A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of, but not limited to any of the following:
 1. The death or removal of any Board committee member;

2. The declaration by resolution of the Board of a vacancy in the office of Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a fiduciary duty under Florida law;
3. Vacancies in Director or Officer positions, however they may occur, shall be filled by the Board until the following annual meeting of the Board, for the unexpired term of that position.

No Officer or Director of the Society shall be personally liable to the Society for monetary damages for or arising out of a breach of fiduciary duty as an Officer or Director, notwithstanding any provision of law imposing such liability. However, this shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law,

- (a) for a breach of the Director's duty of loyalty to the Society or its members,
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or
- (c) for any Society transaction from which the Officer or Director derived an improper personal benefit.

Article 6. Officers

The duties of Officers are as stated in the following paragraphs. The Board may adopt an alternate set of responsibilities and may add additional responsibilities or delegate them to committees or other Directors. The Board or the President may assign titles and responsibilities to Directors, consistent with the needs and objectives of the Society.

- (a) **President.** The President is the executive Officer responsible for the operation of the Society. He or she presides at meetings, calls meetings of the Board or membership as needed, and appoints Chairpersons of standing or special committees. The President, or any other proper Officer of the Society, may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed.
- (b) **Vice-President/Secretary.** The Vice-President/Secretary shall perform any or all the duties of the President as needed, in the event of absence, incapacity, indisposition, or resignation of the latter. He or she shall assist the President in deriving long-term goals and strategies for the Society. The Vice-President/Secretary, or other person authorized by the Board, shall keep the minutes of the meetings of the Board, ensure that all notices are given in accordance with the provisions of these bylaws, be custodian of the corporate records, and, in general, perform all such duties that may, from time to time, be assigned by the Board.
- (c) **Treasurer.** The Treasurer shall maintain responsibility and oversight for the funds and securities of the Society. The Treasurer is responsible for the collection of dues and charges, for the payment of authorized expenditures. The Treasurer advises the Board about the finances of the Society and assists in formulating the budgets for both regular and special activities. The Treasurer also prepares a yearly financial statement of operations. The Treasurer may receive and give receipt for monies due and payable to the Society, and deposit such monies in the name of the society into banks, trust companies, or other depositories as selected by the Board.

Article 7. Terms of Office

Beginning with the first general meeting to elect Board of Director members and annually thereafter;

The term of office shall be one year for any Board of Director position, except that the Board may specify the initial term for a new Director position created by an increase in the authorized number of Directors to be any length, not exceeding one year. The Board may also, at its discretion, equalize the number of Director terms expiring on odd numbered and even numbered years by specifying a one-time term length shorter than one year for an existing Director position, prior to the election for that position. No person may be a Director of the Society for more than two consecutive terms, but may be re-elected after the lapse of one year.

The term of office shall be one year for any Officer or Board of Director position. (With the exception of the current Steering Committee and Officers)

Article 8. Election of Directors and Officers

Current Officers and Steering Committee members will serve until the first annual meeting after adoption of Bylaws within a year after adoption. Following the election of the Board of Directors, the current Steering Committee shall be dissolved.

Current Officers may serve de novo if elected at the first annual meeting.

Directors are elected by members at the annual meeting of the Society, at the expiration of their terms, as specified elsewhere in these bylaws.

- (a) Nominations to the Board may be presented to a nominating committee comprised of three or more members of the Society, one of whom should be a current Director.
- (b) Nominations to the Board may be solicited from the general membership no sooner than 14 days and no later than 7 days before the annual meeting.
- (c) The nominating committee shall report its slate of nominees for existing vacancies to the membership 7 days prior to the annual meeting.
- (d) Additional nominations may also be made by petition of five members, or may be taken from the floor at the annual meeting, provided the consent of the nominees has been obtained.
- (e) A majority of those present and voting is required for election to the Board of Directors. In the event of a contested election, paper ballots shall be used and tellers appointed to tally the results.

Article 9. Meetings of the Board

- (a) The Board of Directors shall hold an annual meeting each year, within 30 days following the Annual meeting of the Society, and may elect the time and place for annual, regular, and special meetings of the Board.
- (b) Special meetings of the Board of Directors may be called by the President of the Board, or by 50% of the Directors then in office, by giving notice of the date, time, place, and purpose of such meeting to all Directors, at least seven (7) business days in advance of such meeting. No business other than that for which the special meeting was called may be considered at a special meeting.
- (c) The quorum for the Board includes 50% or more of those Directors currently in office, unless a different number is specified by law, the Articles of Incorporation, or these Bylaws. A simple majority (51%) or more of Directors present at a meeting of the Board at which a quorum is present, shall be necessary to take action, unless a different number is specified by law, the Articles of Incorporation, or these Bylaws.
- (d) No proxies of absentee votes shall be permitted at meetings of the Board.
- (e) Meetings of the Board may be held by telephone, video, or other interactive electronic conference, so long as all persons participating in the meeting are able to hear one another at the same time, and such meetings shall then be considered equivalent in all respects to a meeting of the Board in person.
- (f) Any action permitted at any Board meeting may be taken without a meeting if consented in writing (including email) by all of the Directors. Such consent shall have the same force and effect as a vote of the Board.

Article 10. Fiscal Year

The fiscal year of ATST is from February 1 to January 31.

Article 11. Dissolution

The Society may be dissolved by three-fourths vote of all Board members then in office at a meeting of the Board, provided that notice of such proposed action is included in a meeting notice for that Board meeting. This shall further require ratification by a three-fourths vote of a quorum of members at a meeting of the Society, provided that notice of such proposed action is included in the meeting notice for that meeting of the Society.

Article 12. Disposition of Assets

In the event of dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of all other liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society, as the Board of Directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the states of the State of Florida and in the following sequence:

- (a) All debts of the Society shall be paid. If the Society's assets at the time of dissolution are insufficient to cover its debts, the assets shall be distributed to the creditors as determined by the Board.
- (b) If any funds are remaining, the Board may, at its discretion, elect to refund a portion of membership fees already paid by current members for that membership term, pro-rated for the period of that term that the Society will not be in existence. Under no circumstances shall there be any distribution of assets of the Society to any member of members in excess of this amount.
- (c) Remaining assets, if any, shall be distributed to one or more regularly organized secular, non-partisan, non-profit organization.

Article 13. Restrictions on Activities

- (a) Notwithstanding any other provisions of these bylaws, no member of the Board of Directors, Officer, employee, agent, or any other representative of the Society shall take any action or carry on any activity by or on behalf of the Society that is not permitted by other organizations exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.
- (b) The Society is only responsible for collecting annual dues.
- (c) Any use of annual dues must be voted on by the Board of Directors and the voting member.

Article 14. Amendments to these Bylaws

These bylaws may be amended by 2/3 vote of all Board members then in office at a meeting of the Board, provided that such amendment does not affect the voting rights of members. An amendment that does affect the voting rights of members further requires ratification by a 2/3 vote of a quorum of members at a meeting of the Society.

Approved Bylaws shall be presented for a membership vote at a special meeting to be scheduled on or before February 9, 2007. By the current Board.