

**ARTICLES OF INCORPORATION AND  
BY-LAWS  
OF THE  
CONTINENTAL DANCE CLUB, INC.**

The following articles are in accordance with the State of Indiana Articles of Incorporation.

**Article 1—Name**

Continental Dance Club, Incorporated

**Article II—Purpose**

The Corporation is organized and operated as a Social Club, within the meaning of Section 501 (C) (7) of the Internal Revenue Code, promoting and sponsoring Ballroom Dancing and charitable events as set forth in its Certificate of Incorporation.

**Article III—Corporation Continuation**

The Corporation is perpetual.

**Article IV—Principal Office**

The Corporation may establish and maintain offices at any place or places within or without the State of Indiana as the Board of Directors may determine.

**By-Laws**

In compliance with Article Twelve, the following rules establish the manner in which the Corporation conducts the affairs of its operation.

**Trademark—Corporate Seal—Corporation Records**

Rule 1—Trademark: The trademark of the Corporation shall be a printed picture of a man holding a woman in dancing position and bearing the name of the Corporation.

Rule 1-A—Corporate Seal: The seal of the Corporation shall be circular in form, bear the name of the Corporation, and have the Corporate Trademark (picture of a man holding a woman in a dance position) in the center.

Rule 2—Books: There shall be kept in the principal office, or any other designated location, the corporate records consisting of separate books of accounting and membership. Books shall be kept containing the Indiana State Articles of Incorporation and amendments thereof: Indiana “Not-for-Profit” reports; corporate trademark certificate; application and approval documents of federal tax exemption and corporate by-laws. A book or books shall be kept containing all Indiana state and federal income taxes filed with supporting data, and a book containing minutes of the Board of Director’s meetings, contracts, business activities, correspondence, and newsletters. These books shall be maintained on a calendar year basis.

## **Members & Membership**

Rule 3—Members and Membership: Any individual regardless of race, color, or religion may be a member of the Corporation.

Rule 3A—Voting Rights: Each member is entitled to one vote on each matter that is properly presented to such member and that is a proper matter for such member to vote upon.

Rule 3B—Annual Dues: A member shall be required to pay annual dues, in advance, in a sum to be fixed by the Board of Directors. Membership expires one year from the date of issue.

Rule 3C—Termination of Membership: After a person has become a member, as set forth in Rule 3, 3A, and 3B, such membership can be terminated for the following reasons:

- 1) Nonpayment of dues.
- 2) Failure of member to conduct himself/herself in an acceptable manner as determined by the Board of Directors.
- 3) Failure of member to obey and comply with Club rules, as posted and other rules and/or restrictions.

## **Meetings—Voting—Nominations**

Rule 4 Annual Meetings: No meeting may be held on any holiday or on the eve of any holiday. The Annual Meeting of the members for the election of the Board of Directors for the ensuing terms shall be held in December at the principal office of the Corporation or at such place as the Board of Directors may determine. The transaction of such other business as may properly come before the members may also be held at that time.

Rule 4A—Meeting for Nomination of Directors: The meeting of the members for the nomination to the Board to fill the positions of Directors whose terms are expiring, and for transaction of any other business as may properly come before the membership, shall be held in September at the principal office of the Corporation, or such other place or time as may be determined by the Board of Directors to allow time for name (s) of candidates to be conveyed to the membership.

Rule 4B—Special Meetings: Special meetings of the membership shall be called by the Secretary upon direction of the President, the Board of Directors, or at least one-fourth of the registered current membership. Such meetings are to be held at the principal office of the Corporation unless otherwise agreed to by a majority vote of the Board of Directors.

Rule 4C—Notice of Meetings: Notice of the time, place, and day of each meeting of members, whether annual or special, shall be given to each member. Such notice must be provided no less than two days before and not more than forty days prior to the date of such meeting. Such notice must also include, in addition to the time, place and date, a brief statement regarding the purpose or purposes of the meeting and establish that no business other than that specified in the notice shall be transacted.

Rule 4D—Quorum & Adjournment of Meetings: At any meeting of the members, except as otherwise provided by law, a majority of the members present in person shall constitute a quorum for the transaction of business. Adjournment of the meeting may be effected by a motion made, seconded, and approved by a majority of members present, and entitled to vote thereat.

Rule 4E—Voting in Person and by Absentee Ballot: At any meeting of the members each member is entitled to one vote. Ballots shall be in writing, or on a voting form provided by the Corporation. Absentee ballots for Board of Directors must be signed by the member and received at our principal office or given to the Chairperson of the Nominating Committee no less than four days prior to voting.

Rule 4F—Nominating Procedure: The process for nominations of candidates for the Board of Directors shall begin 3 months prior to the election date and continue until voting begins. The voting process shall be conducted and supervised by a member or committee appointed by the Board of Directors. No member running for election may serve on the committee conducting the voting process for that election.

## **Board of Directors**

Rule 5— Number of Directors: The Board of Directors shall consist of eight (8) directors.

Rule 5A—Qualifications of Directors: Directors must have held their Membership status for a period of one year, prior to their election. Married couples may not hold office as directors at the same time. However, should two members of the Board marry each other during their terms of office; each may continue to serve until their term expires. No member of the Board of Directors shall receive any compensation or remuneration for their services except admission to the regular Sunday night dances

Rule 5B—Terms of Office: Term of office of each Director shall be two years. Four Directors shall be elected in each year. There will be a three term limit (six consecutive years). The Director must then retire from the Board for one year before running again. Duties and responsibilities shall be exchanged at the first regular scheduled Board of Directors meeting of the year, held jointly between the incoming and outgoing Board of Directors.

Rule 5C—Removal: A Director may be removed for cause at any special meeting of the Board of Directors called for such purpose.

Rule 5D—Vacancies: In case of any vacancy in the Board of Directors, the President or the remaining Directors may call a special meeting of members to fill such vacancy or may themselves at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose, elect a successor to hold office of the un-expired term of the Director whose place shall be vacant, and until election and qualification of their successor.

Rule 5E—Powers and Duties: The entire direction and management of the affairs of the Corporation shall be invested in the Board of Directors. The Board of Directors shall have complete and exclusive discretion to determine all investments, reinvestments, expenditures, disbursements, or distributions to be made in carrying out all the purposes of the Corporation, except as directed in 7A of these by-laws.

Rule 5F—Place of Meeting: The Board of Directors may hold its meetings at such place or places, within or without the State of Indiana, as the Board of Directors or President may determine.

Rule 5G—Regular or Special Meetings: The Board shall hold regularly scheduled meetings to conduct the corporate business in accordance with Rule 5E. These meetings shall be held on such dates, and at such time, as may be fixed by the Board of Directors. Special meetings of the Board of Directors shall be called by the Secretary whenever directed by the President or requested by not less than five members of the Board of Directors.

Rule 5H—Notice of Meetings: Notice of meetings shall be given to each Director no less than two days prior to such meeting. Delivery shall be to them personally, by telephone, by email, by telegram, or by

mailing to the address of the records of the Corporation. Notice shall contain information of the place, day, and hour of the meeting. It shall not be necessary to notify any Director present when the said meeting is scheduled.

Rule 5I—Quorum and Adjournment of Meetings: A majority of the elected and qualified Directors (no less than five) will constitute a quorum for the transaction of business. A meeting with less than a quorum may be adjourned by the President or the attending Directors. No Notice is required to be given for the reconvening of any adjourned meeting of the Board of Directors.

Rule 5J—Annual Corporate Report: In the first quarter of each year the previous Board of Directors shall request the President or a delegated representative to present a financial report to the membership, verified by the previous President, Treasurer, and a majority of the Directors. This will show the whole amount of real and personal property owned, where located, how and where invested, the nature of any property acquired during the year immediately preceding the date of the report, and the manner of acquisition. Report shall be made of any amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications; appropriations or expenditures have been made. The report shall contain the names and addresses of each person admitted to membership in the Corporation during the prior year. Such report shall be filed with the corporate records. An abstract of the Annual Report shall be included in the minutes of the Corporation.

#### **Election of Officers — Term of Office — Eligibility**

Rule 6—Number of Officers—Election—Term—Eligibility: The officers of the Corporation shall consist of President, Vice President, Treasurer, and Secretary, who are members in good standing one year prior to taking office. The Board of Directors may at any time provide for one or more additional Vice Presidents, Assistant Secretaries, or Assistant Treasurers, as well as any other such offices as it may determine. All officers shall be elected by a quorum of the Board of Directors. All officers shall hold office for one year or until their successor is duly elected and qualified. No officer shall hold the same office for more than three (3) consecutive years. Duties and responsibilities shall be exchanged at the first regular Board of Directors meeting in January, held jointly between the incoming and outgoing officers. No person shall hold more than one office of the Corporation. Any office, including the creation of a new office, may be filled by the Board of Directors at any meeting by a quorum of the Directors.

Rule 6A—President: The President shall be a member of the Board of Directors. They shall preside at all meetings of the Board of Directors, call to order all meetings of the members, and shall be the chief executive officer of the Corporation subject to the supervision of the Board of Directors. The President shall have general charge of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. They shall, when required by the Board of Directors, make a full written report with respect to any designated matter in connection with the Corporation or its affairs and they shall execute and acknowledge on behalf of the Corporation all contracts, documents, checks, bonds, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be delegated by the Board or these by-laws to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of President and such other duties as may be delegated by the Board of Directors.

Rule 6B—Vice President: The elected Vice President shall be a member of the Board of Directors. Each Vice President shall have such powers and duties as may be delegated by the Board of Directors. In the absence or disability of the President, the Vice Presidents, (in order of their election unless the Board of Directors otherwise determines) shall be vested with all the powers and perform all duties of the President.

Rule 6C –Treasurer: The Treasurer shall be a member of the Board of Directors and shall receive the moneys of the Corporation for deposit in such banks, trusts, or other depositories as may be selected in accordance with Rule 7B. The Treasurer shall also have custody of all securities, valuable papers, and other corporate documents they shall keep, or cause to be kept, a book or set of books, showing a true record of receipts and disbursements, and when required by the President of the Board of Directors, render a statement of the financial condition of the Corporation, and in general shall perform all duties incident to the office of Treasurer and have such other powers and duties as may be delegated by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond in such form with such security, and such amount, as the Board may direct.

Rule 6D—Assistant Treasurer: The Assistant Treasurer shall have such powers and duties as may be delegated by the Board of Directors. In the absence or disability of the Treasurer, the Assistant Treasurer shall be vested with all the powers and perform all the duties of the Treasurer. If the Board so requires, the Assistant Treasurer shall give a bond or bonds in such form with such surety, and such amount, as the Board may direct.

Rule 6E—Secretary: The Secretary shall be a member of the Board of Directors and shall act as Secretary at all Board Meetings as well as all meetings of the members of the Corporation. They shall give or cause to be given all required notices of meetings of Directors and members; shall record all meetings of the Directors and members in a book to be kept for that purpose; and in general, shall perform all duties incident to the office of Secretary, and shall have such powers and duties as may be delegated by the Board of Directors. The Secretary shall have custody of the seal of the Corporation and shall affix the same to any instrument when duly authorized to do so and shall attest the same.

Rule 6F—Assistant Secretary: The Assistant Secretary shall have such powers and duties as may be delegated by the Board of Directors. In the absence or disability of the Secretary, the Assistant Secretary shall be vested with all the powers and perform all the duties of the Secretary.

### **Contracts—Financial—Liquidation**

Rule 7—Contract/Notes/Drafts: All contracts, notes, drafts, or any other evidences of Indebtedness for the payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation by such officer/s, agent/s, and in such manner as shall be determined by resolution of the Board of Directors. However, all contracts pertaining to purchase or sale of real estate must be ratified by a majority of the membership attending a meeting called for that purpose.

Rule 7A—Bank Accounts: All funds of the Corporation not otherwise employed, shall be deposited to the credit of the Corporation. These funds shall be placed in either a general or special account in such banks, trust companies, or other depositories as the Board of Directors may select or cause to be selected by any officer/s, agent/s, of the Corporation to whom such power may be delegated. Deposits of moneys, checks, drafts, or any other orders which are payments to the Corporation may be made by not only the Treasurer, but also by such officer/s, agent/s, to which such power of endorsement or assignment may be delegated by the Board of Directors. Withdrawal of funds from depositories shall be established to require two signatures. They may be the Treasurer and one member of the Board of Directors, or two members of the Board of Directors. No individual may be a cosigner of any order of payment to themselves.

Rule 7B—Securities/Documents/Valuable Papers: All securities, documents, and/or valuable papers of the Corporation shall be placed in the custody of the Treasurer in accordance with Rule 6C of these bylaws, or placed in the custody of such depository/ies and authorized officer/s, agent/s as the Board of

Directors may so determine.

Rule 7C—Termination and Liquidation: Decision to terminate the Club shall be done by majority vote of the membership at a meeting scheduled in accordance with Rule 4C of these by-laws. Under the direction of an administrator selected by the Board of Directors, and following the local, state and federal liquidation laws, all assets of the Corporation will be sold. The revenue shall be put into the Corporation's checking account. All debts and liabilities will first be satisfied. The remaining funds will be distributed to qualified and recognized charitable organizations as determined prior to the liquidation vote by the Board of Directors. Liquidation of the organization known as the "Continental Dance Club, Incorporated" will become final when all funds are disposed of as directed and all necessary local, state, and federal dissolution laws are satisfied.

Rule 8—Advisory Council: Any President may appoint an advisory council consisting of three to five members from the membership of the Corporation for the period of their term. Such advisory council may confer with the President as may be required but shall have no official status other than the giving of such advice.

Rule 9—Fiscal Year: The fiscal year of the Corporation shall commence on the first day of January of each year and end the 31st of December of the same year.

Rule 10—Amendments and/or Revisions to By-Laws: Changes to these by-laws must be ratified by a majority of the membership attending a meeting called for that specific purpose, in accordance with Rules 4C and 4D of these by-laws.

Approval of the revisions to the by-laws of the Corporation, per Rule 10, was concluded at a special meeting called for that purpose on July 28, 2013.

Bill Stahl President  
Bill Stahl

Arthur C. Lang Vice President  
Art Lang

Carol Kussmann Secretary  
Carol Kussmann

Diane Rice Treasurer  
Diane Rice

Pam Gregory Director  
Pam Gregory

Freda Hutcheson Director  
Freda Hutcheson

Jane Perry Director  
Jane Perry

By-laws Committee: 2013 Board of Directors