

## BYLAWS

of the

# TANGO SOCIETY OF MINNESOTA

Name: The name of this corporation, which is a non-profit corporation organized under the Nonprofit Corporation Act of the State of Minnesota is “The Tango Society of Minnesota” (also known as TSoM or Club).

Purpose: It shall be the goal and purpose of the Tango Society of MN. Inc. to promote Argentine Tango and to support other organizations that do the same.

## ARTICLE I - MEMBERSHIP

### **Section 1: Members**

The Corporation shall have annual members who have paid their dues in advance for a period of one year. All members have the same rights and responsibilities.

### **Section.2: Property and Assets**

No member, officer or director shall have any interest or property right in the assets of the Corporation or its name, shall exercise any right to borrow or loan money or assets in the name of the Corporation, and no member shall hold more than one membership in the Corporation.

### **Section 3: Qualifications for Membership**

The qualifications for membership in the Corporation shall be as follows: Members shall have paid yearly dues in advance, which shall be nonrefundable at the discretion of the Board of Directors.

### **Section 4: Dues**

Annual dues in the amount determined by the Board of Directors of the Corporation shall be required of each member. Such dues shall be payable in advance and will be renewable each year.

### **Section 5: Non-Transferable**

Membership in the Corporation shall be non-assessable, nontransferable and non assignable.

### **Section 6: Membership Cessation**

Membership in the Corporation shall cease:

- a. upon receipt by the Board of Directors of the written resignation of a member;
- b. upon the failure of a member to pay his /or her annual dues;

- c. for conduct, infractions or violations of corporation rules or laws, or for any conduct considered detrimental to the best interests of the corporation, as determined by a two thirds majority of the Board of Directors
- d. upon the death of a member;
- e. by a two thirds majority vote of the general membership at a meeting convened in accordance with these bylaws.

### **Section 7: Conduct**

Sexual harassment shall not be tolerated by the Tango Society of Minnesota. Discrimination on the basis of race, gender, sexual orientation, ethnicity, national origin or religion is similarly prohibited. Sexual harassment or discrimination as described above shall subject the perpetrator to expulsion.

## ARTICLE II - MEETINGS of TSoM

### **Section 1: Open Meetings**

All meetings of TSoM shall be open to the public. Meetings or portions of meetings may be closed upon motion, however, to allow the Board to handle confidential matters. Reasonable effort shall be made to inform Members of the decisions being made and to solicit their input.

### **Section 2: Conduct of Meetings**

Meetings of the Board of Directors or membership meetings may be conducted in any agreed upon manner. However if there is no consensus on rules, the meeting shall be conducted in accordance with the latest edition of Robert's Rules of Order. The chairperson shall rule on matters of procedure.

### **Section 3: Annual Membership Meetings**

Members shall meet regularly on an annual basis. This shall be known as the Annual Meeting, which will be held for the purpose of electing and confirming the election of the Board of Directors for the subsequent year. Other business that may be forthcoming at that time may be transacted.

### **Section 4: Regular Board Meetings:**

The Board shall hold board meetings at least once quarterly, but will meet monthly as schedules allow. Notice of these meeting shall be provided at least 48 hours in advance of the meeting to the extent practical if the time, date, and place were not announced at the previous meeting.

### **Section 5 Special Membership Meetings**

Special membership meetings may be called by the President of the Board or by written petition signed by at least 30 percent of the voting members of TSoM. Such a petition shall be presented to the President or the vice president who shall call a special meeting within 30 days from receipt of said petition by the president or vice president.

**Section 6: Quorum**

A quorum for the transaction of business at a regular Board meeting shall consist of one-half of the total number of Directors, rounded up to a whole number if necessary, but not fewer than four. At any membership meeting those Members present shall constitute a quorum.

**Section 7: Notice of Meetings**

Notice of the time and place of meetings, whether annual or special, shall be made to members by mail, email or the TSoM web site at least 14 (fourteen) days prior to such meetings. If notice of regularly scheduled meetings has been advertised in Corporation literature, or in some medium available to the general membership, this personal notice may be eliminated.

**Section 8: Agenda**

All parties having business with TSoM must notify the President prior to the next scheduled meeting. Any Member may ask for a special topic of discussion at a meeting. The topic will be addressed as time permits, or the topic will be added to the agenda for the next meeting.

**Section 9: Participation in Meetings by Means of Remote Communications**

At the discretion of the Board a Board Member may participate in a meeting of the Board of Directors by means of remote communication.

**Section 10: Business Conducted Outside of Regular Meetings**

- In urgent situations, any Board Member can, outside of the board's regular meeting time, make an email motion for the Board's consideration.
- The president will notify any board member who does not have email access.
- A proposed motion is seconded by the first supportive respondent
- Email discussion of the motion will be allowed for 2 days (48 hours).
- At the end of 2 days the person who made the original motion will restate the motion in a new email (with or without any suggested amendments) and will call for a vote, explaining that a vote is "required."
- A motion passes when more than 50% of the board votes in the affirmative.
- If the motion is passed it is treated as though it were voted upon at a TSoM Board of Directors meeting.
- If the motion does not pass, a new, revised motion can be put forth and the procedure repeated.

**Section 11: Minutes of Meetings**

Minutes of meetings of the Club shall be made available to any member. However, the Board may vote to censor sections whose publication would compromise the corporation's negotiating power.

## ARTICLE III - TSoM BOARD

### **Section 1: General Powers**

TSoM shall be represented and governed by the Board of Directors (The Board). The Board shall be responsible for the business and day-to-day operation of TSoM. The Board members may exercise all such powers and do all such things as may be exercised or done by TSoM, subject to the provisions of the Articles of Incorporation, these By-laws, and all applicable laws. Board members shall receive no compensation for their services as Board members, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Board member.

### **Section 2: Number**

The Board shall consist of not less than seven and no more than 12 members elected by the Members of TSoM.

### **Section 3: Selection**

All Board members including officers shall be elected at the annual membership meeting unless filling a vacancy as described in Section 5 of this article. Board members shall be elected by majority vote of Members attending the meeting.

### **Section 4: Tenure**

Board members terms shall be for two years. President and Vice President are elected in even-numbered years. Secretary and Treasurer are elected in odd-numbered years. The remaining seats on the Board shall be filled with staggered, two-year terms.

### **Section 5: Vacancies**

Any vacancies that occur –either between the annual elections as a result of resignation or removal, shall be filled by appointment of eligible members by the president, subject to approval by a majority of the members of the Board. Notice to Members of Board vacancies may be given on the TSoM website, or using electronic and/or paper announcements to the extent practical. Such appointments shall be made within 30 days of the vacancies. Should the president fail to act within the time required, it shall be the responsibility of the remaining Board members to nominate eligible members for the existing vacancies, and to elect them by a majority vote. The terms of non-elected officers expire at the same time as the terms of elected officers on the same board.

### **Section 6: Removal of a Board Member**

Any Board member, including an Officer, may be removed from office with or without cause by at least a two-thirds vote of the remaining Board members, at a regular board meeting or special meeting of the Board called for that purpose, but with fifteen days notification of such proposed action and the right of the affected Board member to be heard thereon at such Board meeting.

### **Section 7: Resignation of a Board Member**

Any Board member, including an Officer, may resign at any time by giving written or verbal notice to the Board or to the Board's President. The resignation shall take effect when it is delivered unless the notice states otherwise. If a Board member is absent from three consecutive meetings without providing notice of the absences to another Board member, the Board member may be considered to have resigned at the discretion of the Board. If a Board member is considered resigned due to three consecutive absences without notice, the resignation shall take effect upon adjournment of the meeting on the third absence.

### **Section 8: Board Voting**

Assuming a quorum is present, passage of a motion or resolution shall require a vote of a majority of the Board members present. Not eligible are those who have a Conflict of Interest. There shall be no proxy voting, but the board may decide to allow voting by remote, electronic means.

## **ARTICLE IV OFFICERS OF THE TSoM BOARD**

### **Section 1: Officers of the Board and Their Duties**

The Board shall have the following Officers: President, Vice President, Secretary and Treasurer. Except as provided in these By-Laws, the Board shall fix the powers and duties of all Officers.

### **Section 2: Responsibilities**

No Officer shall in any way bind TSoM or the Board to do or not to do any certain thing, unless expressly authorized by the Board to do so; and no such action shall in any way be recognized by TSoM unless expressly ratified or approved by the Board.

### **Section 3: Selection**

All Officers shall be elected by the Members at the Annual Meeting

### **Section 4: Term of Office**

Officers shall serve for a two-year term or until their earlier resignation or removal from office. No President or Vice President may serve in the same office for more than two consecutive terms.

### **Section 7: President**

Unless otherwise proscribed by the Board, the President shall: (1) have general active management of the business of the organization; (2) act as the official spokesperson of the association; (3) when present, preside at meetings of the Board and of the members; (4) see that orders and resolutions of the Board are carried into effect; (5) The president and one other officer shall sign jointly all contracts, bonds and other written instruments, which shall have been first approved by the Board of Directors. (6) The president shall have authority to expend up to \$100 per transaction for Corporation

purposes. (7) the Board of Directors may elect another chairperson for special and regular meetings by a majority vote.

### **Section 8: Vice President**

The Vice-President shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board or by the President. In the event of absence or disability of the President, the Vice President shall assume the power and duties described in Section 7 of this Article, until a new President has been elected.

### **Section 9: Secretary**

The Secretary shall be secretary of the meetings of the Board and shall record all proceedings of the meetings. He or she shall prepare and maintain files of all correspondence; take minutes and publish minutes from all meetings, maintain the confidentiality of the membership rolls, as required by the Board of Directors; serve as president of the Corporation in the absence of both the president and the vice president. All ministerial duties described above for the Secretary may be performed by a TSoM member who is not on the board and is not formally designated secretary. The duties of secretary may be combined with those of treasurer in one TSoM member who may or may not be a board member.

### **Section 10: Treasurer.**

The treasurer shall manage all income and disbursements, except as otherwise provided by these bylaws; maintain current and accurate records of all Corporation financial transactions; require receipts from all members authorized to expend Corporation funds; present to the Board of Directors current financial reports at each Board meeting; The treasurer may present an annual financial report at the annual meeting; and serve as president of the Corporation in the absence of the president, vice president and secretary. Corporation checks and withdrawals shall require only one signature. All ministerial duties described above for the treasurer may be performed by a Tango Society member who is not on the board and is not formally designated treasurer. Corporation books, bank accounts and other financial data shall be audited as the Board deems appropriate by someone who is not treasurer and not performing any of these duties.

### **Section 11: Duties of the Board**

The duties of the Board of Directors shall include, but not be restricted to, the following as their exclusive responsibility:

- a. amendments to these bylaws, by a two-thirds majority vote;
- b. regulation of membership fees;
- c. management of the corporation's finances;
- d. promulgating policies and procedures for the society.

### **Section 12: Correspondence**

When corresponding with persons or entities in matters of policy and/or Club activities, members of the Board of Directors shall submit a copy of such correspondence to the secretary for Corporation files. Also, any correspondence received by members

pertaining to Corporation matters shall be submitted to the secretary for Corporation files.

### **Section 13: Delegation**

Officers' duties may not be delegated without approval from the Board.

### **Section 14: Conflicts of Interest**

To avoid conflicts of interest, all officers shall adhere to the following rules. A 2/3rds majority of the Board may approve exceptions to these rules on a case-by-case basis.

- a. With approval by 2/3rds of the Board, TSoM may be co-promoted with non-TSoM events in advance of those events; the TSoM name may be linked with a non-TSoM event in advance of the event, may be used for marketing the event, and may be used for pursuing participation in the event.
- b. Affiliation with TSoM may not be advertised on websites owned or operated by officers. However, links to the TSoM website are permitted and encouraged.
- c. TSoM promotional material MAY be distributed at non-TSoM sponsored events.
- d. Officers shall not vote on TSoM support of any promotions or affiliation with events in which they have a financial interest or may potentially receive other direct benefit or services

## ARTICLE V ELECTION OF THE BOARD OF DIRECTORS

### **Section 1: Board**

The Board of Directors and Officers shall be elected by the general membership in the manner prescribed by these bylaws, to serve in office for a period of two years, unless they resign or are otherwise removed under these bylaws. In order to promote continuity, president and vice-president shall be elected in even-numbered years, while the secretary and treasurer shall be elected in odd-numbered years.

### **Section 2: Election Date**

The Board of Directors shall appoint an election date, which shall be no more than one year and one month from the date of the previous election or as soon thereafter as is possible.

### **Section 3: Notice**

Notice of Board of Director openings shall be provided to all members through TSoM Announce (TSoM's group email list for communication) at the time nominations are opened.

### **Section 4: Nominating Committee**

The Board of Directors shall appoint a nominating committee of at least three persons at least 45 days before the annual election, who shall solicit and accept nominations for the Board of Directors.

**Section 5: Nominations Close**

Submission of names for the written ballot shall be closed 10 days before the Annual Meeting. No nominations from the floor will be accepted at the Annual Meeting.

**Section 6: Inadequate Number of Nominees**

In a case where there are no nominations for a seat, and a situation where the total number of board members would drop to fewer than 7, the current officeholder will retain the seat.

**Section 7: Ballot Committee**

The president shall ensure that a ballot is created containing names of candidates. The president shall also appoint a ballot counting committee, which shall consist of at least 2 people who are not candidates.

**Section 8: Anonymous Voting**

All ballots shall be prepared in such a way as to guarantee the anonymity of each voting member.

**Section 9: Voting**

All voting shall be done in person at the annual meeting. Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

**Section 10: Election Results**

The results of all balloting shall be considered privileged information and shall not be divulged, except as directed by a majority of the Board of Directors. Election results shall be announced to the membership at most 10 days after the end of balloting.

**Section 11: New Board**

The newly elected board shall take office at the first board meeting that follows their election. and both outgoing and incoming board members shall be encouraged to attend.

**Section 12: Eligibility**

Any member in good standing whose nomination has been accepted by the nominating committee is eligible for election.

**ARTICLE VI : CORPORATION FUNDS**

**Section 1: Checking Account**

The general fund shall be a checking account for the deposit of all Corporation income, and shall be used to pay debts and expenses incurred by the Corporation.

**Section 2: Special Funds and Accounts**

Special funds may be created, as necessary, by a majority vote of the Board of Directors.

**Section 3: Deposits**

All monies received or earned by the Corporation shall be deposited in banks, savings and loan institutions and/or other institutions approved by the Board and in accordance with the provisions of these bylaws.

**Section 4: Reporting**

At the discretion of the Board, all monies and debts held by the Corporation may be reported to the membership at the annual meeting. With 60 days notice any member may request a statement of current assets and liabilities held by the Corporation.

## ARTICLE VII MISCELLANEOUS

**Section 1: Procedure for Handling Grievances**

Any complaint against TSoM or any of its activities shall be made in writing and directed to an Officer (President, Vice President, Secretary, or Treasurer) of the Board. The complaint shall be filed with the Secretary. The complaint shall be considered at the next Board meeting if it is received at least three days prior to that meeting. If time constraints regarding the agenda prevent consideration of a complaint, it will be taken up at the next meeting of the Board. The Secretary shall provide the Board's written response to the complaint.

**Section 2: Affiliation**

The Corporation shall be nonpolitical, nonreligious, noncommercial, and no member shall publicly or privately commit the Corporation to any apparent or real espousal of any religious, political, commercial or trade union philosophy.

**Section 3: Use of Assets**

Neither nonmembers nor members of the Corporation shall use the Corporation's assets, facilities, funds, equipment, properties, membership rolls, name or reputation to produce, promote, advertise or otherwise seek commercial or financial advantage; nor shall religious, political, scientific or commercial doctrines be advertised, promoted, or otherwise publicly or privately advocated at Club functions, except as approved by the Board of Directors.

**Section 4: Dissolution**

Should the Corporation cease to be a functioning entity, dissolution of the Corporation shall be initiated by a majority vote of the Board of Directors. All assets shall be liquidated and used to satisfy Corporation obligations, and the remainder shall be

donated to charity, as determined by a majority vote of the Board of Directors in accordance with applicable provisions of these bylaws.

### **Section 5: Amendments to the By-Laws**

Any provision of these By-Laws may be amended at a meeting of the Board of Directors by at least a two-thirds majority vote. Notice to Members of pending Board votes on proposed By-law amendments will be given using electronic and/or paper announcements to the extent practical. Amendments may be proposed by any Member by submitting a proposed amendment in writing to the Board; The proposed amendment shall be considered at the next meeting of the Board.

#### Revision History:

1. Original document prepared ~2000.
2. Revised March 23, 2004
3. Revised March 21, 2013; editorial cleanup on July 25, 2013
4. Revised and approved October 20, 2016