

Santa Clara Valley Callers Association

A California Nonprofit Mutual Benefit Corporation

SANTA CLARA VALLEY CALLERS ASSOCIATION BYLAWS

REVISED & APPROVED April 2, 2017

Article I. Name

This organization shall be known as the SANTA CLARA VALLEY CALLERS ASSOCIATION, INC., hereafter referred to as “the Association” or SCVCA.

Article II. Purpose

The purpose of the Association shall be:

- A. To encourage, foster, and promote square and round dancing.
- B. To promote the use of standardized square and round dancing terms, definitions, calls, cues, and concepts.
- C. To exchange material, information, ideas, and techniques for the education and growth of all members.
- D. To aid each other by promoting better caller-dancer relations and maintaining a code of ethics.
- E. To provide support and education for aspiring callers.

Article III. Membership

A. There shall be seven (7) classes of membership in the Association:

1. General Caller Member
2. Dance Leader Member
3. Associate General Member
4. Apprentice Caller Member
5. Honorary Life Member
6. Supporter Member
7. Partner Member

B. Except for Supporter and Partner Members, membership shall be granted upon approval by a two-thirds vote by secret ballot at a meeting of the Association. Applicants shall be notified of their acceptance or rejection no later than two weeks after this vote.

An applicant for any membership other than Apprentice Member whose application is rejected must wait a full year before again applying for membership.

C. Application for membership shall be made on a form provided by the Association and shall be directed to the Membership Chair for consideration. After sufficient investigation, the

Membership Chair shall present the application, along with their recommendation, to the membership for a vote. The Membership Chair may discuss the application and its recommendation with the applicant prior to presentation to the membership.

Presentation to the membership shall be no later than the first meeting following 60 days after receipt by the Membership Chair. An applicant may withdraw his or her application at any time prior to the vote, by notifying the Membership Chair in writing.

D. Any member able to meet the requirements of both General Caller member and Dance Leader member will be recognized in both fields and be allowed any benefits that might accrue from either membership.

E. To qualify for membership, applicants must meet the following standards:

1. GENERAL CALLER MEMBER

a) Capabilities:

- (1) The ability to call a full club-level program.
- (2) The ability to teach square dance basics.

b) Requirements:

- (1) Adhere to the Code of Ethics.
- (2) Must have been the primary caller for at least 24 dances (club nights or hoedowns), or have called an equivalent number of hours, in the last year.
- (3) Submit evidence of having called on at least seven (7) different occasions in the preceding two (2) years, to experienced dancers in the presence each time of a General Caller member of the SCVCA, either in the form of Apprentice Evaluations or in the course of regular calling, from a total of at least 4 different current General Caller members.
- (4) Demonstrate calling capabilities at the regular meeting of the SCVCA at which application for General Caller membership is submitted.
 - (a) Demonstration shall be patter calling (not a singing call).
 - (b) Demonstration shall include the use of two (2) specific Mainstream square dance commands to be selected by the Membership Chair and given to the applicant at the time of the demonstration.
 - (c) Demonstration shall include teaching of a call picked by the Membership Chair from a program at the applicant's current calling level. If requested by the applicant, the call to be taught shall be identified to the applicant in advance of the demonstration.

c) Privileges:

- (1) Each General Caller member is entitled to one vote on all matters, may be elected to any office, and may serve on any committee.
- (2) Each General Caller member may sponsor one Apprentice Caller member or one Dance Leader member during any twelve (12) month period. General Caller members are encouraged to accept requests for Apprentice Evaluations.

- (3) Shall have access to Member Documents and communications, including minutes of the business meetings.
- (4) Shall be entitled to wear an official SCVCA General Caller Member badge.
- (5) May receive other benefits of the SCVCA as decided by the membership.

2. ASSOCIATE GENERAL MEMBER

a) Capabilities:

- (1) The ability to call a full club-level program.
- (2) The ability to teach square dance basics.

b) Requirements:

- (1) Adhere to the Code of Ethics.
- (2) Must have at least two (2) years of calling experience, but there is no specific requirement on their calling frequency.
- (3) Submit evidence of having called on at least seven (7) different occasions in the preceding two (2) years, to experienced dancers in the presence each time of a General Caller or Associate General member of the SCVCA, either in the form of Apprentice Evaluations or in the course of regular calling, from a total of at least 4 different current General Caller or Associate General members.
- (4) Demonstrate calling capabilities at the regular meeting of the SCVCA at which application for Associate General Caller membership is submitted.
 - (a) Demonstration shall meet the same requirements as for a General Caller Member set forth in section E.1.b.(4).

c) Privileges:

- (1) An Associate General Caller member may not vote on acceptance of new General Caller members, but is entitled to one vote on all other matters, may be elected to any office, and may serve on any committee.
- (2) Associate General Caller members may not perform Apprentice Evaluations or serve as Sponsors.
- (3) Shall have access to Member Documents and communications, including minutes of the business meetings.
- (4) Shall be entitled to wear an official SCVCA Associate General Caller Member badge.
- (5) May receive other benefits of the SCVCA as decided by the membership.

3. DANCE LEADER MEMBER

a) Capabilities:

- (1) The ability to teach and/or lead dances of one of the following types (the "field of expertise"): Round Dances, Line Dances, Contras, Traditional Squares, Clogging, Country & Western.

(2) Demonstrate abilities to lead dances in their field of expertise at the regular meeting of the SCVCA at which application for Dance Leader membership is submitted.

(a) Demonstration shall include teaching of a dance in the field of expertise. The Membership Chair shall work with the applicant in approving the dance to be taught from a program or level consistent with the applicant's current activity, and may modify this requirement (for example, by accepting the teaching of less than an entire dance) if this is deemed appropriate. If requested by the applicant, the material to be taught shall be identified to the applicant at the meeting prior to the teaching demonstration.

b) Requirements:

(1) Adhere to the Code of Ethics.

(2) Be sponsored by a General Caller or Dance Leader member of the SCVCA.

(3) Be a regular or associate member in good standing of a local, national, or international association in the applicant's field of expertise. The SCVCA may choose to waive this requirement if it is deemed unreasonable for the field of expertise.

(4) Be actively teaching and/or leading dances in the local area.

c) Privileges:

(1) Each Dance Leader member is entitled to one vote on all matters, may be elected to any office, and may serve on any committee.

(2) Each Dance Leader member may sponsor one Dance Leader member during any twelve (12) month period.

(3) Shall have access to Member Documents and communications, including minutes of the business meetings.

(4) Shall be entitled to wear an official SCVCA Dance Leader Member badge.

(5) May receive other benefits of the SCVCA as decided by the membership.

4. APPRENTICE CALLER MEMBER

a) Capabilities:

(1) Have and be able to apply basic knowledge of calling techniques.

b) Requirements:

(1) Adhere to the Code of Ethics.

(2) Be sponsored by a General Caller member of the SCVCA.

(3) Demonstrate basic knowledge and application of calling techniques at the regular meeting of the SCVCA at which application for membership is submitted.

c) Privileges:

All Apprentice Caller Members and their spouses/regular partners:

- (1) May not vote and may not be elected to office, but have “privileges of the floor” to participate in discussions at meetings.
- (2) With the approval of the President, may serve on any committee.
- (3) Shall have access to Member Documents and communications, including minutes of the business meetings.
- (4) Shall not be entitled to any official badge of the SCVCA.
- (5) May request Apprentice Evaluations from General Caller Members, as described below.
- (6) May receive other benefits of the SCVCA as decided by the membership.

d) Apprentice Evaluations:

Apprentice Caller Members may request any General Caller Member to provide them with an Apprentice Evaluation. General Caller Members are encouraged, but not required, to comply with these requests, as follows:

- (1) The General Caller will schedule a time at one of their regular dances for the Apprentice to call a guest tip to experienced dancers.
- (2) Within one week, the General Caller shall complete an SCVCA Apprentice Caller Evaluation Form and submit it to the Membership Chair.
- (3) The Membership Chair provides a copy of the Evaluation to the Apprentice Member’s Sponsor to discuss with the Apprentice.
- (4) These Apprentice Evaluations may be counted toward the requirements for application to become General Caller Members or Associate General Members.
- (5) The Sponsor shall apprise the Membership Chair in writing as to the applicant’s progress and shall inform the Membership Chair of the applicant’s readiness to be considered for General Caller or Associate General Caller membership.

5. SUPPORTER MEMBER

a) Requirements:

- (1) Anyone with an interest in the Association and its activities may become a Supporter member upon written application and payment of dues.

b) Privileges:

- (1) May not vote and may not be elected to office, but have “privileges of the floor” to participate in discussions at meetings.
- (2) With the approval of the President, may serve on any committee.
- (3) Shall have access to Member Documents and communications, including minutes of the business meetings.
- (4) Shall not be entitled to any official badge of the SCVCA.

6. HONORARY LIFE MEMBER (H.L.M.)

- a) H.L.M. designation may be bestowed upon a member or former member who, in the opinion of a majority of the voting membership, has served square, round, clogging or contra dancing, or the Association, in an outstanding manner.
- b) An H.L.M. is one who is not, or cannot be, a full practicing member in the dancing community at the time H.L.M. status is granted.
- c) H.L.M.'s shall receive a distinguishing badge, paid for by the Association.
- d) H.L.M.'s shall be welcome to attend any function of this Association, but may not vote or hold office in this Association. With the approval of the President, they may serve on any committee.
- e) H.L.M.'s shall not pay membership fees.
- f) H.L.M.'s shall enjoy the other benefits of a General Caller member of this Association, except that insurance shall not be provided or paid for by this Association. Minutes shall be provided, if requested, in a form convenient to the Association.
- g) In the event an H.L.M. desires to return to active membership in this Association, he or she must reapply for the appropriate class of active membership as specified by these Bylaws.

7. PARTNER MEMBER

- a) Partner Membership is intended to recognize the ongoing contribution made to the activity by a member's spouse or regular partner and to allow the Association to benefit from their participation.
- b) Each General Caller, Associate General Caller, Dance Leader, and Apprentice Member may designate their spouse or one regular partner as a Partner Member. This designation may be specified on their membership application. The "primary" member may later change the person designated as their Partner by giving notice, in writing, to the Membership Chair, but such changes shall not take effect until 30 days following such notice.
- c) Partner Members shall not pay membership fees for their Partner Membership. However, a Partner Member who also holds another class of membership shall pay any fees associated with that other class of membership.
- d) Privileges:

The privileges of Partner Members are closely tied to those of the "primary" member who designated them as their Partner Member. All Partner Members:

 - (1) Shall have the same voting rights and eligibility for office and committee participation as their "primary" member.
 - (2) Shall be entitled to wear an official SCVCA Partner Member badge if and only if their "primary" member is entitled to wear an official badge of the SCVCA.
 - (3) May receive other benefits of the SCVCA as decided by the membership.

- F. Members are expected to adhere to the Code of Ethics in Article XIV throughout their ongoing membership. Ethics violations are grounds for membership termination.
- G. Attendance at Association meetings is considered an important aspect of membership, contributing to fulfillment of the purposes of the Association as stated in Article I of these Bylaws. To assist in the orderly conduct of the Association's business, members should, whenever possible, notify the Membership Chair in advance if they are unable to attend a meeting.
- H. Any and all membership requirements except the vote on member acceptance may be waived by a separate 2/3 vote at the same meeting as the member acceptance vote.

Article IV. Officers

- A. Officers shall be elected as follows: One President, one Vice President (who also serves as Membership Chair), one Secretary, one Treasurer, and one Program Chair. Election of officers shall be by secret ballot. These officers shall constitute the "Executive Board" (or simply "the Board").

If desired, the same person may be nominated and elected to the offices of Secretary and Treasurer, in which case that person shall fulfill the duties of both offices, but shall have only one vote on the Executive Board.

- B. Election of officers shall be held at the December meeting; the newly elected officers shall take office at the beginning of the first regular meeting of the new year.
- C. Officers of the Association shall be elected by the voting membership of the SCVCA and shall hold office for a term of one year or until their successors are elected. Nominations shall be submitted by the Nomination Committee or accepted from the floor, and each officer, in turn, voted on by secret ballot. A minimum of one candidate shall be nominated for each office.
- D. Vacancies occurring in any office shall be filled by special election.

- (i) The Special Election shall be conducted in the same manner as the regular Election.
- (ii) Notice of the Special Election be given by e-mail addressed to each voting member at the address of that voting member appearing on the books of the corporation or the address given by the voting member to the corporation for the purpose of notice. In the event a member does not have e-mail notification shall be sent by best method (hand delivery is acceptable). Notice of The Special Election must be given to the voting membership 20 days in advance of The Special Election. The Special Election will be held at the next regularly scheduled meeting of SCVCA Inc. following the 20-day notice.

- (a) Affidavit of Mailing Notice.

An affidavit of the mailing of giving notice of any Special Election will be executed by the secretary of the corporation giving the notice and if so executed, shall be filed and maintained in the minutes book of the corporation. This affidavit shall be prima facie evidence of the giving of the notice or report.

- (iii) Should a vacancy occur on the Executive Board the remaining members of the Executive Board shall act as the Nominating Committee to find candidates to fill the vacated office. The selection of candidates will not exceed 30 days. The selected candidates will be listed in the notice of the Special election.
- (iv) In the event of a vacancy of an Executive Board, the President may appoint a voting member of the association to fill the vacancy until The Special Election is held. The interim member shall only fulfill the duties of the interim office and shall not be a voting member of the Executive Board. The appointed interim member will only be in effect until The Special Election or until December of that calendar year, whichever occurs first.

E. Executive Board/Officers shall not receive any salary for their services as Executive Board/Officers.

F. Duties of the officers shall be:

1. PRESIDENT:

- a) To preside at all regular and special meetings, to preserve order, enforce the Bylaws, name committee chairs other than those elected, appoint Round Dance Coordinator for the year, and certify the Treasurer's statement at the end of the term of office.
- b) To act as, or appoint some to act as, a liaison between the local Dancers' Association and the SCVCA.
- c) To appoint a Nomination Committee at or before the August meeting each year.
- d) To program, or appoint someone to program, dances for which the SCVCA has program responsibility, unless otherwise specified by these Bylaws, the Standing Rules, or by vote of the SCVCA. This includes determining the number of tips/slots, and the scheduling of callers & cuers, and assigning the Emcee (if any) for the dance.
- e) After completing at least one full term as President, once they are no longer serving as a member of the Executive Board of the Association, the most recent such past president will become the Chair of the Ethics Committee. This position will last until the next such past president takes over. Should there be a vacancy in the position of Chair of the Ethics Committee, the President of the Association shall appoint a general member to the position, which shall be affirmed by the general membership at the next general meeting by a vote of the membership.

2. VICE PRESIDENT:

To preside at all meetings in the absence of the President and to fulfill other duties and assignments given to him by the President. To serve as the Membership Chair, maintain membership records, take attendance at meetings, and regularly publish roster updates.

As Membership Chair, the Vice President's additional duties shall be:

- a) To furnish application forms as required, which shall be accompanied by a current copy of these Bylaws and Code of Ethics.
- b) To consider all applications for membership on a fair and unbiased basis.
- c) To determine as nearly as possible the qualifications of each applicant.
- d) To recommend for membership applicants who qualify.
- e) To carry out other responsibilities defined in Article III, Membership, with respect to determining qualifications of membership applicants.
- f) To turn all applications, forms, and related correspondence over to the Secretary to file after final action has been taken on them.

3. SECRETARY:

To keep records of proceedings of all meetings, to conduct correspondence of official nature, to file correspondence, to maintain the Incorporation papers with the California Secretary of State and inform the Executive Board of any required actions related to Incorporation status, to ensure that any required State & Federal tax forms are filed, to act as treasurer in the absence of the elected Treasurer, to publish any updates of these Bylaws (including the Code of Ethics), and to maintain an up to date compilation of the Standing Rules. Copies of the Bylaws, Standing Rules, and Code of Ethics shall be provided to any member or applicant for membership upon request.

4. TREASURER:

To receive and record all money from membership dues, fees and other sources, to issue receipts for all money received, to deposit Association money in the name of the Association only, to pay out money as authorized by the Association, to make bi-monthly reports at the regular meetings, to notify the Membership Chair when members become two months in arrears of payment of dues, to prepare and submit payment for any required tax forms, and to submit all records at the end of the term of office to the President for certification.

5. PROGRAM CHAIR:

To open the hall and set sound for Association meetings. To manage allotted time prior to the start of each business meeting, providing time slots as necessary for new-member auditions, Round of the Month demonstrations, and other non-business activities as requested by the Board or by vote of the membership. To present or coordinate an educational presentation or workshop during the remainder of the pre-meeting time. To organize and schedule seminars at other times, with approval of the Association.

G. Duties of Appointed Positions (Chairs and Coordinators)

The following positions shall be appointed by the incoming President following elections and before the first meeting of the calendar year, unless it is determined by the board or by vote of the membership that the position be left vacant.

1. ROUND DANCE COORDINATOR: To demonstrate new Rounds of the Month to the general membership. To provide cue cards to the general membership for each new ROM. To serve as liaison with the NorCal Round Dance Association. To provide a yearly update of the popular-dance list and list of classics.
2. RESEARCH CHAIR: To be responsible for presenting new material to the membership when available. To have written copies of material presented available after presentation.
3. LIBRARIAN: To take care of such reference materials, tapes, and publications as the Association may acquire, and to make such materials available to all Members for loan.
4. C/W LINE DANCE COORDINATOR: To demonstrate new Country/Western Dances of the Month to the general membership. To provide cue cards to the general membership for each new CWDOM.

H. ETHICS COMMITTEE

The duties of the Ethics Committee Chair (usually the past President) are to investigate ethics violation cases brought to the committee's attention that may require removal and termination of members. The Ethics Committee shall only be convened in the event of the consideration of a member of the Association for expulsion. The Chair of this committee is the immediate past president not currently serving any office. (See Article IV.) The Ethics Committee Chair shall appoint 2 other General members who are not Executive Boards Members to form the Ethics Committee.

Article V. Dues

- A. Regular dues shall be appropriate to maintain the Association, with the amount to be determined by the Board, with the approval of a majority of the members present at the last meeting of the year.
- B. Dues are payable immediately following the last meeting of the year, at which the new dues rates were set, and shall be deemed delinquent immediately following the first meeting of the new year.
- C. Dues for new members shall be payable on acceptance.
- D. Membership shall be automatically canceled if dues have not been paid by the end of the first meeting of the new year.
- E. Upon written application, the Association may, at its discretion, grant a leave of absence to any member and suspend all dues against the member during such a leave of absence.
- F. The membership may, at its discretion, provide for pro-rating dues for members joining during the year.

Article VI. Meetings

- A. Regular meetings shall normally be held on the first Sunday of each even numbered month (February, April, June, August, October, and December), at the time and place selected by the membership. No notice shall be required of meetings held at the regular place and time.

- B. Regular meetings may be held on other dates, or in other places, as decided by the members at a meeting, provided written notice is supplied to all members at least 30 days prior to the date of the changed meeting.
- C. The members present shall constitute a quorum for conducting business; motions may be passed by a simple majority unless otherwise stated in these Bylaws. Proxies are not permitted. Votes may not be cumulated.
- D. No person shall be entitled to more than one vote, regardless of the number of sections of these Bylaws under which they qualify to vote.
- E. The meeting shall be divided between workshop and the business meeting unless otherwise ordered by the Executive Board or the Association.

Article VII. Amendments and Parliamentary Authority

- A. These Bylaws may be revised, amended, or supplemented by a majority vote at any regular meeting, provided that a written notice, stating the proposed revision, amendments, or supplement is sent to all members at least 20 days prior to that meeting.
- B. Roberts Rules of Order, as most recently revised, shall govern all meetings of this Association, the Executive Board Members, and the members, except where they conflict with California law, the Articles of Incorporation, or these Bylaws.
- C. Standing Rules may be adopted by majority vote and do not require prior notice. A Standing Rule may be suspended by a majority vote without prior notice. A Standing Rule may be amended or rescinded by a majority vote if 20-days advance notice was given to all members, otherwise by a two-thirds vote or a majority of the entire voting membership.

Article VIII. Removal and Expulsion of Board Members and General Members

- A. Removal of Members of the Board. The voting membership may at any time rescind the election of any Officer, thereby removing that person from office:
 - (a) by a majority vote if advance notice was given to all members at least 20 days prior to the meeting, or
 - (b) by a two-thirds vote, or
 - (c) by a majority vote of the entire voting membership. An Executive Board Member's resignation, removal or termination does not affect any contractual obligations of the corporation for documents that were signed by the officer on behalf of the corporation while he or she was an officer.
- B. Cause of Termination of Membership.
 - a. The membership of any member shall terminate upon occurrence of any of the following events:
 - (i) The resignation of the member.
 - (ii) Expiration of the period of membership, unless the regular member renews for a subsequent period, on the renewal terms set by the bylaws.
 - (iii) The determination by the ethics committee designated to make such determination that the member should be considered for expulsion because the member has

failed in a material and serious degree to observe the code of ethics of the corporation, and or has engaged in conduct materially and seriously prejudicial to the interests of the corporation. Any member's expulsion must be affirmed by a vote of the members of the association as described in the Procedure for Expulsion.

No member of the Board shall be considered for expulsion until they have first been removed from office.

- b. *Procedure for Expulsion.* A voting member of the association must submit a formal written complaint. The formal complaint must contain the name of the person whom the complaint is about, a listing of why the person should be considered for expulsion, and the name of the person making the complaint. The complaint will be presented to one of the members of the Executive Board. The President of the association shall contact the Chair of the Ethics committee and pass on the information. Following the determination of the ethics committee that a member should be recommended for expulsion under subparagraph (iii) above, the corporation must follow the expulsion procedure that is mandated by these bylaws.

No member shall be so expelled until they are given thirty (30) days prior notice of their proposed expulsion and the reasons therefore. This notice shall be sent by first class certified, or registered mail to the last address of such member shown on the corporation's records. Such member shall have the right, at the next regularly scheduled general meeting (of the association) following notification, to present to the membership in attendance, either orally or in writing, any reason(s) why he/she should not be expelled from the association. In such case, the membership will be given a 30 days' notice that a member is under consideration for expulsion and the member will be presenting to the membership at the next meeting why they should not be expelled from the association. Affidavit of Mailing Notice to be used as described in Article IV. The vote shall be conducted by secret ballot only. Expulsion and termination not covered by the bylaws will be covered by the expulsion procedure mandated by California Nonprofit Corporation Law Code Section 7341.

C. Vote of Expulsion

A Vote of Expulsion shall be conducted in the following manner:

1. A written ballot shall be prepared by the President of the association or by his/her designee. At the top of the ballot shall appear in bold lettering "Vote of Expulsion". A ballot will be sent to each voting member of the association a minimum of 10 day prior to the next general meeting of the Association. The Secretary of the Association shall perform this distribution of Vote of Expulsion Ballots and will prepare an Affidavit of Mailing. The deadline for receipt of ballots for a vote of expulsion shall be 14 days after the general meeting at which the member under consideration for expulsion was allowed to present their argument for not being expelled. Ballots will be sealed in envelopes and may be gathered in a ballot box at that same general meeting or mailed to the Association mail box marked as special ballot or presented to any Board Member prior to the deadline. Envelopes are to remain sealed until turned over to the Designated Vote Taker; see paragraph 5.

2. The ballot shall include the name of the person being considered for expulsion.
3. The reason(s) for consideration of the vote.
4. A separate YES and NO box shall be included on the ballot for voting and an explanation that a YES vote is for the Expulsion of the Member and a NO vote the member will remain a member of the association.
5. The President shall appoint a general member who is not part of the Executive Board or hire an accounting firm (not spending over \$300.00) to conduct the vote and tally the ballots. This designated person is to remain secret between the President and the person or certified firm to conduct the vote. The President of the Association shall present the ballots to the Designated Vote Taker. Presentation of the ballots shall be done within 7 days after the deadline for the vote. The President shall also furnish the Designated Vote Taker with the number of voting members in the association.
6. The Designated Vote Taker shall affirm that an adequate number of ballots were received, that the ballots were un-tampered with when received, and that they were received within the allotted time to conduct the vote.
 - a. If an adequate number of valid ballots, corresponding to at least two-thirds (2/3) of the eligible voting members, was not received in time, the vote shall be reported to have FAILED.
 - b. Otherwise, the outcome of the vote shall be determined by tallying the received YES Votes. A two-thirds (2/3) majority of the received votes shall confirm a Vote of Expulsion.
7. The Designated Vote Taker shall report the results of the vote to the President of the Association who shall notify the membership of the results at the meeting following the voting return deadline.

In the event that a minimum number of votes are not received the vote shall be considered null and void. It shall be the decision of the President of the Association whether to conduct the special vote again or to drop the matter.

Article IX. Records and Reports

1. Maintenance Of Corporate Records

The corporation shall keep:

- A. Adequate and correct books and records of account.
- B. Minutes in written form of the proceedings of its members, executive board, and committees of the board.

2. Members' Inspection Rights

A. Any member of the corporation may:

- (i) inspect and copy the records of the corporation with five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested. Requests to inspect the records shall be made to the President of the association who shall determine if the purpose for the inspection is legitimate. All costs associated with the inspection shall be borne by the requestor.

- (ii) if the reasons are determined to be illegitimate the requestor may present their request and reason to the membership at the next scheduled general meeting.
- B. Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the executive board and committees of the board, at any reasonable time, for the purpose reasonably related to such person's interest as a member. All cost for the inspect shall be borne by the inspector.
- C. The aforementioned rights shall be subject to the restrictions set forth in the California Nonprofit Corporation Law Code Section 8332.

Article X. Reports to the Membership

1. Annual Report

- A. Except as otherwise provided below, the Executive Board Members shall cause an annual report (hereinafter the "Annual Report") to be made available to the general membership not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The Annual Report shall contain in appropriate detail the following:
 - (i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year.
 - (iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
 - (v) Any information required by Section 6322 of the Nonprofit Corporation Law.
- B. The Annual Report shall be subject to audit upon the request of the membership. The costs of the audit shall be borne by the corporation if audit is approved by a vote of the membership at a General Meeting. Should the audit be requested by an individual member the costs of the audit shall be borne by the member making the request.

2. Endowment Fund

- A. The Corporation may receive donations earmarked for an endowment fund from any source in cash or in other property acceptable to the Executive Board Members, provided the terms and conditions, if any, are consistent with the purposes and powers of the Corporation as set forth in the Articles and/or the Bylaws of the Corporation. All donations so received together with the income therefrom, herein referred to as the "Fund," shall be held, managed, administered and paid out in accordance with any terms and conditions with respect thereto. Unless otherwise specifically required, the Corporation may mingle such restricted donations with other assets of the Fund. The Corporation may reject any donation carrying restrictions deemed by the Executive Board Members to be incompatible with the purpose of the Fund and/or the Corporation.

- B. The Corporation shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Executive Board Members deems appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor shall be appropriately preserved.
- C. The Corporation shall disburse the Fund or the income therefrom at such time and in such a manner and in such amounts as the Executive Board Members may in its discretion determine for the Corporation or its related activities.

Article XI. Rights in Dissolution

In the event of the dissolution of the corporation, no member shall have any rights to any assets of the corporation. Any assets of the corporation remaining after payment of all indebtedness and costs of dissolution shall be distributed in accordance with the articles of incorporation to a non-profit organization which has established its tax-exempt status under Section 501(c)(3) or (6) of the Internal Revenue Code, as amended.

Article XII. Liquidation of Assets

Should it become the decision of the membership of this association to dissolve the association the assets of this association shall be dispersed as follows:

- A. Monetary Assets – After all debts incurred by this association are resolved the remaining monetary assets of this association shall be divided equally and dispersed to the following:
 - 1. CALLERLAB
 - 2. American Callers Association
- B. Physical Assets – The Physical Assets of this association shall be dispersed as follows:
 - 1. *Library* – A notification shall be sent to the association(s) listed under Monetary Assets above that the Santa Clara Valley Callers Association, Inc. has decided to dissolve its association and its library is being made available. Should one or both associations decide to accept this offer, that association shall assume all charges for delivery of Library materials to their Association. Should those association(s) decline to accept the Library offer, reasonable attempts shall be made to find an alternative organization to accept the Library offer under the same terms. In the event no organization wishes to obtain the Library it shall be liquidated as best as possible and any funds received disbursed as Monetary Assets.
 - 2. *Equipment* – Any and all equipment (records, speakers, coffee pots, etc.) shall be sold. All funds received from this sale shall be disbursed as Monetary Assets.

Article XIII. Notifications

Unless explicitly stated otherwise, wherever notification is required by these Bylaws, to or from the Association or its Officers, whether stated as “notice”, “notification”, “written notice”, “in writing”, or with similar words, e-mail or other well-accepted form of electronic communication shall be deemed an acceptable form of notification, except for members who have previously requested to receive such notifications by physical mail only.

Article XIV. Code of Ethics

Code of Ethics of the Santa Clara Valley Callers Association March 2004

When an application for membership is accepted, the member automatically pledges to accept the practice of the following Code of Ethics:

- A. Strive for the fullest enjoyment of each function by the group attending.
- B. Promote good fellowship among callers, teachers, group leaders, and dancers.
- C. Discourage cliques and other factors and elements that tend to break down the fun and fellowship of dancing.
- D. Help beginner dancers, callers, and teachers in every way possible.
- E. See that proper decorum and deportment are observed at all dance functions.
- F. Maintain a friendly, cooperative professional attitude toward other teachers and callers. Speak well of another caller or member or not at all.
- G. Cooperate with the Association and with other callers and teachers in the free exchange of calls, cues, dance material and helpful ideas.
- H. Maintain a good reputation for personal honesty and integrity.
- I. Keep all scheduled engagements.
- J. Cooperate in encouraging the abstinence from the use of narcotics and refraining from the use of intoxicating liquors before and during a dance function by everyone.