

**BYLAWS  
of the  
NORTHERN LIGHTS COUNCIL OF DANCERS, INC.  
Adopted as amended 2006**

**ARTICLE I**

**ORGANIZATION**

**Section 1. Name.** The name of the organization is the Northern Lights Council of Dancers, Inc. (NLCD or Corporation).

**Section 2. Offices:** The principal office of the Corporation shall be located at Pioneer Park, Airport Way, Fairbanks, Alaska.

**Section 3. Purpose.** The purpose of the NLCD is to provide and maintain the dance hall at Pioneer Park for the purposes of dancing, dance lessons, rhythmic movement and other social activities associated with same, related activities, and fund raising activities for, the promotion of same by the members of the NLCD.

**ARTICLE II**

**MEMBERSHIP**

**Section 1. Members.** The members of the corporation shall consist of dance clubs and rhythmic movement clubs in the Fairbanks North Star Borough wishing to make regular use of the dance facility.

**Section 2. Election of Members:** Any club interested in becoming a member or associate member of the corporation shall submit a written and signed application to the secretary of the Corporation. Each application shall be considered by the board of directors at its regular or any special meeting and approved or disapproved. Applicants whose applications are approved shall become members of the corporation on payment of the required initiation fee and dues.

**Section 3. Voting Rights.** All paid up members of the clubs in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members at the Annual and/or special General Membership Corporation meetings. Associate member club members do not have a vote at any membership meetings.

**Section 4. Termination of Membership.** Member clubs automatically assume an inactive and non-voting status if club activities are suspended or terminated for a period of four (4) months without notifying the Board of Directors of that club's intentions.

**Section 5. Reinstatement.** On written request by an associate member and filed with the secretary, the board of directors may reinstate such associate member to full membership.

**ARTICLE III**

**MEETINGS**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held at Pioneer Park on/or before the first of October in each year, beginning with the year 1987 for the purpose of transacting such business as may come before the meeting.

**Section 2. Notice of Meetings.** Written notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail or e-mail to each member entitled to vote at such meeting, not less than ten (10) nor more than seventy (70) days before the date of such meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. Meeting notices shall also be posted at the dance facility 30 days prior to the meeting.

**Section 3. Quorum.** Those members present shall constitute a quorum.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 1. General Powers.** The affairs of the Corporation shall be managed by its board of directors.

**Section 2. Number, Tenure, and Qualifications.** The number of directors shall be one (1) per member club. Directors shall be elected or appointed by the member club each represents, and the term of office of each director shall be for two (2) years. Directors shall assume office at the next annual meeting following their election. The Golden Heart Round Dancers, Contra Borealis Dancers and Ballroom Club will elect or appoint their director in even numbered years; the Prospector Squares, Santa's Square Dance Club and Taoist Tai Chi will elect or appoint their director in odd numbered years. A new member club shall elect or appoint their director in the year in which they gain membership if there is an even number of directors, or in the year in which a minority of directors are elected if there is an odd number of directors. Associate member clubs may elect or appoint a non-voting representative to the Board of Directors. The Superintendent of Pioneer Park shall be an ex-officio member of the Board of Directors with no vote.

**Section 3. Regular Meetings.** The board of directors shall provide, by resolution, the time and place for holding regular meetings without other notice than such resolution.

**Section 4. Special Meetings.** Special meeting of the board of directors may be called by or at the request of the president or any three (3) voting directors, and shall be held at the principal office of the Corporation or at such other place as the directors may determine.

**Section 5. Attendance.** If a director misses three (3) consecutive meetings without being excused, his office will be considered vacant. The affected club shall be notified of their director's status. All paid up general members of the active clubs may attend any of the regular or special corporation meetings. (Members will be able to comment at the designated agenda time but will not have a vote.)

**Section 6. Voting Rights.** Each director shall be entitled to one (1) vote on each matter submitted to a vote of the directors. If the director of a club will be absent from a regular meeting, the member's club may appoint in writing an acting director with full proxy to represent that director in that meeting. Associate member club representatives do not have a vote.

**Section 7. Notice.** Notice of any special meeting of the board of directors shall be given at least two (2) days previously thereto. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

**Section 8. Quorum.** A majority of the board of voting directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the voting directors

are present at any meeting, a majority of the directors present may adjourn the meeting from time-to-time without further notice.

**Section 9. Vacancies.** Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by appointment by the member club in which the vacancy occurred. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor.

**Section 10. Compensation.** Directors as such shall not receive any stated salaries for their services.

## ARTICLE V

### OFFICERS

**Section 1. Officers.** The officers of the Corporation shall be president, vice president, secretary, and treasurer.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualified.

**Section 3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 4. Powers and Duties.**

**President:** The President of the board shall preside at all meetings, be an ex-officio member of all committees, and have the powers and authority and shall perform and discharge all other duties evolving upon the office.

**Vice President:** The Vice President shall perform all the duties of the President in his absence, serve as parliamentarian and have the powers and authority and shall perform and discharge all other duties evolving upon the office.

**Secretary:** The Secretary shall keep the corrected minutes of all meetings, the official membership list, list of standing and special committees and all corporate documents. He/She shall conduct the Corporation's correspondence and have the powers and authority and shall perform and discharge all other duties evolving upon the office.

**Treasurer:** The Treasurer shall keep correct and complete books and records of account for the corporation. He/She shall collect and deposit all monies, pay all bills, and prepare written financial reports. He/She shall have the powers and authority and shall perform and discharge all other duties evolving upon the office.

All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE VI

### FISCAL YEAR

The fiscal year of the Corporation shall begin September 1 in each year and end at midnight on August 31 of the following year.

## ARTICLE VII

### DUES

**Section 1. Annual Dues.** The board of directors shall determine from time-to-time the amount of initiation fee, if any, and annual dues payable to the Corporation by members, and shall give appropriate notice to the members.

**Section 2. Payment of dues.** Dues shall be payable in advance on the first day of September in each year.

**Section 3. Default and Termination of membership.** When any member is in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, his membership may thereupon be terminated by the board of directors after appropriate notice.

## ARTICLE VIII

**Section 1. Standing Committees.** The board of directors shall establish a Building Committee and an Audit Committee and such other standing committees as are deemed necessary to carry on the work of the corporation.

**Section 2. Building Committee.** The Building Committee shall be comprised of the treasurer and five (5) other members who shall be appointed by the President promptly after each Annual Meeting. It shall be the duty of the Building Committee to attend to the maintenance and mechanical operation of the dance facility in accordance with the lease between the Corporation and the Fairbanks North Star Borough and in accord with other duties delegated by the board of directors. The Building Committee shall report to the board of directors for any operating, maintenance or improvement monies required in its operation.

**Section 3. Audit Committee.** The Audit committee shall be appointed by the President and consist of no less than three (3) members. The Audit Committee's duties shall be to audit the books and present the results at the next Annual General Membership Meeting.

## ARTICLE IX

### AMENDMENT OF BYLAWS

Any of these by laws may be amended, rescinded, repealed, or altered, or additional bylaws may be adopted, by affirmative vote of a simple majority of the voting power of the corporation at any Annual Meeting or at any Special Meeting or by written ballot if complete and accurate details as to proposed changes in the bylaws are set forth in writing one (1) month in advance of such vote.