

Proposed

FLORIDA

CLOGGING

COUNCIL

F.C.C.

BY-LAWS

ARTICLE I

EFFECTIVE DATE OF BYLAWS

These bylaws shall become effective as of TBD, 2009 and shall supersede all prior Bylaws of the Florida Clogging Council also referred to hereinafter as the Council, or abbreviated as F.C.C.

ARTICLE II

MEMBERSHIP CONTRIBUTION

Section 1: Contributions

There shall be an annual contribution for dues from each member. The amount of the annual contribution shall be determined and may be changed from time to time by vote at any regular, annual, or special meeting. Dues are due and payable At State Convention each calendar year. Dues are due and payable Saturday of the Florida Clogging Council State Convention.

Section 2: Membership Applications

Applications for membership must be accompanied by the payment of the first year contribution.

Section 3: Additional Contributions

The Florida Clogging Council's officers are empowered by unanimous vote only, to request additional contributions from the membership, when, in its judgment, the needs of the Council require such action.

Section 4: Suspension for Non-Payment of Contributions

Any member who is delinquent in the payment of contributions for the current year more than two (2) months from the due date is deemed not in good standing. Dues not paid within the specified time, will result in member being taken off the membership roll.

Section 5: Reinstatement

To be reinstated, a membership status begins after dues payment has been received. No vote on a member's reinstatement is required.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The membership shall hold an annual meeting at the Florida State Clogging Convention and two (2) other meetings; the Clogging Clinic and a sanctioned workshop designated by the board at the Florida State Clogging Convention.

Definition: A sanctioned workshop is a workshop whose director and FCC have agreed on the following terms:

The workshop director has the responsibility to provide a meeting hall, provide up to two (2) teaching spots if needed, reciprocate flyers when possible.

Use FCC instructors if needed, provide a table for FCC, allow \$2.00 discount on admission and generally promote FCC.

FCC's responsibility: promote workshops at meetings and in F.C.C. publications with reciprocal fliers. Offer FCC instructors for workshop if needed.

Section 2: Special Meetings

Special meetings of the members may be called at any time by the President or Vice-President, or by any two (2) members of the Board of Directors. Any member may submit, in writing, a request for a special meeting to each member of the Board of Directors. This request must contain detailed reasons for the request for special meeting. The Board of Directors will consider all requests for special meetings, and if, in its opinion, the request has merit, will call the meeting, after written notification of the membership.

Section 3: Quorum

At any meeting, two members present shall constitute a quorum for all purposes, and the act of a majority of those members present, shall be the act of the entire membership.

Section 4: Voting Rights

At every meeting of members, each member shall be entitled to one vote, in person, or by proxy, duly appointed in writing which bears a date not more than eleven (11) months prior to such meeting, unless such proxy provides for a longer period. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote. Members whose contributions are paid to date and are eighteen (18) years of age or older are entitled to vote at any membership meeting. Individual members under (18) will pay a reduced rate as determined by the board.

Section 5: Order of Business

The Order of Business at membership meetings shall be as follows:

- A. Calling the roll of members
- B. Proof of notice of meeting or waiver of notice submitted
- C. Reading of minutes of previous meeting
- D. Reports of Officers
- E. Reports of Committees
- F. Election of Board of Directors (if annual meeting) and/or new members
- G. Unfinished business
- H. New business

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting.

The Order of Business may be amended and changed at any meeting by the President.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Function

The business, objectives, and general management of the affairs of this Council shall be managed in its corporate powers executed by the Board of Directors.

Section 2: Number of Directors

The number of Directors shall be not less than four (4) which may be changed from time to time.

Section 3: Election of Directors

The Board of Directors shall be elected by the members of the Council at the annual meeting of members by a majority vote of the members present at such meeting, as provided in Section 4 of Article III hereinabove.

Section 4: Duties and Powers of Directors

The Board of Directors shall have the authority to:

- A. Hold meetings at times and places as may be deemed proper and necessary,
- B. Appoint committees on particular subjects from members of the Board or from the membership of the Council,
- C. Audit bills and disburse the funds of the Council,
- D. Print and circulate documents and publish articles,
- E. Carry on correspondence and communicate with other Associations with the same interest,
- F. Employ agents,

Section 4: Cont. Duties and Powers of Directors

- G. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Council and protect the interests and welfare of the members,
- H. Elect substitute Directors in the event any Director resigns or is removed from office prior to the termination date of such office,
- I. Terminate the contract of any firm, individual, or other entity employed by the Council to perform any and all nature of services to the Council, and,
- J. Employ, retain, or terminate any employee of the Council,
- K. Organize and execute all duties necessary to operate the Florida State Clogging Convention.

Section 5: Qualifications

All of the members of the Board of Directors shall be no less than eighteen (18) years of age. All of the members of the Board of Directors shall be members in good standing for no less than two (2) years.

Section 6: Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7: Removal, Termination of Office

Any one or more of the Directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue hereinabove.

Section 8: Delegation of Authority

The Board of Directors shall delegate authority to an Executive Committee to conduct the business of the Council in accordance with the policies prescribed by the Board of Directors from time to time.

Section 9: Election of Directors

At the annual meeting, an election shall be held by the voting members on no less than four (4) Directors. Each Director shall be elected for a term of one (1) year. Only voting members in good standing are qualified to cast their votes for the Directors.

Section 10: Installation of Directors

The installation in office of those Directors who have been elected in any given year shall be held on the last day of the Florida State Clogging Convention for that year.

Section 11: Voting of Directors

Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting.

Section 12: Compensation of Directors

Board of Directors shall receive no money for their services.

Section 13: Liability

The Directors of the Council shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Annual Meetings

The Annual meeting of the Board of Directors shall be held each year at a time and place to be determined by the President.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by the President, by any two members of the Board of Directors, or by a majority of the members of any Executive Committee that may be in existence at such time, for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors, or mailed to the last known address of such Director at least five (5) days prior to the meeting date.

Section 3: Regular Meetings

The Board of Directors shall hold regular meetings as deemed necessary by the President. The date, time, and place shall be set by the President.

Section 4: Quorum, Voting

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present shall be considered the act of the Board of Directors at any annual, special, or regular meeting.

Section 5: Absence

Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant and the Board may vote to select a substitute Director from the membership of the Council to serve out the remainder of his or her term.

ARTICLE VI

OFFICERS

Section 1: Number

The Officers of the Council shall be the President, who has previously held an office, more than one year on the board, Vice-President, Recording Secretary, Treasurer, and such other Officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 2: Term of Office

Officers shall be elected by the members at the annual membership meeting. Officers shall serve for a term of one year and shall be Directors of the Council. No person may be elected for more than two (2) consecutive years for the same office except for the office of Treasurer, who may serve no more than three (3) consecutive years.

Section 3: Installation, Commencement of Duties

The Officers elected at the annual membership meeting shall be installed and take office on the last day of the Florida State Clogging Convention for that year.

Section 4: Consent to Election

Only those persons, who have signified their consent to serve, if elected, shall be nominated for, or elected to, such office.

Section 5: Multiple Offices

No person shall hold more than one office

Section 6: Vacancies in Office

Should the office of the President become vacant by reason of termination, resignation, death, or disability, during the term of office, the Vice-President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Directors.

Section 7: Duties of Officers

A. President

The President shall preside or be present at all meetings of the Council and shall preserve order and decorum. The President will carefully supervise the affairs of the Council and work for its usefulness and efficiency. The President will appoint all standing and special committees unless otherwise provided, (including nominating committee) and will fill all vacancies among the office and committees caused by death, resignation, or other causes. All such appointments are to be confirmed by the Officers of the Council.

He or she shall be in charge of the critique process.

He or she shall be responsible for all planning and execution of the FCC Clinic. And serve on the committee of FCC State Convention.

He or she will be responsible for all signing of legal contracts. (Including, but not limited to contract for State Convention location, State Convention Hotel location, etc.)

The President shall keep and maintain all records and communications concerning status of members. He or she shall supervise the critiquing process.

B. Vice President

The Vice President shall act as presiding Officer of the Council during the absence or temporary disability of the President. The Vice-President shall automatically succeed to the Office of the President in the event of death, disability, resignation, or removal from office and shall serve for the unexpired term thereof.

The Vice-President will serve as chairman of the FCC state convention with a committee composed of, as a minimum, the President, Recording Secretary, and Treasurer, and perform other duties as assigned by the president.

C. Recording Secretary

The Recording Secretary shall keep records and minutes of the Council meetings. Such records and minutes shall be submitted to the Board of Directors in writing.

The Recording Secretary shall handle all Council business correspondence.

He or she shall keep records and minutes of all Council meetings. Such minutes should be submitted to the board in writing.

Minutes from all official meetings should be read to the general membership at all official meetings. State Convention Minutes will be published in Footnotes.

D. Treasurer

The Treasurer shall receive all monies due the Council and keep a just and accurate account of all receipts and disbursements. The Treasurer shall draw all warrants, sign the same, and cause such warrants to be issued after approval by the President and only for the expenses of the Florida Clogging Council. Expenditures shall be restricted to necessary office supplies and other allowances and expenses as approved by the Council President and the Council.

The Treasurer shall submit a written current report at each of the designated Council meetings. The Treasurer shall also submit an annual written report at the annual Florida State Clogging Convention. The Treasurer will also handle all money transactions to involve State

Convention. This includes: registration, pre-registration, ticket sales, syllabus sales, start up money, etc.

E. Reports of Officers

All Officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the President from time to time, and deliver to their successors all office material not later than ten (10) days following the election and installation of their successors.

F. Compensation

The elected Officers of the Council and past Presidents shall receive no money for their services, but will be provided admission to annual Florida State Clogging Convention.

ARTICLE VII

COMMITTEES

The Council shall have such committees as shall be necessary for the conduct of the Council's business and to carry out its objectives and purposes. All committees shall serve for one year, unless otherwise specified by the Directors.

ARTICLE VIII

FLORIDA CLOGGING COUNCIL HALL OF FAME

Section 1. PURPOSE

Recognize someone that has had a positive impact on Clogging in the State of Florida.

Section 2. COMMITTEE will consist of:

Chairperson
Past Hall of Fame member
FCC Member at Large

Section 3. QUALIFICATION FOR CANDIDATE(S)

- a.** Can be either living or deceased
- b.** Does not have to be a member of the Florida Clogging Council
- c.** Does not have to be a dancer
- d.** Has to be active in clogging activities for at least ten (10) years

ARTICLE VIII Cont.

FLORIDA CLOGGING COUNCIL HALL OF FAME Cont.

Section 4. PROCEDURE

a. NOMINATING PROCESS

1. Must be nominated by member of FCC
2. Nomination must be in writing (see attached application form)
3. Nomination must be received by Chair-person by January 1

b. SELECTION PROCESS:

1. Chairperson will blank out any reference or identifying information
2. Members of the Hall of Fame Committee will review nominations to determine that qualifications have been met.
3. Committee Chairperson will then present candidate(s) to Board and Hall of Fame Committee members at next scheduled Board meeting.
4. Chairperson will be the only one to count votes and will not divulge Winner until announced on Saturday night at FCC State Convention.
5. All voting and candidate information will be kept by Chairperson and be available to the Board for review if necessary.
6. No more than two (2) Hall of Fame awards per year. If no candidates qualify, Committee and Board can opt to not select recipient for the year.

c. AWARD

1. Chairperson will introduce all members of the Hall of Fame at Saturday Night ceremony of FCC State Convention.
2. Chairperson will read the nomination letter.
3. Chairperson to award individual plaque to the recipient.
4. Chairperson to ensure name of current recipient added to FCC Plaque for historical purposes.
5. Chairperson to announce winner and have nomination letter published in Footnotes.
6. Chairperson responsible for maintaining plaque and bringing to all FCC events.

Section 5. HALL OF FAME RECIPIENTS

- a. Will be recognized at FCC State Convention
- b. Guaranteed free admission to FCC State Convention for life.
- c. Receive individual plaque recognizing nomination.

ARTICLE IX

OFFICIAL PUBLICATION(S)

Section 1: Name

The official publications of the Florida Clogging Council is "Footnotes". And the Florida Clogging Council website.

The President appoints the editor(s) and Webmaster.

The Presidents Basic responsibilities:

1. The President will have a designated "Footnotes" and web author.
And will provide over-all management of publications.

All /Webpage material will be submitted to the president or designated representative for review and approval prior to placement on website.

The president will have editorial access to the website
Including "passwords and e-mail address"

Section 2: Subscriptions

All primary members are eligible to receive "Footnotes" by paying the prescribed yearly dues.

ARTICLE X

BYLAWS AMENDMENT

The Bylaws of this Council may be amended, repealed, or altered in whole or in part, by a majority vote at any duly organized meeting of the members at which a quorum shall be present. Notice of the proposed changes shall be mailed to each voting member at his or her last known address at least ten (10) days prior to the time and date of the meeting, which is to consider and vote on such change or amendment.

The proposed change or amendment to the bylaws shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the Directors present at such Board of Directors meeting. Only those Directors present may cast their vote on the action before the meeting.

Upon approval and ratification of such amendment of the Bylaws by the members as above set forth, the President shall proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws shall be given to any member upon request

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order as revised shall govern the Board of Directors, Officers, Chairmen of various committees, and the members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Council, or with any laws in effect of the State of Florida.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITS, and Annual Audit

Section 1: Contracts

The Board of Directors may authorize any Officer or Agent of the Council to enter into any contract or to execute and deliver any instrument or document on behalf of the Council, which authority may be general or specific.

Section 2: Deposits

All funds received by the Council shall be deposited to the credit of the Council in such banks or depositories as may be approved and authorized by the Directors.

Section 3: Checks

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Council, shall be signed by such Officers or Agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, the Treasurer, or the President or the Vice-President shall sign such instruments.

Section 4: Contracts Requiring Approval of the Board of Directors

Notwithstanding anything to the contrary herein provided, any contracts, or obligation in excess of the sum of \$500.00 shall be submitted to the Board of Directors and the affirmative action of the Board shall be deemed the action of the entire membership.

Section 5: Annual Treasurer audit: An audit of Treasurers files will be performed after State convention and before new treasurer take possession of the accounts by an audit committee designated by the board.

ARTICLE XIII

ACTIVE MEMBERSHIP

CONDUCT

The Florida Clogging Council maintains a good reputation and only desires to upgrade that reputation. Any member acting in such a manner as to cause harm to this reputation will not be tolerated. The Board of Directors shall have responsibility to reprimand, suspend, or expel any member found to cause harm to the reputation of the Florida Clogging Council.

Misconduct on the part of any member should be brought to the attention of the Board.

Any charges must be submitted to the President in writing. The President in turn, will notify by certified mail, the party named in the complaint that the charges will be acted upon at a special meeting with the Board of Directors, the party named in the complaint, and the party bringing the charges, if he or she so desires to be present.

After notification of the decision of the Board of Directors regarding the complaint, the party named in the complaint, and/or the party bringing the complaint shall have the right to appeal before the entire membership. All charges, evidence, and decisions of the Board of Directors shall then be placed before the entire membership at the next regular meeting. The voting membership shall have final determination of that appeal.

Section 1: Qualifications

- A. May be a clogging or non-clogging individual
- B. Must complete member application
- C. Application for member status must include payment for all contributions due.
- D. Membership status begins after application and payment has been received. If prior to the annual State Convention renewal will be at the first scheduled State Convention after acquiring membership status. Membership status acquired during the annual State Convention will be due the following annual State Convention.
- E. No vote on members is required.

Section 2: Responsibilities

Should attend the Florida Clogging Council meetings on a regular basis.

ARTICLE XIII Cont.

ACTIVE MEMBERSHIP Cont.

Section 3: F.C.C.Instructor Application

- A. Must fulfill all qualifications and responsibilities as outlined in Sections 1 and 2.
- B. Must attend and participate in three (3) workshops during the year as follows:
 - (1) F.C.C. Clogging Clinic (prior to being critiqued)
 - (2) Two (2) Florida Clogging Council sanctioned workshops. Note: Any workshop sponsored by an F.C.C. member may be substituted for one of the Florida Clogging Council sanctioned workshops.
- C. Must complete one (1) year as a member in good standing after application has been submitted.
- D. Must write an original routine and be critiqued by three (3) F.C.C. Instructor members, none of whom may be a sponsor of the applicant. Applicant must attend F.C.C. Clogging Clinic prior to being critiqued.
- E. Must physically teach clogging as an instructor or assistant instructor.

ARTICLE XV

F.C.C. Instructors

Section 1: Qualification

Must successfully complete all application requirements for F.C.C. Instructor as outlined in Article XIV, Section 3.

Section 2: Responsibilities

- A. Must make themselves available to teach at a Florida Clogging Council sanctioned function at least once a year. This includes State Convention.
- B. Must make themselves available to critique at a function by personally contacting the critiquing Chairperson upon arrival at the function.
- C. Should attend at least two (2) Florida Clogging Council sponsored or sanctioned workshops in one (1) calendar year. Should attend the Florida State Clogging Council meetings on a regular basis.

Section 3: Sponsorship Responsibilities

- A. Must have personal knowledge of the applicant's teaching abilities before sponsoring.
- B. Must inform and assist the applicant with all Florida Clogging Council requirements for Instructor Status and should assist in the preparation for the critique process.
- C. Should attend the F.C.C. Clogging Clinic with the applicant.
- D. Revocation of sponsorship is not allowed after application has been approved.

ARTICLE XV Cont.

F.C.C. Instructors Cont.

Section 4: Inactive Status

Any F.C.C. Instructor member can resume Instructor status as follows:

- A. Membership status begins after dues payment has been received.
- B. No vote on members is required.

ARTICLE XVI

FLORIDA STATE CLOGGING CONVENTION

The Florida State Clogging Council sponsors a clogging convention yearly. All members should attend, participate, and assist with this convention.

Section 1: Instructional Requirements

- A. Only Instructor members or those who have applied for Instructor status may teach at the Florida State Clogging Convention.
- B. Exceptions may be granted by the Board of Directors.

Section 2: Exhibition Requirements

- A. Exhibition slots are reserved for groups having an Instructor member or a member who has applied for Instructor status.
- B. Exceptions may be granted by the Board of Directors.

ARTICLE XVII

RECORDS

The Council shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Board of Directors, at the principal office of the Council. All such records may be inspected by any Director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

DATED AND ADOPTED:

CORPORATE NAME:

Florida Clogging Council

By: _____
PRESIDENT

ATTEST: _____
SECRETARY