

Schuylkill Valley Regional Dance Company

By-Laws

ARTICLE I

Name and Address

- Section 1: The name of the corporation shall be *Schuylkill Valley Regional Dance Company*.
- Section 2: The location of the principal office shall be *72 West Main Street, Pottstown, PA 19465*. The mailing address shall be *Schuylkill Valley Regional Dance Company, 72 West Main Street, Pottstown, PA 19465*.
- Section 3: The *Schuylkill Valley Regional Dance Company* (hereinafter, *the Corporation*), incorporated on March 8th, in the year Nineteen Hundred Seventy-One, is a tax-exempt, non-profit corporation duly organized, registered, and existing under and in accordance with the laws of the Commonwealth of Pennsylvania.

ARTICLE II

Purpose: Objective

- Section 1: The purpose of *the Corporation* shall be as a performing company for dance, created to sustain and enrich the cultural life of the greater Schuylkill Valley area and dedicated to the highest artistic standards of the dance. *The Corporation* is created exclusively for charitable and educational purposes as defined in Section 501(c3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).
- Section 2: The objectives of *the Corporation* shall be to culturally enrich the community, to foster appreciation for all forms of dance through the joy and beauty of live performances of dance, to cultivate interest and participation of qualified dance students, and to be a springboard to the highest expectations of dance and choreography.

ARTICLE III

Membership: Board of Directors

- Section 1: The Board of Directors of *the Corporation* shall consist of not more than twelve (12) persons, which, subject to the laws of Pennsylvania and these by-laws, shall govern the affairs of the Corporation.
- Section 2: At every annual meeting of *the Corporation*, current members vote in the required number of board members to meet the required twelve (12) total members, or the number of eligible candidates interested in serving. These new members shall serve for the period of three (3) fiscal years. Board members may serve a total of two (2) consecutive three (3) fiscal year terms. Following the completion of two (2) consecutive three (3) fiscal year terms, an individual will only be eligible to re-apply for board membership upon completion of one (1) fiscal year as a non-board member unless the total number of board members is ten (10) or less, in which case the individual, by vote of the majority of the board members present, may be elected to serve a maximum of three (3) additional consecutive one (1) fiscal year terms.
- Section 3: If a member is absent from four (4) or more meetings of the Board of Directors during a Corporate Fiscal Year (June 1 to May 31) without justification as determined by the officers of the Board, the member shall be removed from membership on the Board.
- Section 4: In the case of vacancy occurring in the membership, other than by reason of term expiration, the Board of Directors, by a vote of the majority of the board members present, provided there is a quorum, may fill such vacancy for the unexpired period thereof at any regular meeting or at any special meeting called for the purpose.
- Section 5: The only time the President is eligible to vote is during a tie.

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ARTICLE IV

Meeting Quorum: Fiscal Year

- Section 1: The annual meeting of *the Corporation* shall be the regular meeting of the Board of Directors in June, which shall also serve as the annual meeting of the Board of Directors.
- Section 2: All members of the Board of Directors share in the financial responsibility of *the Corporation*. All members shall be involved in the planning and preparing, as well as the approval, of the annual budget. The current budget shall be presented one (1) month prior to the budget meeting so all members can productively work on it and the Treasurer can present the new budget for approval at the annual meeting in August.
- Section 3: The Board of Directors shall hold regular monthly meetings at a time and place which shall be determined by the Board of Directors. The requirement to hold a regular Directors meeting may be suspended by action at a prior meeting.
- Section 4: Special meetings of the Board of Directors may be called at any time with a written request of a majority of the Executive Committee, which consists of the President, Vice President, Secretary, and Treasurer of *the Corporation* and one other Board member, or any six (6) Directors. Such meetings shall be called upon not less than ten days' written notice, which shall set forth the purpose thereof, but such notice may be waived in the manner provided by law. Full minutes shall be kept at such meetings in order for the proposed business to be executed.
- Section 5: A majority of Board Members shall constitute a quorum for the transaction of business at any regular or special meeting. Any business coming before any meeting shall be resolved by the majority of those present provided there is a quorum.
- Section 6: The fiscal year of *the Corporation* shall begin June 1 in each year and end May 31 in the succeeding year.

ARTICLE V:

Officers

- Section 1: The officers of *the Corporation* shall be the President, Vice President, Secretary, and Treasurer. Individuals holding an officer position shall hold only one position at a time.
- Section 2: All officers shall be elected for a term of one (1) fiscal year at the June meeting of the Board of Directors, but shall not exceed four (4) one year terms. They shall be eligible to succeed themselves, only if the new term does not exceed the four (4) one year term limit. In the event of death, resignation, or inability of any officers to perform the duties of his/her office for the balance of the current one (1) year term for which he has been elected, the Board of Directors may fill such office for the balance of the unexpired term at any regular or special meeting provided there is a quorum. All members must submit their intention to remain on the Board. All voting shall be performed via written secret ballot.
- Section 3: The duties of the officers shall be as follows:
- 1) *President*: Shall preside at all meetings for the members, Board of Directors, and the Executive Committee, and shall have general executive supervision of the affairs of *the Corporation*. The President shall be an ex-officio member of all committees. The President can only vote in the event of a tie.
 - 2) *Vice President*: Shall temporarily exercise all the functions of the President in the event of the President's death, resignation, absence, or disability. In the case of the current Vice President

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temporarily exercising functions of the President due to resignation and/or termination, all voting procedures must be followed and all term limits apply.

- 3) *Secretary*: Shall issue notices for all meetings of the members and the Board of Directors and shall take and post approved minutes at all meetings within one (1) week of the meeting. All minutes must be accurate and detailed.
- 4) *Treasurer*: Shall be custodian of all the funds and securities of *the Corporation*. The Treasurer shall keep a full and accurate account of all moneys received and paid out on account of *the Corporation* and shall present a financial report in writing to the Board of Directors at each regular meeting and at such other times as the Board may require. The books of account shall be audited once every three (3) years or as the Board directs. The Treasurer shall be responsible for complying with all federal and state tax laws and for filing the appropriate tax forms. The Treasurer shall perform such other duties as are ordinarily incident to the office of Treasurer.

Section 4: The integrity of *the Corporation* requires that any person serving on the Board of Directors and/or Executive Committee make every effort to avoid conflicts of interest and the public perception of conflicts of interest. A conflict of interest is any artistic, financial, or personal relationship with a potential dancer, family, or production that would prevent unbiased evaluation or reaching an unbiased decision. Any relationship that has a strong likelihood to lead a dancer or the public to perceive that a Director or Executive Committee member has a conflict of interest would undermine the credibility of the Board, the production, and *the Corporation*. Therefore, any person serving on the Board of Directors and/or Executive Committee shall not participate in any audition casting or offer opinions on potential roles within the production(s).

In order to avoid conflicts of interest and the public perception of conflicts of interest, any person serving on the Board of Directors and/or Executive Committee shall also follow the same audition and performance policies and procedures that are expected of all dancers and families, by participating in each audition, completing all forms (audition application, seasonal releases and contracts), and meeting the same financial expectations set for to all participating dancers and families (participation fees and fundraising).

ARTICLE VI

Nominations and Elections

Section 1: At the regular September meeting of the Board of Directors, the President shall present a suggested Nomination Committee. The members of this committee will be nominated by a majority vote of the Directors no later than the July meeting, and shall be approved by a majority of the Directors present, provided there is a quorum, at such meeting. Such committee shall consist of not less than three (3) nor more than five (5) members. It shall nominate persons to be elected to the Board of Directors and officers at the annual meeting. It shall present its nominations in writing at the previous meeting at which time additional nominations may be made from the floor. It shall also nominate persons to be elected Directors in the case of vacancies occurring in the membership for reason other than the expiration of a term.

Section 2: Voting for Directors and officers shall be by written secret ballot. In cases of no contest, written secret ballots must still be presented and voted on. Votes for no contest positions must be by majority. The Secretary shall record all voting information in minutes.

Section 3: At any regular meeting of the Board of Directors, the Nomination Committee may nominate for election as Directors Emeriti former members of the Board of Directors who have distinguished themselves in exceptional service to the dance company. Nominees shall be elected by majority votes of the Board of Directors. Directors Emeriti are non-voting members who may attend meetings and shall act in an advisory capacity to the Board of Directors.

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**ARTICLE VII:
Committees**

Section 1: The standing committees and sub-committees of the Board of Directors shall be:

- 1) Executive Committee
- 2) Finance and Fundraising
- 3) Grants and Foundations
- 4) Advertising and Marketing
- 5) Nominations and Board Development
- 6) Performance
- 7) Volunteer
- 8) Personnel
- 9) Parent/Dancer Relations
- 10) Public Relations
- 11) Hospitality

The President shall be an ex-officio member of all standing committees and sub-committees. The Treasurer shall chair the Finance and Fundraising Committee. Any member of the board on the Personnel Committee shall not be eligible for any "works for hire" or independent contractor positions due to conflict of interest. Any intellectual property done by a board member becomes the intellectual property of the Corporation.

Section 2: Special Committees can be nominated by the President from time to time, but voting procedures shall be followed and notification of such nominations must be made in writing to all Board members at least ten (10) days prior to the vote. These committees may address duties and/or issues not falling within the scope of the standing committees and sub-committees and can make recommendations concerning such matters. All recommendations must be presented to the Board of Directors and voting procedures shall be followed. The President shall be an ex-officio member of all special committees.

Section 3: The chairperson and membership of each standing committee, sub-committee, and/or special committee for the ensuing year shall be approved by the entire board of directors at the annual meeting. The Nomination Committee must be appointed and approved no later than the regular September meeting. Officers of *the Corporation* may be selected for membership on such committees.

Section 4: The standing committees and special committees shall make reports with recommendations concerning the matters of *the Corporation* and shall perform such duties in connection with such matters as set forth in the Policies and Procedure Manual.

Section 5: The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of *the Corporation* and one other Board member. The other Board member shall be nominated and voting procedures shall be followed at the regular meeting in June. The Executive Committee shall meet as determined by the committee or convened by the President, who shall chair it. The Executive Committee can function as the Board in cases of emergencies, however, may not circumvent the responsibility or authority of the full Board. The Executive Committee shall keep full accounts and minutes of its proceedings, which it shall report to the Board of Directors for ratification at the next regular meeting of the Board.

**ARTICLE VIII:
Indemnification of Officers, Directors and Employees**

Section 1: Indemnification

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- 1) Subject to the limitations hereinafter set forth, *the Corporation* shall indemnify each director, officer, employee, independent contractor, or agent of *the Corporation* or of any organization that he/she is serving as a director, trustee, officer, employee, independent contractor, or agent at the request of *the Corporation*, and his/her heirs, executors, or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of *the Corporation*, in which he was involved because of anything he may have done or omitted to do as a director, officer, employee or agent of *the Corporation* or of any organization that he may have served as a director, trustee, officer, employee, independent contractor or agent at the request of *the Corporation*, but such indemnification can be made only if a determination is made as hereinafter provides that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.
- 2) Said indemnification can be made only if a determination has been made, with the advice of Counsel for *the Corporation*, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the contributors or by independent legal counsel in a written opinion:
 - a. that the director, officer, employee, independent contractor, or agent acted or failed to act in good faith in a manner she/he reasonably believed to be in, or not opposed to, the best interests of *the Corporation*, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct was unlawful, and
 - b. that the amount of the proposed indemnification is reasonable, and
 - c. that the proposed indemnification is just and proper and can be legally made by the Corporation under the existing law, and
 - d. that the indemnification shall be made by the Corporation in an amount stated in the Determination.
- 3) The indemnification provided for herein shall be available so long as the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct of recklessness.

Section 2: Advance Payment of Expenses - Expenses incurred by an officer, director, employee, independent contractor, or agent in defending a civil or criminal action, suite or proceeding may be paid by *the Corporation* in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by *the Corporation*.

Section 3: Insurance or Indemnification Fund - *The Corporation* shall have the power to create a fund of any nature, which may, but need not be, under the control of a director, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article or otherwise.

Section 4: Validity - The invalidity of any portion of this Article VIII shall not affect the validity of the remainder hereof.

Section 5: Application - This section shall not apply to any actions filed or any breach of performance or duty of any failure of performance of duty prior to January 27, 1987.

**ARTICLE IX:
Personal Liability of the Director**

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A Director of *the Corporation* shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- 1) the Director has breached or failed to perform the duties of her/his office in good faith, in a manner she/he reasonably believes to be in the best interests of *the Corporation*, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and,
- 2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of the Article IX shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state, or federal law and shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

**ARTICLE X:
Amendments**

Amendment(s) to the By-Laws may be proposed by any committee or any member(s) assigned the task of making amendment(s) to the By-Laws of *the Corporation*. The revised By-Laws and/or text of the proposed amendment(s) shall be sent prior to the next regular or special meeting of the Board of Directors, and at which meeting the amendment(s) shall be voted on and adopted by majority vote of all members of the Board present, provided there is a quorum.

Approval Date: 7/18/2010

Approved By: Bridget Bennett-Schall, Mariellen Blue, Christa Campbell, Renee Jones, John Keefrider, Kathy Neilson, Janet Thompson