



Mission Statement

The mission of the Midwest Swing Dance Federation is to enjoy and preserve Swing Dancing in all of its styles and forms; through the cooperation and collaboration of all the St. Louis Area non-profit swing dance club members and non-profit swing dance club affiliate members from around the Midwest. Representatives appointed from each of the St. Louis Area Swing Dance Clubs, working together, will make every effort to voluntarily resolve conflicts and issues brought to their attention, by any member of a Midwest Swing Dance Federation Club.

By-Laws

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MSDF BY-LAWS INDEX

Article I – Organization

Name, Object, Offices, Officers, Rules of Order..... 2

Article II – Executive Board

General Powers, Numbers & Powers, Advisors, Alternates..... 3

Terms of Office, Election of the Board 3

Voting Quorum, Vacancy, Removal from Office, Property Transfer 4

Article III – Officers

Officers, President 4

Vice President, Secretary, Treasurer, Ways & Means..... 5

Public Relations, Social Director..... 5

Article IV – Committees

Standing Committees, Other Committees, Terms of Office..... 6

Chairman, Vacancies, Quorum, Rules..... 6

Article V – Membership

Classes of Members, Voting Membership, Affiliate, Termination of Membership..... 7

Resignation, Rights to Assets, Limits, Members List..... 7

Article VI – Meetings

Time of Meetings, Special Meetings, Notice, Quorum 8

Article VII – Voting

Eligibility, General Business, Elections, Constitution & By-Laws 8

Article VIII – General Rules

By-Law Amendment, Dissolution, Property, Policy, Representation 9

Contracts, Checks – Drafts – etc, Deposits, Gifts..... 9

Waiver of Notice, Auditing..... 10

Standing Rules

Standing Rule 1, 2, 3, 4, 5, 6..... 11

MIDWEST SWING DANCE FEDERATION

BY-LAWS

ARTICLE I

ORGANIZATION

SECTION 1. NAME. For all legal and financial purposes the name of this organization shall be the Midwest Swing Dance Federation, Inc. For all other purposes it shall hereinafter be referred to by the words Federation, Dance Federation, Midwest Federation, or Corporation.

SECTION 2. OBJECT. The primary objectives of this Federation are the enjoyment, promotion, preservation, and evolution of all styles of Swing dancing. Swing dancing is defined as "the movement of energy, rhythm and design, danced in 4/4 timing on the downbeat in a circular motion or side-to-side patterns with the man leading the woman. It is designed basically around six and eight beat patterns." Since the St. Louis Lindy, Imperial and Shag styles of Swing are indigenous to St. Louis, the additional objectives are to share our appreciation of these styles with the entire Midwest, to have St. Louis recognized as the "Home" of these styles, and to establish Swing dancing as a national heritage.

SECTION 3. OFFICES. The Federation shall be incorporated in the State of Missouri as a not for profit corporation. It shall maintain in this state a registered office and a Registered Agent at such office.

SECTION 4. OFFICERS. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.

SECTION 5. RULES OF ORDER. The rules contained in "Robert's Rules of Order" (latest revision) shall govern where applicable, and where they are not inconsistent with the By-laws of the Midwest Swing Dance Federation.

ARTICLE II

EXECUTIVE BOARD

SECTION 1. GENERAL POWERS. The Executive Board and its elected officers shall manage the affairs of the Federation.

SECTION 2. NUMBERS AND POWERS. The Executive Board of the Federation will consist of two voting representatives from each Member Club, and any other non-voting representatives deemed necessary by those persons. Each voting representative of the Executive Board, with the exception of the President, shall have a full vote on all matters before the Board. All votes that end in a tie will be decided by the vote of the President. That Member Club whose voting representative shall be chosen as President of the Federation shall supply another voting representative to allow for two voting representatives per Member Club.

SECTION 3. ADVISORS. Any Executive Board member from a previous term may be invited to serve in a non-voting advisor capacity to the existing Executive Board. In addition, the Executive Board will have the authority to bestow advisor capacity to individuals who may make beneficial contributions to the Corporation. Advisor members will not hold office nor have voting privileges or serve in any other official capacity.

SECTION 4. ALTERNATES. Each Member Club is entitled to one alternate-voting representative for each voting representative on the Executive Board. That alternate may attend any meeting and vote, in the absence of the voting representative, on any matter in the same manner as if he/she were the voting representative. Member Clubs are encouraged to appoint these alternates, keep them informed and ask that they attend Executive Board meetings on a consistent basis as representatives without voice if their counterpart is present.

SECTION 5. TERMS OF OFFICE. Terms of office of each club representative will be for twelve (12) months. Incumbents may succeed themselves. Terms of office will begin on January 1st.

SECTION 6. ELECTION OF OFFICERS AND DIRECTORS. Formal elections for Officers of the Federation Board (President, Vice President, Secretary, and Treasurer) and Directors (Ways & Means, Public Relations and Social Activities) will be held at the Executive Board Meeting in December. Officers and Directors are chosen from the voting representatives of the Executive Board. Voting will be accomplished by secret ballot. In cases of a tie, voting will continue until the tie is broken. Voting representatives (or their alternates) must be present to cast their ballots. Terms of office shall be 12 months.

In the event an officer (President, Vice President, Secretary or Treasurer) of the Federation is not reelected as a club representative by the club he/she represents during his/her 12 month term service, that the officer shall complete his/her term on the Federation without voting privileges since voting privileges are bestowed upon the two (2) elected club representatives.

SECTION 7. VOTING QUORUM. An officer is elected by the affirmative vote of the simple majority of all voting representatives of the Executive board (50% plus one).

SECTION 8. VACANCY. In the event that any office is vacated, other than the President which has its own rank of succession, the office will be filled from the ranks of the voting representatives by appointment of the President with approval of the Executive Board. This person will not be considered an elected officer, but will serve normal term. If an Executive Board representative cannot fulfill their term of service, the Member Club has the right to appoint a new representative to serve the balance of the term.

SECTION 9. REMOVAL FROM OFFICE. Any Executive Board officer or Club Representative may be removed from office or from the Executive Board for just cause, including, but not limited to, malfeasance, nonfeasance, gross negligence in office, or actions detrimental to the Federation as a whole. A motion for removal will be brought before the voting representatives at any Executive Board meeting by any representative in good standing. A vote on this motion will be taken at the next official meeting with a two-thirds (2/3) vote of the Executive Board necessary for action.

SECTION 10. PROPERTY TRANSFER. All officers of the Corporation and Executive Board representatives shall, upon completion of their term of office; removal from office; or when their office is declared vacant, deliver to the Federation President, all books, papers, video tapes, equipment, and such other Federation property as may be in possession. The Federation President shall be responsible for the distribution of this property to the appropriate officers and Member Clubs of the Federation. Any officer or representative who refuses to return Federation property voluntarily shall be subject to legal or disciplinary action as deemed necessary by the Executive Board.

ARTICLE III

OFFICERS

SECTION 1. OFFICERS. The officers of the Federation shall be President, Vice President, Secretary, Treasurer, the Ways & Means Director, the Public Relations Director, and the Social Activities Director.

SECTION 2. PRESIDENT, DUTIES OF: The President shall be the principal executive officer of the Corporation, in charge of the business and affairs of the Corporation. He/she shall be subject to the advice and consent of the Executive Board. He/she shall assure that the resolutions and directives of the Executive Board are carried out, except in those instances in which the Executive Board assigns that responsibility to another officer or person. In general, he/she shall discharge all duties incidental to the office of President, and such other duties as may be assigned by the Executive Board. He/she shall preside at all meetings of the Executive

Board. All correspondence will be under the supervision of the President. The President and/or Executive Board will have authority to appoint any special committee deemed appropriate at any given time whether listed in these By-laws or not. The President shall be an ex-officio member of any committee elected or appointed. The President will have the authority to appoint a moderator for a meeting at his/her discretion providing the President is present at said meeting. The President shall be in charge of setting an agenda for each meeting of the Executive Board.

SECTION 3. VICE PRESIDENT, DUTIES OF: The Vice President shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as may be assigned by the President or the Executive Board. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the office of President. In the event the office of President is vacated; the Vice President shall fill the vacancy until the next election.

SECTION 4. SECRETARY, DUTIES OF: The Secretary shall maintain a permanent record of the minutes of the Executive Board meetings and ensure that all notices are duly given in accordance with the provisions of the By-laws or as required by law. He/she shall be custodian of the Corporate Records; keep a register of the post office address, phone number and name of each member of the Corporation; keep a current list of all property of the Corporation and in whose possession it remains; perform all duties incidental to the office of Secretary; and such other duties as may be assigned by the President or the Executive Board.

SECTION 5. TREASURER, DUTIES OF: The Treasurer shall be the principal accounting and financial officer of the Corporation. He/she shall be responsible for the maintenance of the financial records of the Corporation. He/she shall have charge and custody of all funds, securities, and monies of the Corporation, and be responsible for the receipt and disbursement thereof; perform all duties incidental to the office of Treasurer and other duties as may be assigned by the President or the Executive Board. No funds will be expended without prior approval of the Executive Board except those provided for by the By-laws. The Treasurer will be authorized to spend for office supplies, postage, newsletters, printing, long distance phone calls, and other administrative costs an amount not to exceed \$50 per month without prior approval from the Executive Board. The fiscal year shall run from January 1 to December 31. The Treasurer shall file with the Executive Board and have available monthly financial reports.

SECTION 6. WAYS & MEANS DIRECTOR, DUTIES OF: He/she shall be Chairman of the Ways & Means Committee and shall perform such other duties as from time to time may be assigned to by the President or by the Executive Board.

SECTION 7. PUBLIC RELATIONS DIRECTOR, DUTIES OF: He/she shall be Chairman of the Public Committee and shall perform such other duties as from time to time may be assigned to by the President or by the Executive Board.

SECTION 8. SOCIAL DIRECTOR, DUTIES OF: He/she shall be Chairman of the Social Activities Committee and shall perform such other duties as from time to time may be assigned to by the President or by the Executive Board.

ARTICLE IV

COMMITTEES

SECTION 1. STANDING COMMITTEES. There shall be three (3) permanent committees: Ways and Means, Public Relations, and Social Activities chaired by the elected directors. These committees shall have and exercise the authority of the Executive Board; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual Board member of any responsibility imposed upon it or by law or these By-laws.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Executive Board may be designated by a resolution adopted by a majority of the Executive Board present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, the President of the Executive Board shall appoint the committee members. Any member thereof may be removed by the person or authorized to appoint such member whenever, in their best judgment, the best interests of the Federation shall be served by such removal.

SECTION 3. TERMS OF OFFICE. Each member of a committee shall continue until the end of the current fiscal year or until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof. The Chairmen of the Standing Committees shall remain as a member of the committee until their term of appointment to the Executive Board ceases or until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. Except for Standing Committees, the Executive Board shall appoint one member of each committee as chairman.

SECTION 5. VACANCIES. Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the membership of any committee.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Executive Board.

ARTICLE V

MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS. The Corporation shall have two (2) classes of membership: Voting and Affiliate. Voting Members are active clubs in the St. Louis area whose representatives are able to attend the monthly meetings. Affiliate Members are organizations outside the St. Louis area whose representatives are unable to attend the monthly meetings. Clubs may submit a written application for admittance, pay any dues or fees that are assessed by the Corporation, and adhere to the goals as set forth in these By-laws. The Executive Board with a two-thirds majority approval of all voting representatives necessary for inclusion into the Federation must vote on new memberships.

SECTION 2. VOTING MEMBERSHIP. A Voting Membership (hereinafter called a Member Club) in the Midwest Swing Dance Federation is open to any dance club who subscribes to the goals and objectives as set forth in these By-laws.

SECTION 3. AFFILIATE. Affiliate Membership (hereinafter called an Affiliate Club) is open to any club who has an interest in swing dancing and who agrees to abide by the rules contained in these Affiliate Clubs have no voting privileges.

SECTION 4. TERMINATION OF MEMBERSHIP. The Executive Board, by affirmative vote of two-thirds of all voting representatives of the entire Board may suspend a Member or Affiliate Club for just cause, after an appropriate hearing, and then may, by an affirmative vote of two-thirds of all voting representatives of the entire Board, at an officially scheduled meeting, terminate the membership, or suspend or expel any member for just cause, including, but not limited to, malfeasance, nonfeasance, gross negligence, or actions detrimental to the Federation as a whole.

SECTION 5. RESIGNATION. Any Member or Affiliate Club may resign by filing a written resignation with the secretary of the Federation or Corporation, but such resignation shall not relieve the Club so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid nor shall any Club be entitled to a return of dues upon discontinuance of their membership.

SECTION 6. RIGHTS TO ASSETS. No Club whose membership is terminated or who resigns will have any right or interest in any Federation assets or property except any personal property on loan to the Federation.

SECTION 7. LIMITS. There shall be no numerical limit to membership.

SECTION 8. MEMBERS LIST. A list shall be kept, with the secretary, of all members.

ARTICLE VI

MEETINGS

SECTION 1. TIME OF MEETINGS. There shall be no less than one regular meeting each month of the Executive Board of the Federation. The time and place shall be the decision of the President. Other meetings may be called as often as is necessary to transact the corporate business. Normally meetings will be held the 3rd Thursday of each month unless that falls on a holiday in which case it will be the next week.

SECTION 2. SPECIAL MEETINGS. The President or not less than three voting representatives may call special meetings of the Executive Board.

SECTION 3. NOTICE OF SPECIAL MEETINGS. A notice stating the purpose, place, date, and time of special meetings shall be delivered by mail or verbally to those representatives having a vote or business at such meeting. Notice shall be delivered five (5) days prior to the meeting. When mailed, the notice shall be deemed delivered when deposited in a U.S. Postal Service box, postage prepaid, and addressed according to corporate records.

SECTION 4. QUORUM, EXECUTIVE BOARD MEETINGS. A quorum of fifty percent (50%) plus one voting representative must be present to conduct business. Withdrawal of a representative from any meeting shall not cause failure of a duly constituted quorum at that meeting.

ARTICLE VII

VOTING

SECTION 1. ELIGIBILITY. A voting representative is a member in good standing of the Federation according to the By-laws.

SECTION 2. GENERAL BUSINESS. A voting majority in any matter except elections of officers and changes to the By-laws shall be two-thirds of a quorum.

SECTION 3. ELECTIONS. A voting majority in elections shall be a simple majority of all representatives eligible to vote.

SECTION 4. CONSTITUTION AND BY-LAWS. A voting majority in changes to these By-laws shall be a two-thirds majority of all representatives eligible to vote.

ARTICLE VIII

GENERAL RULES

SECTION 1. BY-LAW AMENDMENTS. The power to adopt, amend, or repeal these By-laws shall be vested in the Federation's Executive Board. Such changes, having been read at two (2) regular meetings, may be voted upon in the next regular meeting; or copies of the proposed changes may be distributed or mailed to all voting representatives at a regular meeting with the date of the vote noted therein and voted upon at the next regular meeting. The By-laws may contain any provision for the regulation and management of the Corporation, not inconsistent with law or the Articles of Incorporation.

SECTION 2. DISSOLUTION. In the event the Corporation dissolves, the President, Vice President, Secretary, and Treasurer shall sell all the corporate property. They shall then distribute all the assets of the Federation equally to the Member Clubs in good standing at the time of the dissolution.

SECTION 3. PROPERTY. Ownership of all property and other assets is vested in the Corporation and shall be controlled by the Executive Board, to be used solely for corporate purposes as established in the By-laws.

SECTION 4. POLICY. Policy (a plan of action; a way of management, action, or procedure) may be adopted on any matter relating to the Federation as set forth under Article VII, Section 2.

SECTION 5. REPRESENTATION. No one is to represent the Federation without the approval of the Executive Board.

SECTION 6. CONTRACTS. The Executive Board may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 7. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issues in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer of the corporation as provided in Article Section 5 of these By-laws.

SECTION 8. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the in such banks, trust companies, or other depositories as the Executive Board may select.

SECTION 9. GIFTS. The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

SECTION 10. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Missouri, or under the provisions of the Articles of Incorporation or the By-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

SECTION 11. AUDITING. The Executive Board may appoint an auditing committee.

MIDWEST SWING DANCE FEDERATION

Standing Rules

Standing Rule 1. Guidelines for Federation Membership

Passed June 3, 1987; Revised August 16, 2001.

Application for admittance to the Federation must include:

- a. Written application
- b. Check for any dues or fees
- c. Clubs' By-laws
- d. Clubs' not for profit charter

Standing Rule 2. Policy on Flowers

Passed June 3, 1987.

The Federation will send flowers for deaths or hospitalization by Board approval of each individual case.

Standing Rule 3. Policy on Supporting Events

Passed July 1, 1992.

Federation Clubs should be discouraged from advertising or supporting any private profit making company or individual that promotes events that are in direct competition or conflict with club events.

Standing Rule 4. Applications accepted for Affiliate Memberships

Passed April 7, 1993; Revised April 6, 1994

- a. Fee set at \$20 annually to
- b. Dues are due Jan 1" each year.

Standing Rule 5. Powers of the Board to Require Member Clubs to Enact Suggestions or Recommendations.

Passed September 18th 2008

The Midwest Swing Dance Federation has no power to require any member club to enact any suggestion or recommendation made and voted on by the board. The Federation will not take any action against any club that declines to cooperate with any of these suggestions or recommendations.

Standing Rule 6. E-mail voting

Passed December 18, 2008

When a vote on an issue is required before the next scheduled meeting, an e-mail vote may be called for by any member of the executive board, after routing it to the President (or Vice President, if President is not available) for action. The President will then call for the e-mail Vote and he/she will read the results into the minutes at the next scheduled meeting.