

BYLAWS OF “ATLANTA SWING ERA DANCE ASSOCIATION” OR “ASEDA”

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ARTICLE I - STATEMENT OF PURPOSE

Section 1 - Purpose

The Atlanta Swing Era Dance Association ("ASEDA") shall promote Lindy Hop, Jitterbug, East Coast Swing and other swing era dances as a means of social interaction, recreation, education and artistic expression in the greater Atlanta area. It will be the aim of ASEDA to sponsor bi-monthly dances in the greater Atlanta area.

ARTICLE II - OFFICES

Section 1 - Principal Office

The principal office of ASEDA shall be located at P.O. Box 1503 Decatur, GA 30031-1503.

Section 2 - Registered Office

The registered office of the Society required by law to be maintained in the State of Georgia shall be located at a location to be determined.

ARTICLE III - MEMBERSHIP

Section 1 - Eligibility for Membership

Membership in ASEDA shall be open to any person 16 years of age or more upon payment of annual dues.

Section 2 – Classes of Membership

There shall be three classes of membership, as follows: single membership, family membership, or student membership.

- (a) Single Membership: any individual age 16 or older who is not a student or family member.
- (b) Family Membership: All individuals of a family or household as defined by a two-thirds (2/3) majority vote of the Board of Directors.
- (c) Student Membership: any individual who can demonstrate that s/he is a current high school or college student upon application of membership.

Section 3 - Membership Duration

Membership duration shall be one year starting from the month the dues are received by ASEDA.

Section 4 - Membership Dues and Fees

Membership dues and fees shall be set by two-thirds (2/3) majority vote of the Board of Directors each year.

Section 5 - Membership Records

The following membership records shall be kept:

- (a) An up-to-date listing of the name, street address, e-mail address, and telephone numbers of each member.
- (b) Class of membership, date and amount of dues paid.

Section 6 - Membership Rights

Each member shall be entitled to:

- (a) Discounts to ASEDA-sponsored events;
- (b) A copy of the ASEDA newsletter, provided that only one will be sent to a household having a family membership;
- (c) An up-to-date copy of the ASEDA Bylaws upon request;

- (d) A copy of the minutes of all meetings of the Board of Directors upon request; and
- (e) Access to inspect ASEDAs financial records, books, or minutes of preceding meetings upon written request and within a reasonable period of time as specified by the Board of Directors.
- (f) Vote in all general membership elections, including election of the Board of Directors.
- (g) Nominate themselves or another member to run for a position on the Board of Directors at the annual elections.
- (h) Request a Special Member Meeting as described in Article III Section 11.

Section 7 - Transfer of Membership

Memberships in ASEDAs are not transferable with other people or other swing dance societies.

Section 8 - Termination of Membership

The Board of Directors, by an affirmative vote of two-thirds (2/3) of the Board members present and voting, may suspend or expel any member for good cause after a right to a hearing before the Board to which the member is given at least one week's written notice. Any member suspended or expelled from ASEDAs shall not be allowed to participate in any ASEDAs sponsored activities as a non-member guest.

Section 9 – Resignation

Any member may resign his or her membership by filing a written resignation with the Board of Directors. Such resignation shall not relieve the member of the obligation of paying accrued but unpaid dues, assessments, fees or other charges. Membership fees that have been paid are not refundable.

Section 10 - Annual Member Meetings

The annual meeting of members of ASEDAs shall be held in February (the month after end of fiscal year), at a place to be designated by the Board of Directors for the election of directors and the transaction of general business. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 12 of this Article III. A meeting so called shall be designated and treated for all purposes as the annual meeting. At such meetings, discussions should be limited to the business of ASEDAs.

Section 11 - Special Member Meetings

Special meetings of the members may be called at any time by the President or the Board of Directors of ASEDA. An ASEDA member may request a special member meeting in writing and delivered to the President or Secretary. It shall be the duty of the President or Secretary to call for a special meeting of the members. If the Director to whom a written request is delivered fails to issue a call for the meeting in the next membership newsletter, then the members constituting the majority of all the members may do so by giving the notice prescribed in Section 12 of this Article III; provided, however, only those items of business specified in the notice of special meeting may be acted upon at such special meeting.

Section 12 - Notice of Member Meetings

Written or printed notice stating the time and place of the meeting shall be delivered not less than 10 days before the date of any member's meeting, either personally or by mail, by or at the direction of the President or other ASEDA board member, to each member of record entitled to vote at such meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the record of the members of ASEDA. In the case of a special meeting, the notice of meeting shall state the purpose for which the meeting is called. Notice of any meeting of members need be given only to the members.

Section 13 - Quorum

At any meeting of the members, a quorum necessary to conduct the business thereof shall be twenty percent (20%) of members who may be present either in person or by proxy. In the absence of a quorum, the meeting shall be rescheduled.

Section 14 – Proxies

Members may vote either in person or by a written proxy executed by the member and mailed to the Secretary of ASEDA prior to the meeting. A proxy is only valid for the meeting in question and may not carry over from meeting to meeting.

Section 15 – Voting

Each member, in good standing, shall have one vote. Voting eligibility shall be ruled on by the Board of Directors. A simple majority vote shall be necessary for the adoption of any matter voted upon by the members except as otherwise herein provided. All members of ASEDA, including the Board of

Directors, are expected to cooperate fully on matters of policy adopted by a majority vote at any regular or special meeting of the membership.

ARTICLE IV - BOARD OF DIRECTORS (BOD)

Section 1 - General Powers

The business and affairs of ASEDA shall be managed by its Board of Directors, except as otherwise provided by statute, or by these Bylaws.

Section 2 - Number, Term and Qualifications

The Board of Directors shall consist of 11 elected members, including the offices of President, Vice-President, Secretary, and Treasurer. The remaining seven (7) directors are can consist of committee heads and/or Directors at large. All members of the Board have full voting rights and shall serve for a one-year term, until his or her successor has been elected and qualified. Directors must be residents of Georgia and must be members of ASEDA in good standing.

Section 3 – Elections

Elections of the directors will be at the annual membership meeting. Nominations will be taken for one month prior to the meeting. Nominations will only be accepted from members in good standing.

Section 4 - BOD Meetings

The Board of Directors shall meet at least once a quarter and more frequently as deemed necessary by any five board members. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Any director missing two regular meetings of the Board of Directors in a row without having given prior notice to the President or Vice President shall forfeit his or her seat on the Board of Directors.

Section 5 - Notice of BOD Meetings

Regular meetings of the Board of Directors may be held with one (1) week's notice. Any board member calling a special meeting of the Board of Directors shall give at least five days notice before the meeting. A director may attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not called or convened in accordance with the bylaws.

Section 6 – Quorum

Board members may vote either in person or by a written proxy executed by the board member and mailed to the Secretary of ASEDA prior to the meeting. A proxy is only valid for the meeting in question and may not carry over from meeting to meeting.

Section 7 – Quorum

A two-thirds (2/3) majority of the number of directors fixed by these Bylaws and presently holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in the Bylaws, if a quorum is present the act of the majority of the directors present at a meeting shall represent the act of the Board of Directors.

The following decisions require a two-thirds (2/3) majority vote of the full board:

- (a) Financial commitments over five hundred dollars (\$500.00);
- (b) Any changes in the bylaws;
- (c) Major policy decisions; and
- (d) Expelling a member.

Section 8 – Vacancies

Any vacancy occurring on the Board of Directors may be filled by an affirmative vote of the majority of a quorum of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9 - Informal Action

Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is provided by a two-thirds (2/3) majority of the directors before the action is taken. Such action should be reported at the next board meeting.

Section 10 – Compensation

No Board member may receive any financial compensation from ASEDA, with the exception of payment to any such board member of such reasonable compensation for services rendered to or for the organization with the approval of the Board of Directors.

Section 11 - Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of ASEDA. The directors and officers shall be indemnified by ASEDA to the fullest extent possible under the laws of the State of Georgia.

Section 12 - Removal

Any officer or board member may be removed by the Board of Directors whenever in its judgment the best interests of the organization will be served thereby.

Section 13 - General Duties of Board Members and Officers

The Board of Directors, including Officers, shall have the following general duties:

- (a) All board members are required to attend meetings of the Board of Directors. Board members who expect to miss a meeting of the Board of Directors must inform the President or Vice-President prior to the date of the meeting.
- (b) Should a board member fail to perform his/her job duties, and/or fail to act in a civil, cooperative or professional manner with one or more Board of Directors, s/he will be subject to removal by unanimous vote of the remaining Directors.
- (c) Upon leaving their offices, board members are required to help the incoming (replacement) officers acclimate to the position.

Section 14 – President

The President shall be the chief executive officer of ASEDA. He or she shall, when present, preside at all meetings of the members. He or she shall have general management and direction of the affairs of the organization. He or she shall have the authority to sign and execute in the name of the organization all authorized contracts and other instruments. He or she shall annually prepare a full statement of the affairs of the organization which shall be submitted at the annual meeting of the members. He or she shall supervise and ensure the performance of the duties of all other board members.

Section 15 - Vice President

In the absence or disability of the President, all his or her authority and duties shall devolve upon and be exercised by the Vice President. In the event of the resignation, removal or the death of the President, the Vice President shall immediately call a meeting of the Board of Directors for the

purpose of electing a new President to serve for the remaining unexpired term of the President. If at such meeting the Vice President shall be elected to serve as President, a new Vice President shall be elected at that meeting.

Section 16 – Secretary

The Secretary shall keep a record of all proceedings of ASEDA and shall act as Secretary to the Board of Directors and keep the minutes of said Board. He or she shall have access to a complete and accurate list of membership of ASEDA and shall see that all notices are given in accordance with these Bylaws. He or she shall have charge of all correspondence of the organization. He or she shall collect the mail from the ASEDA mail-box. At each meeting of the Board of Directors and at each annual meeting of the membership he or she shall make a detailed report of the activities of his or her office. The Secretary shall perform any other duties required of him or her by the Board of Directors.

Section 17 - Treasurer

The Treasurer shall keep full and accurate financial records of all receipts and disbursements in books belonging to ASEDA. He or she shall deposit all money and other valuables in the name of and to the credit of ASEDA in such depositories as may be designated by the Board of Directors. The Treasurer shall maintain ASEDA bank account and accounting records for these funds and report the financial status of these funds at each monthly meeting of the Board of Directors. The Treasurer shall pay all expenditures approved by the Board. The Treasurer shall work with the incoming President, and the previous year's Treasurer in developing a budget for of his/her term by the end of March of his/her term. Such a budget should reflect all predictable expenses and forecasted expenses that are based on membership, new programs and discontinued programs. He or she shall file a financial statement for each fiscal year with the federal government as required by the IRS. The Treasurer shall perform all other duties designated by the President or the Board of Directors.

ARTICLE V - COMMITTEES

ASEDA BOD shall have the authority to recruit volunteers and appoint members in good standing to committees designated by the Board. These committees must answer to the BOD and may be dissolved by the Board. Committee members may be on the Board and may be one of the officers. Each committee member shall serve in his or her capacity until his or her successor is named and trained or the committee is dissolved by the Board.

ARTICLE VI - FINANCIAL POLICIES

Section 1 - Non-Profit Status

This organization is designated as a non-profit organization as specified under Section 501(c)(3) of the Internal Revenue Code.

Section 2 – Contracts

The Board of Directors may authorize any officer or agent of ASEDA to enter into any contract in the name of and on behalf of ASEDA, and such authority may be general or defined to specific instances.

Section 3 - Payment of Expenses

Checks for ASEDA expenses shall be approved, written and signed by the President or Treasurer. Any expenditure made on behalf of ASEDA shall be approved by the Board of Directors. Financial commitments over \$500 require a two-thirds (2/3) vote of the full Board of Directors.

Section 4 – Deposits

All funds of ASEDA shall be deposited from time to time to the credit of ASEDA to such checking accounts, savings accounts or other depositories that the Board may select.

Section 5 – Gifts

The Board of Directors may accept on behalf of ASEDA a contribution, gift, bequest or devise for the general or any special purpose of ASEDA.

Section 6 – Events

All events sponsored by ASEDA must be designed to bring in sufficient funds to cover expenses. In no case will ASEDA subsidize an event except with majority approval of the Board of Directors.

Section 7 - Non-members

A non-member fee will be charged to non-members at ASEDA-sponsored events.

Section 8 – Insurance

ASEDA may purchase and maintain liability and/or errors and omissions insurance to protect the Board and officers against any liability asserted against or incurred by ASEDA or its representatives.

Section 9 - Prohibition Against Sharing in Organizational Earnings

No officer or employee of, or member of a committee of, or person connected with the organization, or any other private individual shall receive at any time any of the net earnings for pecuniary profit from the operations of the organization, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the organization in affecting any of its purposes and shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the assets upon dissolution of the organization. Upon the dissolution or winding up of the affairs of the organization, whether voluntary or involuntary, the assets of the organization, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors specifically to charitable religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(1) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 10 - Budget

An annual budget shall be maintained by the Treasurer and the Board of Directors. The budget must be approved by a unanimous vote of the Board of Directors.

Section 11 – Reimbursement

The Treasurer shall reimburse individual expenditures with a check provided an original receipt for expenditures is presented and the expenditure was approved by the Board either explicitly or implicitly. Expenditures will not be reimbursed with cash.

ARTICLE VII - GENERAL PROVISIONS

Section 1 - Fiscal Year

The fiscal year of ASEDA shall begin the first day of JANUARY and end the last day of DECEMBER each year.

Section 2 - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Profit Organization Act of the State of Georgia or under the provisions of the Articles of Incorporation or Bylaws of ASEDA, 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 the giving of such notice.

Section 3 - Amendment to the Bylaws

These Bylaws may be altered, amended or appealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the full Board of Directors. All proposed changes must be submitted in writing to the Board of Directors at least 10 days prior to the meeting at which this vote is to be taken. New Bylaws must be publicized to the members within 30 days of ratification.

Section 4 - Checks, Drafts, Etc.

Checks, drafts, or orders for the payment of money, notes and other evidences of indebtedness issued in the name of the organization will only be valid if signed and/or countersigned by such persons who from time to time shall be designated by a resolution of the Board of Directors.

Section 5 – Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6 - Prohibition Against Non-Charitable Actions

No director, officer or employee of this organization shall take any action or shall fail to act in such a manner as to result in a violation of law or the loss of status as a charitable organization under the current interpretation of Section 501(c)(3) of the Internal Revenue Code.

Approved by Resolution of the Board of Directors the _____ day of _____, 2002.

Secretary

32463-1

Governing law: O.C.G.A. §43-17-1, et seq.

Exemptions: Organizations with less than \$25,000 in annual revenues; organizations recognized as religious under IRC 501(c)(3) and not required to file IRS Form 990; nonprofit educational institutions and agencies operated, supervised or controlled by them; local and state_wide organizations of hunters, fishers, and target shooters with 501(c)(3) or (4) status; political parties, candidates, and political action committees; national charities with Georgia affili_ates already registered.

Fees: \$25 initial; \$10 renewal

Check payable to: "Secretary of State."

Period covered: One year.

Due date: Anniversary of initial registration.

Required signatures: One. Any authorized executive officer. IMPORTANT

NOTE: By signing the URS, the signer irrevocably appoints the

Secretary of State as the organization's agent for service of process for any action arising from the Solicitation Act [this condition replaces a separate Georgia form for that purpose].

Notarized signature required: Yes.

FR contracts: No.

Certificate/Articles of Incorporation: No.

Bylaws: No.

IRS Form 990: Yes.

IRS Determination Letter: Yes.

Resident/Registered Agent required: No.

Audit: Yes, if gross revenue over 1 million; CPA review for organizations with revenue between \$500,000 and \$1 million. Financial report when revenue is less than \$500,000.

State forms additional to URS: One. "Georgia Supp. to URS".

Mailing address: Securities and Business Regulation, 2 Martin Luther King Jr. Dr. #802 W. Tower, Atlanta, GA 30303

Info. telephone & contact: 404-656-4910; Lori Young

Web: www.sos.state.ga.us/securities/