

MOTION TO ADOPT AMENDED AND RESTATED ARTICLES OF INCORPORATION

It is proposed that The Royal Scottish Country Dance Society, Northern Virginia Branch Constitution (April 19, 1990) shall be replaced with the following:

AMENDED AND RESTATED ARTICLES OF INCORPORATION
VIRGINIA NONSTOCK CORPORATION

Pursuant to § 13.1-889 the Code of Virginia the Articles of Incorporation are amended and restated as follows:

Article I.
ORGANIZATION NAME

1. The name of the corporation is “Royal Scottish Country Dance Society, Northern Virginia Branch” (“Branch”).

Article II.
DURATION

1. The period of duration of this corporation is perpetual.

Article III.
PURPOSE

1. This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The objects and purposes of the Branch shall be:
 - a. To provide education and instruction in Scottish country dancing in conformance with the standards of The Royal Scottish Country Dance Society (“Society”);
 - b. To train teachers of Scottish country dancing in conformance with the standards of the Society; and
 - c. To preserve, practice and further awareness and understanding of traditional Scottish country dance through classes, demonstrations, publications and events.

Article IV.
ACTIVITIES

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

2. The property of this corporation is irrevocably dedicated to furtherance of the purposes set forth herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article V. MEMBERS AND VOTING

1. The corporation shall have four classes of members: Primary, Associate, Youth, and Teacher.
2. Primary
 - a. Primary membership shall be open to any individual upon such terms and conditions as provided in the bylaws who is:
 - i. At least eighteen years of age,
 - ii. Interested in the objects and purposes of the Branch, and
 - iii. Either maintains membership in the Society through the Branch or is a Life member of the Society.
 - b. Primary Members in good standing as set forth in the bylaws may vote in elections for Officers and Directors At-Large and on such business as shall come before an annual or special general meeting of the members.
3. Associate
 - a. Associate membership shall be open to any individual upon such terms and conditions as provided in the bylaws who is:
 - i. At least eighteen years of age,
 - ii. Interested in the objects and purposes of the Branch, and
 - iii. Maintains membership in the Society through some other branch, organization or group.
 - b. Associate Members in good standing as set forth in the bylaws may vote in elections for Officers and Directors At-Large and on such business as shall come before an annual or special general meeting of the members.
4. Youth
 - a. Youth membership shall be open to any individual upon such terms and conditions as provided in the bylaws who is:

- i. Between twelve and eighteen years of age,
 - ii. Interested in the objects and purpose of the Branch, and
 - iii. Maintains membership in the Society through the Branch.
 - b. Youth Members may not vote in elections for Officers and Directors At-Large or on such business as shall come before an annual or special general meeting of the members.
5. Teacher
 - a. Teacher membership shall be open to any individual upon such terms and conditions as provided in the bylaws who:
 - i. Maintains either Primary or Associate membership in the Branch, and
 - ii. Has been awarded either the RSCDS Teaching Certificate Part 1 or the RSCDS Teaching Certificate Part 2 or the equivalent.
 - b. Teachers in good standing as set forth in the bylaws may vote in elections for Officers, Directors At-Large, and the Teachers' Representative and on such business as shall come before an annual or special general meeting of the members.

Article VI.
OFFICERS AND DIRECTORS

1. Officers shall be the Chair, Vice Chair, Secretary, and Treasurer. In addition, there shall be four Directors At-Large and one Teacher Director. These Officers and Directors constitute the Board of Directors ("Board"). The Officers and Directors shall be elected by the members as set forth in the Bylaws.
2. The Officers and Directors shall have the duties and shall serve terms as specified in the Bylaws.
3. The quorum for a Board meeting shall not be fewer than five members. Any business transacted by Board vote shall require support of at least a majority of the quorum.

Article VII.
GOVERNANCE AND MANAGEMENT

1. The corporation shall be organized and governed in accordance with all applicable laws and regulations, these Articles of Incorporation, the Branch Bylaws and the Rules of the Society.
2. The Board shall regulate and manage the affairs and business of the corporation in accordance with all applicable laws and regulations, these Articles of Incorporation, the Branch Bylaws and the Rules of the Society.

Article VIII.
AGENT AND OFFICE

1. The registered agent of the corporation shall be the Secretary or such other individual as shall be designated by the Board in accordance with § 13.1-833 of the Code of Virginia.
2. The registered office shall be physically located in the City of Alexandria.

Article IX.

AMENDMENTS TO THE ARTICLES OF INCORPORATION

1. Amendments to the Articles of Incorporation may be initiated by Board proposal or by Member petition.
 - a. Amendment by Board proposal
 - i. The proposed amendment shall be adopted by a majority of the Board at least fourteen days prior to the annual or special general meeting at which such amendment is to be considered.
 - ii. After adopting the proposed amendment the Board shall submit the amendment to the members with a recommendation that the members approve the amendment, unless the Board makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the Board shall transmit to the members the basis for that determination.
 - b. Amendment by Member petition
 - i. The proposed amendment shall be initiated by a petition signed by no fewer than ten Primary and/or Associate Members in good standing delivered to the Board at least thirty days prior to the annual or special general meeting at which such amendment is to be considered.
 - ii. After verifying the signatures on the petition, the Board shall submit the proposed amendment to the members with a recommendation that the members either approve or reject the amendment, unless the Board makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the Board shall transmit to the members the basis for that determination.
2. Notice of the proposed amendment shall be set forth in the notice of such annual or special general meeting at which such amendment is to be considered.
3. The proposed amendment shall be adopted by a vote of two-thirds of the voting membership present at such annual or special general meeting at which a quorum exists as set forth in the Bylaws.

Article X. DISSOLUTION

1. Notice of dissolution shall be given to the Society at least two months before the date of proposed for such disbandment.
2. Upon the dissolution of the corporation, after all liabilities have been met, any remaining assets shall be transferred to the Society for distribution within the United States for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.