

## **Bylaws for the Northern Virginia Branch, Royal Scottish Country Dance Society**

Accepted by the Branch membership at the AGM, April 28, 2022

[Adopted by the Branch Board April 4, 2022]

*Note: The Amended and Restated Articles of Incorporation, Virginia Nonstock Corporation, which were approved at the Branch's 2013 AGM, replaced the Branch's previous constitution, dated April 19, 1990, and is the primary document establishing the Branch. The Articles define the name, purpose, membership categories, and more, and should be consulted in conjunction with this document. "Society" as used below means the Royal Scottish Country Dance Society, and "Branch" means the Northern Virginia Branch of the Society.*

### **I. The Board**

As specified in the Articles of Incorporation, the Branch shall be governed by a Board of Directors (the Board) made up of the four (4) elected officers of the Branch and four (4) members at large, all of whom shall be members of the Branch, and shall be elected at the Branch's Annual General Meeting (AGM) to serve until the next AGM or until their successors are elected and installed. The Teacher Director, duly elected by the teachers of the Branch, is also a voting member of the Board. The immediate Past Chair shall be a non-voting *ex officio* member of the Board.

Any officer or director unable to perform their duties for an extended period of time may be asked to resign.

#### **A. Officers**

The officers of the Branch shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, all of whom shall be members of the Branch in good standing, and shall be elected at the AGM to serve until the next AGM and or until their successors are elected and installed. Vacancy in any office during a term shall be filled by appointment of the Chair and confirmed by majority vote of the Board. There is no limit on how many times an officer may hold a given office; however, no officer shall be eligible to serve more than two consecutive full terms in the same office.

##### **1. Chair**

The Chair is the chief executive officer of the Branch and shall be responsible, with input of the Board, for the direction and conduct of Branch business. The Chair shall:

- Preside at meetings of the members of the Branch and of the Board.
- Represent the Branch at public functions.
- Sign, in the name of the Branch, all contracts, legal instruments, and other papers proper or necessary for the transaction of Branch business.
- Appoint, subject to the approval of the Board, members of the Branch to serve as chairmen and members of such sub-committees as may from time to time be established to carry out the functions and activities of the Branch.

## 2. Vice-Chair

The Vice-Chair shall:

- Serve as point of contact and negotiator for venues and musicians for the Branch's classes and dance events.
- Assist in the performance of the Chair's duties.
- In the Chair's absence, preside at meetings of the members of the Branch and of the Board.
- Generally exercise all of the power and perform all of the duties of the Chair during the Chair's absence.

## 3. Secretary

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.

The Secretary shall:

- Ensure that proper notice is given of all Annual and Special General Meetings of the members of the Branch, and of all meetings of the Board; and shall attend and keep proper minutes of all such meetings.
- Attend to all external correspondence and shall bring to the attention of the Board as soon as possible all communications received.
- Submit annually to the Secretary of the Royal Scottish Country Dance Society a report on the activities of the Branch during the preceding fiscal year.
- Ensure that subscription information on Branch membership and notification of Branch officers is submitted to RSCDS HQ in accordance with deadlines established by RSCDS HQ.
- Maintain the Branch's governing documents and annual reports.

## 4. Treasurer

The Treasurer is the primary signatory on all Branch bank accounts and will ensure that the Chair is added as the secondary signatory.

The Treasurer shall:

- Receive, bank, and account for all monies collected by the Branch from members or from other sources.
- Keep proper accounts and prepare reports for all AGMs and Board meetings.
- Prepare a budget showing major expense and income categories no later than one month before membership renewals.
- Ensure that any necessary Virginia or federal tax forms are filed.
- Facilitate the annual renewal of the Branch insurance policy and any amendments to it.

## B. Directors

### 1. Member Services Director

The Member Services Director shall:

- Keep track of membership status, dues, and tuition.
- Maintain a current contact list of all members.
- Be responsible for sending Branch communications to all members, including annual renewal notices and membership cards.

### 2. Publicity Director

The Publicity Director shall chair the website and social media committee, and shall:

- Provide timely notice of Branch classes and events to appropriate news outlets and to local, national, and international dance, Scottish heritage, and other cultural organizations.
- Seek out other outlets to publicize Branch events and SCD in the Northern VA area.
- Help find and promote demonstration opportunities, with the assistance of Teacher Director.
- Ensure that flyers to advertise Branch activities are designed, copied, and distributed as needed.

### 3. Refreshments Director

The Refreshments Director shall:

- Coordinate and delegate provision of refreshments as appropriate.
- Maintain refreshment supplies.
- Assist the Argyle refreshment chair.

### 4. Archives Director

The Archives Director shall:

- Maintain records such as photographs, flyers, newspaper articles, publications (electronic or paper) and make them available as appropriate to members and participants.

### 5. Teacher Director

The Teacher Director chairs the Teachers' Committee, see Section II.A.1 on Teachers' Committee below, and shall

- Set teaching goals and standards to meet the needs of all levels of dancers.
- Be responsible for teacher development.
- Work with the Board on all teaching-related matters, such as dance programs and demonstrations.

### C. Board Meetings

1. The Board shall meet at the call of the Chair. The Board will usually meet monthly but not fewer than 6 times a year.
2. A quorum (5 or greater) is required to conduct any business.
3. Voting shall be conducted as described in Section VI below.
4. During meetings, board members must maintain standards of conduct as prescribed in Robert's Rules of Order.

## II. Committees

Committee chairs shall report to the Board in a timely way, either by attending Board meetings or submitting a report before Board meetings.

### A. Standing Committees

#### 1. Teachers' Committee and the Teacher Director

The Teachers' Committee shall consist of all members of the Branch who have been awarded at least one of these RSCDS credentials:

Teaching Certificate Part 1  
Preliminary Pass, Teacher's Certificate  
Teaching Certificate Part 2  
Teacher's Certificate  
Statement of Proficiency from the RSCDS Core Training for Instructors

Committee members are teachers in good standing (as defined in the Teachers' Committee guidelines), and who desire to serve as members thereof. The Teachers' Committee shall have primary responsibility for conducting the regular Scottish country dance classes of the Branch, with input from the Board.

In accordance with the manual of the Royal Scottish Country Dance Society, the Teachers' Committee shall have the final decision on matters pertaining to dance technique, and shall decide the degree of progress of individuals and their placement in the various classes. All regular Scottish country dance classes of the Branch shall be taught by members of the Teachers' Committee to the maximum extent feasible, but certificated teachers from other Scottish Country dance groups may be invited to teach from time to time, and members of the Branch interested in working toward certification shall be actively encouraged to assist and participate in teaching. Compensation of teachers shall be fixed by the Board.

The Teacher Director shall be elected by the Teachers' Committee. As a member of the Board, the Teacher Director will attend all Board meetings. Notification and frequency of, and procedures for, Teachers' Committee meetings and elections are governed by guidelines set by the Teachers' Committee.

#### 2. Argyle Committee

The Argyle Committee organizes the Branch's Argyle Weekend. The Chair of the Argyle Committee is responsible for organizing the weekend and choosing committee members. Refer to the Argyle Manual for further details.

### 3. Website and Social Media Committee

This committee is responsible for maintaining and updating the Branch activities on the website and other social media. It is chaired by the Publicity Director.

## B. Ad Hoc Committees

Subject to the approval of the Board, the Chair shall appoint such committees from among the members as the Chair may deem necessary to carry on the activities of the Branch. All such appointments shall automatically terminate at the end of the term of office of the Chair who made them.

### 1. Nominating Committee

The purpose of the Nominating Committee is to identify members to serve as officers or directors of the Board, except for the Teacher Director (see Teachers' Committee section above) in time for the Branch's AGM. Any Branch member in good standing who is not currently serving on the Board can be on the Nominating Committee, which will be comprised of at least two members. No member of the Nominating Committee can be nominated for any position on the Board. The Nominating Committee will communicate with each currently serving Board member who is eligible for re-election to verify their willingness to continue serving. In addition, the Nominating Committee will publicize any/all Board Committee vacancies to all Branch members. The Nominating Committee will ensure that there is at least one candidate for each position. The Nominating Committee will be appointed at least three months before the AGM.

2. Other ad hoc committees shall be assigned by the Chair as necessary on a case-by-case basis.

## III. Members

There shall be four membership categories as defined in the Articles of Incorporation and as detailed below. Only members who are in good standing (defined in point III.B.1, below) may vote in the elections of officers and on such occasions as may properly come before an annual or special general meeting of the members. Members' rights to serve in Branch leadership positions and vote in Branch elections are shown below; all members may serve on standing or ad hoc committees.

### A. Membership Categories

1. *Primary*: age at least 18, member of Branch and Society, or Life member; may vote for Officers and Directors; may hold any office in the Branch.
2. *Associate*: age at least 18, member of Society through another branch; may vote for Officers and Directors; may hold office as a Director.
3. *Youth*: age 12 through 17, member of Branch; may not vote or hold office but may serve on a standing committee (other than the Teachers' Committee) or ad-hoc committee.
4. *Teacher*: maintains primary or associate membership; has RSCDS Teacher's Certificate Level 1 or Level 2 or equivalent; may vote for Officers and Directors; may serve on the Teachers' Committee and vote in its election of Teacher Director; can hold any office in the Branch.

### B. Definition of Good Standing

1. For all members: Must have paid current dues or be Life Members; must not have been suspended or expelled.
2. Board members in good standing: Must attend a majority of Board meetings; must perform the functions of the office to which they were elected.

## C. Suspension and Expulsion

### 1. Members

The Board, for just cause, may by unanimous vote suspend or terminate the Branch membership of any member whose conduct is in their opinion prejudicial to the interests of the Branch and the Royal Scottish Country Dance Society. Any member before being suspended or expelled shall be informed of the proposed action and the reasons therefor, and shall be given the opportunity to be heard at a Special Meeting of the Board called for that purpose, and to show cause against such suspension or expulsion. Any member, having been so suspended or expelled, shall have the right of appeal to the membership at the next succeeding AGM held more than thirty days after the action of the Board. A majority vote of the members present at such AGM shall be sufficient to reverse or modify the suspension or expulsion.

### 2. Officers and Directors

The Board may, by two-thirds vote, remove an officer or director not in good standing. Any Board member, before being removed from office, shall be informed of the proposed action and the reasons therefor, and shall be given the opportunity to be heard at a Board meeting, and to show cause against such removal.

## IV. Tuition and Dues

### A. Rates

All members except Life members are required to pay annually the appropriate membership dues. These dues include RSCDS membership dues, as set by the RSCDS, and Branch membership dues, which shall be set by the Branch Board. The membership year runs from September 1 through August 31. New members joining between September 1 and the end of February shall pay the full year's dues; those joining on or after March 1 shall pay a half year's dues.

Tuition: In addition to the annual dues, each member who attends classes shall be required to pay the tuition fee established by the Board for the trimester, or the drop-in fee for each class.

### B. Dues by Category of Membership

1. *Primary*: Full fee: Branch dues plus RSCDS dues
2. *Associate*: Reduced fee: Branch dues only
3. *Youth*: Reduced fee: Branch dues plus reduced RSCDS dues (according to age).
4. *Teacher*: Primary or Associate member dues as applicable.
5. *Non-member*: pays no dues, but does pay the weekly drop-in fee.

### C. Drop-In Fees

Members who have not paid the tuition fee for the trimester shall be required to pay the drop-in fee charged to non-members for each class they attend during that trimester.

### D. Dates and deadlines

Branch tuition is assessed by trimesters: September through December (Fall), January through April (Spring), May through August (Summer).

## V. Fiscal Year

The fiscal year of the Branch shall begin on the first day of April and end on the following thirty-first day of March.

## VI. Meetings

### A. Conduct of Meetings

#### 1. Procedure

Board meetings, AGMs, and Special General Meetings shall be governed by Robert's Rules of Order, except as specifically provided herein.

#### 2. Meetings by Electronic Means

Any meeting of the Branch, Board, or any Standing Committee may be held in whole or in part by teleconference, videoconference, or other technology that allows the opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area. Members participating by means of technology shall be deemed present and may vote provided that the Board has implemented reasonable measures to:

- a. Verify that each person participating remotely is a member in good standing and
- b. Provide all members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear all of the proceedings of the meeting substantially concurrently as the meeting happens.

#### 3. Voting

Voting shall be conducted as described in the current edition of Robert's Rules of Order. A majority shall be required to pass any motion, except as specified in Section VIII, Amendments to the Bylaws, below. No proxy voting shall be allowed.

The Board may conduct votes via email between meetings if no meeting can be scheduled. Votes taken by email must be confirmed at the next Board meeting.

### B. Branch Annual General Meeting (AGM)

The AGM of the Branch shall be held during the month of April each year. The date and place of this meeting (including opportunities for remote access) shall be determined by the Board.

#### 1. Notice

The Member Services Director shall give at least fourteen days written or email notice to each member of the time and place of the AGM, addressed to such members at their home or email address as shown upon the membership rolls of the Branch. Such notice shall contain a statement of any important business to be discussed at the meeting. If the meeting is to be held via teleconference or videoconference or other technology, the notice shall include adequate description of how to participate, such as conference call number or sign in code. No business transacted at any AGM shall be invalidated by reason of the non-receipt by any member of a notice thereof.

## 2. Quorum

A quorum is required for the transaction of business at the AGM. A quorum shall consist of 25 percent of the members in good standing (at the time the AGM is called) or 25 members (whichever is fewer).

## 3. The recommended agenda for the AGM shall include the following:

- a. Minutes of the last AGM and of any Special General Meeting held during the course of the year
- b. Chair's report of the year's activities of the Branch
- c. Treasurer's Report and Accounts
- d. Teacher Director's report of the year's teaching-related activities
- e. Election of Officers and Members of the Board
- f. Updates on old business
- g. Any new motions or other business
- h. Adjournment

## C. Special General Meeting

Special General Meetings of the members of the Branch may be called at any time by the Chair, with the prior consent of a majority of the members of the Board. Special General Meetings may be initiated by the Board for a major issue affecting membership or Branch operations. The Chair shall also call a Special General Meeting on receipt of written petition signed by 25 percent of the members in good standing.

### 1. Notice

Notice of any Special General Meeting shall be given to the members in the same manner as for the AGM, and shall in every case specify the object or the objects for which the meeting is called.

### 2. Quorum

A quorum for the transaction of business at a Special General Meeting shall be 10 percent of the members in good standing at the time the Special General Meeting is called.

## VII. Branch Member Groups

Branch Member Groups are groups of Scottish Country Dancers who routinely meet apart from the regular main class(es) of the Branch. These Member Groups may hold classes outside of the primary geographic area of the Branch, and/or be classes organized for age-specific populations, such as "youth," and/or classes organized for a specific purpose or population, such as "students" or "retirees," as deemed reasonable and appropriate by the Member Group and Branch.

### A. Establishing a Branch Member Group

A group wishing to become a Branch Member Group must apply to the Branch in writing, stating its reasons for wishing to become a Branch Member Group and providing a short description of the group, including details such as where and how often the group plans to meet, estimates of expected attendance, name and contact information of the group leader, and any other pertinent details requested by the Branch Board.

The Board will consider each application on a case-by-case basis, subject to the following conditions:

- Branch Member Groups must hold regularly-scheduled classes in Scottish Country Dancing / music in keeping with the traditions of the Royal Scottish Country Dance Society.
- Classes must have leader(s) who will be responsible for the organizational arrangements of the group and who will serve as the primary contact with the Branch.
- Leader(s) of the proposed Branch Member Group must be RSCDS Northern Virginia Branch member(s).
- The Branch Member Group must promise to adhere to the guidelines/procedures for Member Groups as set out in the Branch Policy and Procedures Manual.

The Board may grant approval by simple majority of the Board. The Branch membership will vote at the next AGM or Special General Meeting to either affirm or reject, by majority vote, the decision of the Board to approve the addition of the Branch Member Group to the Branch. Once approved, the Branch will notify the new Branch Member Group of its approval in writing.

An individual's membership in a Branch Member Group does not automatically confer RSCDS membership through the Branch. A member of the Member Group who wishes to become an RSCDS member must also join the Northern Virginia Branch (or other RSCDS Branch) to become an RSCDS member.

#### B. Termination of Relationship with Branch Member Group

- A Branch Member Group may terminate its relationship with the Branch at any time.
- The Branch Board may periodically review the status of a Member Group to determine if there is a need for change in status.
- If the Branch Board decides by majority vote that it is no longer appropriate for a group to remain a Member Group, the Member Group will be notified and will have an opportunity to respond.
- A final determination of a Member Group's status will require a majority vote of the Branch's membership at an AGM or Special General Meeting.

Except as otherwise specifically provided herein, the Branch shall comply with the rules of the Royal Scottish Country Dance Society, as amended from time to time.

### VIII. Amendments to the Bylaws

These Bylaws may be amended or repealed by:

#### A. A majority vote of the Board at a meeting called by the Chair in accordance with the Articles of Incorporation and these Bylaws.

1. The members of the Board shall be provided with the text of the proposed amendment not less than 10 days prior to the meeting at which such amendment is to be considered.
2. All amendments adopted by the Board shall be immediately effective. The membership shall receive notice of any amendment adopted by the Board within 30 days of the Board's vote.
3. All amendments adopted by the Board shall be presented to the membership at the next Annual or Special General Meeting following the Board's vote. The amendments of the Board

shall be either affirmed or rejected by a majority vote of the Members present. Amendments of the Board that are rejected by the members shall be null and void and cannot be considered or adopted by the Board for at least one year from the date of rejection.

B. A two-thirds vote of the members present and voting at a General Meeting called in accordance with the Articles of Incorporation and these Bylaws.

1. Amendments may be proposed by any Member in good standing by delivering the text of the proposed amendments to the Secretary not less than 30 days prior to the General Meeting at which such amendments are to be considered.
2. Notice of any proposed amendments shall be included with the notice to Members announcing the General Meeting.
3. Amendments to a bylaw proposed by a member may expressly provide that the Board may not amend, repeal, or reinstate that bylaw.