**Constitution and Bylaws of Hands Four Dancers of Ithaca**

(as amended 6/16/2012 at annual member meeting)

**Article 1. Name**

The name of this organization is Hands Four Dancers of Ithaca (HFDI).

**Article 2. Purpose**

HFDI is a nonprofit educational organization dedicated to the preservation, study, teaching, enjoyment and continuing evolution of traditional and historical dance and music.

**Article 3. Membership**

All persons interested in dance and music are eligible to become members of HFDI upon payment of dues.

a. Membership dues and privileges are determined by the board. Only those persons whose membership is paid for the current year will be members in good standing.

b. Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold office if elected and serve on standing or special committees.

c. Members in good standing are welcome to attend meetings of the board.

d. The board may at any time terminate the membership of any person by two-thirds majority vote. That person shall be given 30 days notice and opportunity to be heard by the board at a board meeting.

**Article 4. Meetings of the Membership**

a. The annual meeting of the membership shall be held each year for the election of officers and board members at large and the transaction of any necessary business.

b. Special meetings of the membership may be called by the president at his or her discretion or by written request of at least 10% of the membership. Date, location, and matter to be discussed at the annual meeting shall be specified by the board.

c. At least one month's notice of the annual meeting shall be given.

d. The quorum for transaction of business is 10% of the membership. A majority vote of those in attendance who are voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

**Article 5. Board of Directors**

The responsibility for all business matters lies with the board of directors, which consists of the officers and any board members at large.

a. The board has SOLE AUTHORITY to approve schedules and dates for the year; to approve dues and fees at rates, which will cover costs of operation; to approve honoraria paid to teachers and musicians, rental of necessary facilities, and other incidental expenses to engage facilities for classes and special programs.

b. The board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.

b.1. The board shall appoint an audit committee of one or more members in good standing to meet at least annually to audit and verify the financial records of HFDI, or hire an independent auditor to do the same.

c. In the event of a vacancy among the board, the remaining board members may exercise the powers of the full board until the vacancy is filled at the next regular election or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.

d. The board may at any time remove from office any board member by two-thirds majority vote. That person shall be given 30 days notice and opportunity to be heard by the board at a board meeting.

e. The actual number of board members at large will be set by the board and may be changed by majority vote of the board.

**Article 6. Meetings of the Board**

a. The quorum for transaction of business is at least half of the officers and board members at large.

b. A simple majority vote of those in attendance who are voting is necessary to transact any business brought before the board.

c. The dance and music leaders or chair persons of special or standing committees, whether or not they are members, may attend meetings for the purpose of advising or receiving suggestions from the board concerning the programs of HFDI.

**Article 7. Officers**

The officers of the HFDI are president, vice president, secretary, and treasurer. Term of office is one year. Officers may not serve more than five consecutive terms. Individuals can serve up to 5 years in any one of these officer positions but may be reelected after the lapse of a year.

Duties of officers are:

a. President. The president is the executive officer responsible for the operation of the group. He or she presides at meetings, calls regular or special meetings of the board or membership as needed, may appoint the chairpersons of standing or special committees.

b. Vice President. The vice president acts as president in the absence or illness of the president and in the event of the president's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The president may delegate to the vice president such official or other duties as may be necessary for the conduct of business.

c. Secretary. The secretary keeps records and minutes of meetings; maintains an up-to-date list of members, attendees and subscribers; sends notices and flyers; receives and distributes information from other groups and organizations; and may delegate these duties as necessary.

d. Treasurer. The treasurer is responsible for the collection of dues and charges, for the disbursement of fees to musicians and teachers and for payment of authorized expenditures. The treasurer advises the board about the finances of the organization and assists in formulating the budgets for the regular and special activities. The treasurer also prepares a yearly financial statement.

**Article 8. Election of Officers and Board Members at Large**

Officers and board members at large are elected at the annual meeting of the membership and take office immediately. In April, the board appoints a nominating committee of three, at least one of whom must be a board member. Members will be notified that the nominating committee is seeking nominations for officers and board members at large. In May, one month before the annual meeting, members will be notified of the committee’s nominations. Nominations may also be made from the floor at the annual meeting.

Nominations may be made by any member in good standing with the nominee’s consent.

A simple majority of those in attendance who are voting is required for election to office.

**Article 9. Fiscal Year**

The fiscal year of HFDI is January 1 through December 31.

**Article 10. Amendments to the Bylaws**

Amendments to these bylaws may be made at the annual meeting or special meeting, provided a month’s written notice has been sent to members, stating the proposed changes. A two-thirds majority vote is necessary for passage of the amendment(s).

**Article 11. Special Notices re Tax Exemption**

a. No part of the HFDI's assets or net earnings may inure to the benefit of private individuals. This does not preclude the payment of any reasonable fees for goods or services provided to the organization.

b. In the event of dissolution of HFDI, the group's assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code, to be determined by the board.

c. HFDI shall not as a substantial part of its activities attempt to influence, carry on propaganda, or otherwise attempt to influence legislation except to the extent permitted by section 501(h) of the Internal Revenue Code.

d. It is intended that HFDI be entitled to exemption from federal income tax under section 501(c)3 of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.