

**THE SAGE SWINGERS INC. (DBA THE SAGE SQUARE AND ROUND DANCE CLUB )**

**CONSTITUTION AND BY-LAWS**

**PREAMBLE-**

It is the intent of this constitution and by-laws to provide an instrument whereby this club may be smoothly and efficiently operated, consistent with its purpose. The overall policies will be determined by a Board of Directors to whom the club officers and committee chairpersons will regularly report. Changes in the Constitution can be made only through vote of the general membership, while changes in the By-laws can be made by the Board of Directors duly assembled.

In any interpretation of these guidelines it is expected that good and reasonable judgment will be exercised by those involved in the decision making, ever bearing in mind that the authors of this instrument were neither lawyers, nor parliamentarians, nor soothsayers.

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S. D. Henderson, Chairman

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E. W. Kilcauley

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Henry Godbois

May, 1977  
Reprinted and current June 1990  
By-laws amended August 1997  
By-laws amended June 1998  
By-laws amended April 2007  
Constitution amended May 2007  
By-laws amended October 2007  
Constitution amended May 2018  
By-laws amended June 2018  
By-laws amended December 2020

**THE SAGE SWINGERS INC. (DBA THE SAGE SQUARE AND ROUND DANCE CLUB )**

**CONSTITUTION**

**ARTICLE I. NAME**

The name of this organization shall be THE SAGE Square and Round Dance Club (Sage Swingers Inc.)

**ARTICLE II. PURPOSE**

Section 1. The purpose of the Sage Swingers, Inc. (THE SAGE Square and Round Dance Club) shall be to encourage and promote Square and Round Dancing in general, together with complementing activities in a spirit of friendliness and good fellowship under Title 13-B MRSA ~403 as a nonprofit corporation. The corporation is organized exclusively for charitable, educational and physical activity purposes under ~501© (3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2. The corporation shall have all the powers and privileges granted to similar corporations under the general laws of the State of Maine.

a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 in section 501©(3).

b) 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.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The SAGE Square and Round Dance Club Consitution and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

# **THE SAGE SWINGERS INC. (DBA THE SAGE SQUARE AND ROUND DANCE CLUB )**

## **ARTICLE III. MEMBERSHIP**

### Section 1. General

Membership shall be open to all persons interested in the dance activity, but, all prospective members must be approved by the Board of Directors. Prospective members must have completed a series of square dance lessons consisting of what are generally considered the Mainstream program or a year of round dance instruction.

Membership indicates a willingness to support the purpose and program of the club, to pay annual dues, and to comply with the BY-LAWS, SECTION IX, DUTIES OF MEMBERS.

### Section 2. ADULT MEMBERSHIP

Adult membership will be issued annually to those members 17 years and older who fulfill the requirements of ARTICLE III, Section 1.

### Section 3. JUNIOR MEMBERSHIP

Junior membership will be issued annually to those members' ages 12 through 16 who fulfill the requirements of ARTICLE III, Section 1. Junior members enjoy all membership privileges, except the right to hold the position of club officer as defined under ARTICLE V, Section 1.

### Section 4. HONORARY MEMBERSHIP

Honorary Membership may be conferred by the Board of Directors upon any person or persons whose interests, association, or contributions towards the purpose of this club shall have merited such distinction. Honorary Members will not be required to pay dues,

## **ARTICLE IV. BOARD OF DIRECTORS**

### Section 1. RESPONSIBILITIES

The activities of this club shall be administered by a Board of Directors whose responsibilities are: to plan and conduct the club programs; to promote the purpose of the club; to handle the affairs of the club; and to perform such other duties as may be assigned to it under this constitution and by-laws, or that are expected of it by common usage.

### Section 2. DIRECTORS

The Board of Directors shall consist of the five (5) club officers, plus six (6) Directors duly elected at the annual meeting.

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## **Section 3. ELECTION OF DIRECTORS**

The six (6) Directors shall be elected by a majority or plurality vote at the Annual Meeting and shall serve for a term of two (2) years. Three (3) Directors will be elected each year to serve for two (2) years. This will provide continuity by over-lapping terms of office. If a Director is nominated and elected to an officer position after serving one year as a Director, a Director shall be elected to fill this vacancy for one year. Only members in Good Standing shall serve on the Board of Directors.

## **Section 4. VACANCIES**

Any vacancy which may occur during the year among the six Directors may be filled by a member duly elected by majority vote of the remaining Board of Directors.

## **ARTICLE V. OFFICERS**

### **Section 1. OFFICERS**

The officers of this club shall consist of a President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary.

### **Section 2. ELECTION OF OFFICERS**

The officers shall be elected by majority or plurality vote at the annual meeting, and shall serve for a term of one year. Only adult members in Good Standing shall be eligible to serve as club officers.

### **Section 3. VACANCIES**

A. In the event of an officer vacancy other than that of the presidency, the remaining of the Board shall fill the vacancy either by election or by interim appointment, at it's discretion. Such election, or appointment, shall be limited to the remainder of the current term of office.

B. In the event of a vacancy in the Presidency, the remaining Board of Directors shall have the option:

- a) of having the Vice-President assume the duties;
- b) of electing a president from within the Board of Directors to fill the vacancy;
- c) of calling a special meeting of the members for the purpose of electing a president therefore.

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**ARTICLE VI. REGISTERED AGENT**

The position of Registered Agent will be appointed by the President with the concurrence of the Board of Directors.

**ARTICLE VII. MEETINGS**

**Section 1. BOARD OF DIRECTORS**

A. Regular meetings shall be held monthly at a time and place designated by the Board of Directors, unless determined as being unnecessary by the Board. All club members may attend these meetings but they may not vote.

B. Special meetings may be called by the President, or by any three (3) members of the Board acting in unison, provided that at least five (5) days notice is given in advance to all directors.

**Section 2. ANNUAL MEETING**

The annual meeting shall be held in the month of May at a time and place designated by the Board of Directors. All available members shall be notified in writing of the time and place at least thirty (30) days prior to such meeting.

**Section 3. SPECIAL MEETINGS**

Special meetings of the club may be called by the President, as follows:

- A. By direction of a majority vote of the Board of Directors.
- B. By presentation to the President of a written petition to hold a meeting, signed by any ten (10) club members. Ten (10) days notice must be given to all available members in advance of such meetings.

**ARTICLE VIII. AMENDMENTS**

This constitution may be amended at a membership meeting provided the following conditions are met:

- a) The available membership shall be notified at least thirty (30) days prior to said meeting;
- b) The available membership has been sent a complete text of the proposed amendment;
- c) The proposed amendment is passed by a two-thirds (2/3) vote of the members present.

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**ARTICLE IX. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with this constitution.

**ARTICLE X. JURISDICTION**

This constitution supersedes all previous constitutions and by-laws, and becomes effective on the date of its acceptance by the members.

**BY-LAWS**

**I. QUORUM**

- A. Director's meeting - - A quorum for a Board of Director's meeting shall consist of six (6) members.
- B. Annual and Special Meetings - - A quorum for all annual and special meetings shall consist of twenty-five percent (25%) of the members, provided proper notification has been issued, per ARTICLE VII of the constitution.

**II. ORDER OF BUSINESS**

After the presiding officer has called the meeting to order, and established the existence of a quorum, the order of business shall be as follows:

- Minutes of previous meeting
- Treasurer's report
- Report of Corresponding Secretary
- Reports of standing committees
- Report of special committees
- Unfinished business
- New business
- Establish time and place of next meeting
- Adjournment

**III. DUTIES OF OFFICERS AND DIRECTORS**

The President shall preside at all club and Board of Directors' meetings, and serve as ex-officio member of all committees except that of the nominating committee. The President shall appoint and/or remove members of all standing committees, represent the club at meetings with other clubs or organizations, supervise the booking of callers and cuers, call special meetings if necessary, secure workshop and dance hall, oversee club workshops and dances, encourage travel to other clubs-and perform such other duties as are incumbent on the office. See paragraph XI for additional duties.

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The Vice-president shall work closely with the President, become familiar with the various phases of the club's operation, and otherwise assume the duties of the president during a period of temporary absence of the President. The Vice-president shall be custodian of all club property, shall keep and maintain an inventory of such club property and supervise the decorum of club activities. The Vice-president shall oversee and teach the class members about the club, encourage their attendance and participation in club workshops and activities and plan the class graduation. With the assistance of the Recruiting committee, plan and direct the recruiting activities of the club.

The Treasurer will be custodian of all club funds, financial records, insurance policies, etc., keep a true and perfect account of same, collect all dues and admissions, remind members of delinquent dues, pay all bills, act as financial advisor to the Board of Directors, maintain an active membership list, order all badges, and perform such other duties as are generally incumbent on the office. The Treasurer shall present a financial report at meetings of the Board of Directors, and report at the annual meeting summarizing the year's activity. See paragraph XI for additional duties.

The Corresponding Secretary shall handle all correspondence of the club as directed by the President, acknowledge inquiries, confirm the agreements with club callers and cuers, and perform such other duties as are incumbent on the office. This secretary shall present a report of these activities (such as 'Sunshine' thoughts) at Board meetings. See paragraph XI for additional duties.

The Recording Secretary shall observe the proceedings of all meetings, keep accurate minutes of same, maintain a list of the standing committees, keep a true record of the constitution and by-laws, and perform such other duties as are consistent with the office. This secretary shall prepare copies of the minutes for the President and for the Vice-president. Upon completion of term of office, all records and reports shall be turned over to the incoming Recording Secretary.

The Directors will assist the officers and club in the following areas. The President, in consultation with the Vice-president, shall assign at least one of the following tasks to each of the six Directors or delegate responsibility to a club member:

- A. Hospitality - oversee the hospitality services at club dances and workshops; be responsible for associated supplies and hosts/hostesses
- B. Dance Network - be responsible for organizing banner raids as planned by club to other clubs' dances
- C. Convention - serve as club contact for the annual convention planning and attendance efforts
- D. Publicity - provide the publicity program of the club for demos, workshops and dances
- E. Newsletter - assists the president in preparing and sending of club newsletters; and help with publicity as needed.
- F. Square Dance Demos coordinator - shall seek opportunities for demos by club to club activities out in public's eye/provide entertainment at events
- G. Special Events coordinator - to be responsible for overseeing and coordinating special club events, such as anniversary dances, special dances such as Summer Swing and New Year's Eve, etc.
- H. Round Dance Coordinator – shall act as liaison for the club during round dance workshops and any other round dance concerns.
- I. EDSARDA (Eastern District Square & Round Association Dance Inc.) and NSSARDA (North Shore Square and Round Dance Association Inc.) – perform duties as delegates for the club for either regional association.

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J. Maine Federation – perform duties as a delegate for the club in matters of this state association.

A. Registered Agent will be responsible for filing necessary reports for a non-profit corporation with the Secretary of State. Reports will include a Biennial Report and any other required information that may be requested. The Registered Agent will maintain a file of all corporate papers and notify the Secretary of State of any change of Club or Agent address.

### **IV. DUES**

A. Dues for adult members and junior members shall be set by the Board of Directors. All dues become payable during the month of May of each year.

B. New members joining after March 1st will have their membership terms extended to expire on May 31st of the following year. All new members shall receive a copy of the constitution and by-laws and any other currently used guidance documents.

C. If a member in good standing passes away; the dues for the surviving spouse/partner will be waived for the following two years.

### **V. ACTIVITY FEES**

Admission charges for activities shall be determined by the Board of Directors. Whenever possible, consistent with good management and the financial condition of the club, members will be given a reduction in the cost of the activity relative to the cost to non-members.

### **VI. COMMITTEES**

#### Nominating Committee

The President, with the approval of the Board of Directors, shall appoint a nominating committee chairperson. The chairperson shall then have the prerogative of selecting the other committee members, or of requesting the president to do so. The nominating committee shall consist of not fewer than three (3) members.



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### Caller Committee

The President, with the approval of the Board of Directors, shall appoint a Caller Committee chairperson and at least one other current club member to assist the chairman in the duties associated with selecting and securing callers and cuers for club events. Contracts for callers and cuers may be signed after Board approval. The chairman of the committee will have voting privileges at the Board of Directors meetings. The Caller Committee shall execute an agreement for teaching services with a caller and cuer for the coming teaching year upon approval by the Board.

### Other Committees

The President may, with the approval of the Board of Directors, establish other committee(s) as may be appropriate and warranted.

### VII. AUDIT OF TREASURER'S BOOKS

The Treasurer's books shall be audited annually, and shall be done by a member appointed by the President. The auditor shall submit a written report to the president prior to the annual meeting.

### VIII. TURNING OVER OFFICE

No later than thirty (30) days following the annual meeting, the retiring President, or in the President's absence, any retiring officer, shall call a joint meeting of the retiring and the new Board of Directors, together with such committee chairpersons as are deemed advisable by the presiding officer. All club records, property, etc., shall be transferred at this time to the incoming officers.

### IX. DUTIES OF MEMBERS

The success of any club depends on the cooperation and participation of its membership, with harmony being its strength and support. To obtain this end, as well as to fulfill the PURPOSE of this club, it seems reasonable to expect the following minimal requirements:

- a) Members shall actively support club dances and club programs.
- b) Members will be courteous and friendly to guests, doing whatever is necessary to see that guests have the opportunity of dancing.
- c) Members shall be expected to serve on committees, assist with the refreshments, and to serve in any club capacity or function when asked.
- d) Members are expected to accept an office when duly elected except in those cases where hardship can be demonstrated.
- e) Members are encouraged to wear their club badges at all dances, and to dress appropriately. The use of soft-soled shoes is mandatory.
- f) Members shall not use intoxicants prior to or during club dances, and shall discourage guests from doing so.
- g) Members shall intermingle with other members and the guests so as to promote the good-will of the club.

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- h) Members are encouraged to visit other clubs whenever possible, thus acting as ambassadors of goodwill for the SAGE Square and Round Dance Club (SAGE Swingers Inc).
- i) Members should practice good personal hygiene so as not to offend others.
- j) Members are encouraged to assist with new students following the generally accepted guidelines for Angels.

### **X. FORFEITURE OF MEMBERSHIP**

A. BOARD OF DIRECTORS - - Any member of the Board of Directors who is absent from three (3) consecutive meetings, or who is absent a total of five (5) meetings during the year, becomes subject to removal from office. The remaining Board members shall examine the circumstances surrounding such absenteeism, and then take such actions as are deemed necessary in the best interest of the club. A replacement director may be elected by a majority vote.

### **B. MEMBERS**

- a) After July 1st of any current year any member whose dues are unpaid shall be considered inactive and shall lose all membership privileges.
- b) Loss of membership may be exacted upon determination by the Board of Directors that, such action is warranted in the best interests of the club as a whole.

### **XI. BENEVOLENCE**

In keeping with the spirit of the organization, the following guidelines are to be used in determining the level of recognition provided by the club to its members:

- A. A club member (or member of his/her immediate family, i.e. parent, spouse, child) who is hospitalized (or recovering from a serious accident/illness) for three (3) or more days - - a flower arrangement may be sent. For hospital stays less than three (3) days, or illnesses at home, a card or similar message of support may be sent.
- B. Upon a current club member's death (or member of his/her immediate family, i.e. parent, spouse, child), a flower arrangement or financial contribution to a named organization may be provided.
- C. In other circumstances, the Board of Directors shall take appropriate measures to furnish recognition when deemed needed.

Based on the above guidelines, the President in communication with the Corresponding Secretary will determine the appropriate course of action. The Corresponding Secretary/President shall send the card/order the flowers unless otherwise determined by them. The Treasurer may assist in the decision as he/she maintains membership records.

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### **XII. AMENDMENTS**

These by-laws may be amended when so approved by not fewer than six (6) members of the Board of Directors. The proposed by-laws change cannot be acted upon until not fewer than ten (10) days have passed following its presentation to the Board.

### **XIII. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern these by-laws in all cases to which they are applicable and in which they are not inconsistent with the intent of the by-laws.

### **XIV. DISSOLUTION**

At a meeting especially called to consider the matter, this club can be dissolved by a two-thirds (2/3) vote of the members present at a meeting called for that purpose with not less than fourteen (14) days notice. A proposed motion to dissolve the corporation must be submitted to the Secretary in advance to be sent out with regular Board announcements.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no case shall a club member, active or otherwise, be a recipient of any portion of said distribution.

### **XV. FISCAL YEAR**

The Fiscal Year shall be May 1 thru April 30.