

**Philadelphia Area Traditional Music and Dance (PATMAD)
By-Laws**

By-Laws of the Philadelphia Area Traditional Music and Dance (aka PATMAD)

Article 1. Name. The name of this organization is Philadelphia Area Traditional Music and Dance (aka PATMAD).

Article 2. Purpose. PATMAD is a not for profit corporation, that promotes knowledge of and participation in traditional music and dance in the Philadelphia area by sponsoring workshops, dances, and other events that offer musicians, dancers, and teachers the opportunity to teach, learn, perform, and participate. PATMAD is a member of the Country Dance and Song Society (CDSS).

Article 3. Membership. Membership in PATMAD is open to any person who participates in the activities of the corporation and signs up to be a member.

- A. The Board shall provide reasonable opportunities for participants to sign up or renew their annual membership throughout the year for no fee.
- B. Members are entitled to attend community and special meetings and hold office. Anyone having been a member for at least 4 weeks prior to any meeting or election will be eligible to vote on all questions coming before membership. Members who are renewing their membership will be eligible to vote immediately as long as their membership has lapsed for no more than one month.
- C. Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- D. The Board may, at its discretion, terminate the membership of any person at any time by notifying the individual in writing.

Article 4. Meetings of the Membership/Community.

- A. PATMAD shall hold at least two (2) community meetings a year that are open to all members and participants. Non-member participants of PATMAD activities are welcome to attend and to participate in discussions at these meetings but may not vote on matters brought before the membership.
- B. Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 5% of the eligible membership. Notices of special meetings shall state the matters to be considered.
- C. At least 4 weeks notice of a community meeting or any special meeting shall be given.
- D. The quorum for transaction of business is 5% of the eligible PATMAD membership.
- E. A majority vote of those voting is necessary to transact any business brought before the membership, except as otherwise noted in these bylaws.

Article 5. Board of Directors. All activities related to the management and administration of PATMAD will be the responsibility of the Board of Directors.

- A. The Board has sole authority to establish all rules relating to the management of any dance it solely sponsors; to set schedules and dates for the year; to set fees and rates to cover costs of operation; to set honoraria paid to dance leaders and musicians, or others; to rent necessary facilities; to approve engagements and/or other special activities undertaken in the name of PATMAD.
- B. The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.
- C. The power to enter into binding contracts or otherwise incur obligations is reserved to the Board. The Board may vote to delegate its authority to enter into contracts.

- D. In the event of a vacancy among the Board, the remaining Board members may either exercise the powers of the full Board until the vacancy is filled at the next regular election or, by a majority vote, appoint a member to temporarily fill the vacancy until the next election.
- E. A member of the Board may be removed from office, after reasonable notice and opportunity to be heard, by a majority vote of the eligible PATMAD membership or by two-thirds majority vote of the entire Board.
- F. The Board shall consist of 5-10 PATMAD members. The actual number will be set by the Board and may be changed by majority vote of the Board.

Article 6. Meetings of the Board.

- A. The Board will meet not less than twice annually.
- B. A quorum for transaction of business is 50% of the Board members.
- C. A majority vote of those Board members present is necessary to transact any business brought before the Board, except as otherwise noted by these bylaws.
- D. The dance and music leaders or chairpersons of standing or special committees, whether or not they are members, may attend meetings for the purposes of advising or receiving suggestions from the Board concerning the programs of the PATMAD.

Article 7. Officers. The Officers of PATMAD are President, Vice President, Secretary and Treasurer. The Term of office is one year. Each year at the first Board meeting following the election of Board members by the general membership, the Board of Directors shall elect from among themselves the President and Vice President.

At that time, the Board of Directors will elect the Secretary and/or Treasurer from among themselves or appoint one or both of them from outside the Board of Directors. Additionally, the Board of Directors may appoint other responsible persons to make deposits, or issue checks in payment of obligations.

Duties of the Officers:

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, appoints the Chairpersons of standing or special committees.

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.

Secretary. The Secretary keeps records and minutes of Board, Community and Special meetings; maintains an up-to-date list of PATMAD members; sends notices and flyers; receives and distributes information from other groups and organizations.

Treasurer. The Treasurer is responsible for the collection of fees and charges, for the disbursement of fees and honorariums to musicians, teachers and others 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 presents an annual and semi-annual balance sheet and statement of operations to the Board. The Treasurer will continue to serve in an advisory capacity until the required annual reports to applicable Federal and state agencies have been submitted for the year in which he or she has served. The Treasurer will have the authority to sign such reports, following approval of the reports by the Board.

Article 8. Election of Board of Directors. The members of PATMAD shall elect the Board of Directors. The term of office is 2 years, with the terms of approximately half the Board members expiring each year.

- A. Candidates for the Board must be members of PATMAD in good standing for at least 6 months prior to nomination.
- B. Every September the President will appoint a Nominating Committee consisting of at least three PATMAD members, at least one of whom must be a Board member and at least one of whom is not a Board member.
- C. The Nominating Committee will seek appropriate candidates, collect any other nominations, and obtain agreement of the nominees to serve. Other candidates may be nominated by a PATMAD member and have their name submitted to the Nominating Committee at least 10 days prior to the election.
- D. The Nominating Committee will collect nominations for two weeks in September.
- E. The Nominating Committee will communicate the proposed slate to the membership at least 1 week prior to the start of the elections.
- F. If there are more candidates than positions then the election will be held the second and third weeks of October by paper ballots. Tellers will be appointed to tally the results. If elections are uncontested then the slate will must be approved by a simple majority vote of hands the second week of October.

Article 9. Fiscal Year. The fiscal year of PATMAD is July 1 through June 30.

Article 10. Amendments to the Bylaws. Amendments to these Bylaws may only be adopted at a Special meeting or at a community meeting. Any eligible voting member may propose an amendment to these Bylaws. If the member is not a board member, the member must supply to the Board a statement of the proposed changes and the names and signatures of members supporting the new proposal. This list must comprise at least 5% of the eligible membership. After review by the Board, written notice must be provided to members; this notice must state the proposed changes. The amendment notice must be displayed at least 4 weeks prior to the meeting at which it will be voted upon. A two-thirds majority vote of those voting is required for adoption.

Article 11. Special Notices re: Tax Exemption.

- A. No part of PATMAD'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 the PATMAD, the groups' assets will be distributed to another nonprofit organization that is exempt under section 501(c)3 status of the Internal Revenue Code.
- C. PATMAD 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 PATMAD 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.
- E. PATMAD subscribes to the general purposes of The Country Dance and Song Society, Inc.