



BYLAWS

**Revision 24
APPROVED
JUNE 26, 2017**

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Revised July 29, 2017

**BYLAWS OF CALLERLAB
A CALIFORNIA NONPROFIT MUTUAL BENEFIT
CORPORATION**

I. OFFICES.

Section 1. Principal Office. The principal office for the transaction of business of the corporation is 200 SW 30th Street, Suite 104, Topeka, KS 66611. The location of this office may be changed by the Board of Governors as it sees fit.

Section 2. Other Offices. Branch or subordinate offices may be established at such times and places as the Board of Governors shall decide.

II. MEMBERSHIP

The Board of Governors shall establish rules governing all incidents of membership not covered by these Bylaws.

Section 1. Classes of Membership.

(A) Active Member

(1) Definition. A person who is eligible for membership, has attended an Annual Meeting, or special meeting of the members, or a Mini-Lab, or has met an Alternative Involvement Requirement (as determined by the Board), subscribes to the CALLERLAB Code of Ethics, and after achieving membership remains in good standing. Any person who has been calling for three (3) years and is an active square dance caller is eligible for membership. 'Active' is defined as calling at least 12 dance sessions per year during the previous three (3) years.

(2) Privileges. An Active Member in good standing shall be entitled to one vote and may serve on committees. Any Active Member who has been an Active Member in good standing for the four (4) most recent years shall be eligible for election to the Board of Governors. All copyright licenses and group insurance provided through the corporation, and appropriate to the Member's residence and area of calling practice, shall be available to every Active Member.

An Active Member shall, at his or her request, receive promptly the meeting minutes of the Board of Governors, the Executive Committee, any committees of the Board of Governors, and the financial statements made available to any member of the Board of Governors.

Each Active Member shall receive a newsletter at least twice annually.

(B) Associate Member

- (1) Definition. A person who is otherwise eligible for Active membership, but who:
 - (a) Is not active as defined in (A)(1) above, OR;
 - (b) Has NOT attended an Annual Meeting, or a special meeting of the Members, or a Mini-Lab, or has not met an Alternative Involvement Requirement (as determined by the Board), OR;
 - (c) Has ceased to meet the requirements for Active membership in good standing.
- (2) Privileges. Associate Members shall have all privileges of Active Members, except voting, serving on the Board of Governors, or receiving minutes and financial statements. Associate Members may serve on committees and vote on committee business.

(C) Apprentice Member

- (1) Definition. A person who has been calling less than three (3) calendar years and who subscribes to the CALLERLAB Code of Ethics.
- (2) Privileges. Apprentice Members shall have all privileges of Active Members, except serving on the Board of Governors, receiving minutes and financial statements, voting, and serving on committees.

(D) Life Member

- (1) Definition. A person who has served CALLERLAB in an outstanding and meritorious fashion as determined by the Board of Governors and who subscribes to the CALLERLAB Code of Ethics.
- (2) Privileges. A Life Member is entitled to all privileges of an Active Member except election to the Board of Governors. However, a Life Member who, except for paying dues, fulfills the requirements for Active Membership in good standing shall be eligible for election to the Board of Governors.

Each Life Member shall be presented with a gold membership card, signifying his outstanding and meritorious service to the organization.

(E) Retired Member

- (1) Definition: A person who has been an Active Member for eight (8) years, has attended a minimum of three (3) Annual or special meetings for the Members, and has ceased actively calling square dances.
- (2) Privileges. Retired Members shall have all privileges of Active Members except voting, serving on the Board of Governors, or receiving minutes and financial statements. Retired Members may serve on committees for which they meet pre-requisites and vote on committee business.

A Retired Member may rejoin the organization as an Active Member at any time.

(F) Licensee

- (1) Definition. A person who calls square dances who wishes to obtain any necessary licensing or insurance through the auspices of CALLERLAB.
- (2) Privileges. A Licensee may obtain any license or insurance that the Board of Governors determines should be available. A Licensee receives no other benefits afforded other classes of membership.

(G) Youth Member

- (1) A person who is otherwise eligible for Active, Associate, or Apprentice membership but who is less than 21 years old and applies for this Membership Category shall be considered a Youth Member as defined below;
- (2) Several categories of Youth Members are identified as follows:
 - (a) Youth Active Member
 - 1) Definition: The same as Active Members
 - 2) Privileges: The same as Active Members
 - (b) Youth Associate Member
 - 1) Definition: The same as Associate Members
 - 2) Privileges: The same as Associate Members
 - (c) Youth Apprentice Member
 - 1) Definition: The same as Apprentice Member
 - 2) Privileges: The same as Apprentice Members

Active Members in good standing, Youth Active Members in good standing, and Life Members are referred to collectively in these Bylaws as "Voting Members".

Section 2. Good Standing. An Active Member or Active Youth Member of the corporation whose dues for the current year have been paid shall be in good standing, provided that the Member has either been an Active Member or an Active Youth Member in good standing for eight (8) years OR is an Active caller as defined in Section 1 (A) (1) above.

The above are the only requirements for maintaining good standing.

Section 3. Dues and Assessments.

- (A) Every person becoming a Member of this corporation shall pay dues as determined annually by the Board of Governors. Dues shall be uniform for all Members of a given class. Dues shall be paid at or before the annual meeting or, if a Member is unable to attend the Annual meeting, paid by mail to the principal or otherwise-designated office of the corporation no later than the first day of April of that year. Additionally, for a particular stated purpose, the Board of Governors may assess each Member annually an amount not exceeding twenty percent (20%) of the annual dues for the same year, provided that all Members of a class are assessed uniformly. Unpaid dues, assessments, or any other indebtedness due the corporation from a Member are delinquent on the first day after the date upon which said dues, assessments, or indebtedness are due.

- (B) Life Members are not required to pay dues as in (A) above.
- (C) The Board of Governors may require additional fees to pay for copyright licenses, benefits, or other services or administrative costs based on a Member's residence and calling activity. Such fees shall not be included in the dues as described in (A) above.
- (D) Licensees are not required to pay dues as in (A) above, but shall pay an administrative fee set by the Board of Governors along with the required fees for such copyright licenses or insurance as they receive.

Section 4. Resignation, Termination and Reinstatement.

- (A) Resignation. Any Member in good standing whose account is fully paid may resign, and his resignation shall be accepted at the next meeting of the Board of Governors. It shall be effective as of the date of resignation.
- (B) Termination or Expulsion of Members.
 - (1) Any Member whose account is delinquent shall be mailed a written notice of delinquency at the address as shown on the records of the corporation. If the delinquency is not cured within 60 days following the sending of the notice, the membership shall be terminated.
 - (2) Any Member of the corporation may be expelled by an affirmative vote of 2/3 majority of the currently serving Board of Governors (Board), at a meeting of the Board, for conduct the Board shall deem harmful to the best interest of the corporation. The Membership of any such Member and all rights pertaining to Membership shall terminate immediately upon expulsion.
 - (3) Any Member who has been expelled in accordance with Subparagraph (B) (2) above and who has been reinstated in accordance with Article II Membership, Section 4 (C) (2) may be expelled by an affirmative vote of a simple majority (51%) of the currently serving Board (at a meeting of the Board) for conduct the Board shall deem harmful to the best interest of the corporation. The Membership of any such Member and all rights pertaining to Membership shall terminate immediately upon expulsion.
 - (4) No Member shall be so expelled until he/she is given thirty (30) days prior notice of the proposed action for expulsion and the reasons therefore. This notice shall be sent by first-class, certified, or registered mail to the last address of such Member shown on the corporation's records. The thirty (30) days notice shall begin on the date the notice is mailed.
 - (5) Such Member shall have the right to submit, in writing, (not less than five (5) days prior to the scheduled action (vote) by the Board) reason (s) why he/she should not be expelled. Such submission shall serve as the Member's right to be heard by the body authorized to decide the proposed expulsion, termination or suspension.

(6) The decision of the Board shall be final.

(7) Notwithstanding any termination of membership, all sums (other than unpaid membership renewals) due to the corporation from any Member shall still be due and remain a debt in favor of the corporation and shall be enforceable against the Member or his/her estate.

(C) Reinstatement.

(1) Any Member whose Membership has been terminated for non-payment of dues shall be reinstated upon paying the then current full year's dues and any applicable late fee.

(2) Any Member whose Membership has been terminated by the Board, as described in Article II Membership, Section 4. (B) (2), shall not be eligible for Membership nor any other benefits offered by the corporation, until the expelled or removed Member has submitted the appropriate application and such application has been approved by an affirmative vote of 2/3 majority of the currently serving Board of Governors at a meeting of the Board.

(3) Any Member whose Membership has been terminated by the Board, as described in Article II Membership, Section 4. (B) (3) shall not be permitted to re-apply for Membership and shall not be eligible for reinstatement.

Section 5. Rights in Dissolution. In the event of the dissolution of the corporation, no Member shall have any rights to any assets of the corporation. Any assets of the corporation remaining after payment of all indebtedness and costs of dissolution shall be distributed in accordance with the articles of incorporation to a non-profit organization which has established its tax exempt status under Section 501(c)(3) or (6) of the Internal Revenue Code, as amended.

III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Members of this corporation shall be held each year at a time and place determined by the Board of Governors. At such meetings, the results of election of Governors shall be announced, reports of the affairs of the corporation shall be considered, and any other business may be transacted that is within the powers of the Members.

Section 2. Special Meetings. Special meetings of the Members, for any purpose, may be called at any time by a majority of the Board of Governors, or by five percent (5%) of the Voting Members.

Section 3. Notice. Not less than ten (10) nor more than ninety (90) days before any meeting of Members, written notice of such meeting shall be given to each Voting Member either personally or by mail or other written means of communication, addressed to such member at the address appearing on the books of the corporation.

Notices of any meeting shall specify the place, day, and hour of such meeting, the general nature of the business to be transacted, and the matters that the Board intends to present for action by the Members.

Section 4. Quorum. The quorum for any meeting of the Members shall be a majority of the Voting Members present at such meeting. However, if less than one-third of the corporation's Voting Members actually attend the meeting, then the only matters that may be voted upon are those which were described generally in the notice of the meeting. The Voting Members present at a duly held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Reports of Meetings. Within thirty (30) days of any meeting of the Members, the minutes of such meeting shall be mailed to every Member. With the minutes sent to each Voting Member shall be a ballot asking, for each item of business and whether the action of the Members at the meeting should be rescinded. Only Voting Members shall receive such ballots. Every decision of the Members at the meeting shall stand as final unless:

(A) The number of valid ballots returned is equal to at least one-third (1/3) of the number of Voting Members, AND

(B) A two-thirds (2/3) majority of the ballots returned, favor rescinding that decision.

Section 6. Action by Mail. Except as provided by law or required by these Bylaws, any action that may be taken at a meeting of the Members may be taken by written ballot, provided that a ballot is sent to every Voting Member and at least 15 days is allowed for responses. The quorum for a mail ballot shall be one-third (1/3) of the number of ballots issued. No written ballot shall be accompanied by any argument or recommendation of a specific result, unless it carries an argument for each side written by an advocate of that side.

Section 7. Action Without Meeting. Any action that, under any provision of the California Nonprofit Mutual Benefit Corporation Law may be taken at a meeting of the Members or may be taken without a meeting if every Voting Member consents in writing to such action. Such consents shall be filed with the records of the corporation.

Section 8. Voting By Proxy. Voting by a proxy at an annual or special meeting of the Members is prohibited.

IV. BOARD OF GOVERNORS

Section 1. Number of Governors. The Board of Governors shall consist of twenty-five (25) Members.

Section 2. Term of Office. Each Governor shall take office at the next Annual Meeting of the Members following his election, or at the special meeting held in lieu thereof, or at the meeting at which he is elected. Each Governor shall serve for three (3) years, **or** until his successor is elected and qualified. However, a Governor elected to fill a vacancy shall serve out the term of the Governor whose vacancy he/she fills.

Section 3. Eligibility. The only qualifications for serving on the Board of Governors shall be those set forth in these Bylaws.

Section 4. Election. The Governors shall be elected by written ballot or, if such a vote is not conducted or is for any reason found invalid, then by the Members at the Annual Meeting of the Members or any special meeting held in lieu thereof. The election procedure shall be as follows:

- (A) The corporation shall, by June 15 of each year, send written notice to each Voting Member that nominations are in order for the class of the Board of Governors whose term is to expire at the next Annual Meeting, and for such other governorships that are vacant or required to be filled by election. Any Active Member in good standing may nominate any eligible Voting Member, including himself.
- (B) Each submitted nomination shall have thereon or attached thereto, in addition to the signature of the nominator, the signatures of at least twenty-five (25) Voting Members who concur in the nomination. To be valid, a nomination must be in the hands of the Executive Director no later than July 1.
- (C) After the qualifications of the nominators, nominees, and supporting signatories have been verified as being in accordance with this Article, the names of the nominees who have been properly nominated shall be placed on ballots and a ballot shall be sent to each Voting Member no later than August 15.
- (D) Each Voting Member may cast one vote for each Governorship to be filled. However, no Member may cumulate his votes, nor vote for more than the number of Governorships to be filled. All ballots shall be returned to the Executive Director of the corporation no later than 45 days after the mailing of ballots.
- (E) If the number of ballots returned is fewer than one-fifth (1/5) of the number of Voting Members, then the election shall be void and Governors shall be elected at the next Annual Meeting of the Members or any special meeting held in lieu thereof.
- (F) The nominees equal to the number of Governorships to be filled who receive the highest number of votes shall be elected. If Governors are being elected to fill vacant Governorships, then the Governor with the highest number of votes shall receive the longest term down to the Governor with the lowest vote, who shall receive the shortest term.
- (G) A tie vote for the Governorship to be filled by the lowest successful vote total shall result in a run-off election between the persons who tied, and the person receiving the highest number of votes shall be elected. Such election shall be held at the next Annual Meeting of the Members, or at a special meeting called for the purpose.

Section 5. Removal. A Governor may be removed from office by:

- (A) A majority vote of the voting Members of the corporation, either by mail, or at a meeting of the Members, or
- (B) A 2/3 majority vote of the currently serving Board of Governors, either by mail (not electronic), or at a meeting of the Governors, if the Governor:
 - (1) Fails to maintain CALLERLAB Membership or
 - (2) Has been declared of unsound mind by a final order of court or
 - (3) Has been convicted of a felony or
 - (4) Fails to attend a regular meeting of the Board as specified in Article V, Section 2, (C).

Section 6. Vacancy. Vacancy on the Board of Governors shall be filled as follows:

- (A) Elected Member Unable to Assume Office (Resignation or Other Reason) Before Taking Office. If a Governor resigns or is unable to assume office for any other reason during the period between the election and taking office, this place shall be filled by the unsuccessful candidate from the same election with the next highest vote total. Multiple such situations shall be filled in order from the remaining unsuccessful candidates. If there are no unsuccessful candidates, the office shall be filled by election at the next Annual Meeting or special meeting held in lieu thereof.
- (B) Vacancy on the Board After Elected Members Assume Office. If a Governorship becomes vacant after the elected Member assumes office, this place shall be filled by the unsuccessful candidate from the most recent election with the next highest vote total. Multiple such situations shall be filled in order from the remaining unsuccessful candidates. If there are no unsuccessful candidates, the office shall be filled by election of the next Annual or special meeting held in lieu there-of.

Section 7. Powers. Subject to the limitations of California law, the Articles of Incorporation, these Bylaws, and decisions made at meetings of the Members, all corporate powers shall be exercised by or under the authority of, and all business and affairs of the corporation shall be controlled by, the Board of Governors. Without limiting its general powers, the Board of Governors shall have the following powers:

- (A) To elect and remove members of the Executive Committee, agents, and employees of the corporation, prescribe their powers and duties, fix their compensation, and require from them security for faithful service.
- (B) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, these Bylaws, or decisions made at meetings of the Members.
- (C) To borrow money and incur indebtedness for the purposes of the corporation, and for those purposes to cause to be executed and delivered, in the corporate name, evidence of debt and securities for them.

- (D) To elect other committees and the chairmen thereof, and to delegate to the Executive Committee any and all the powers and authority of the Board of Governors, except:
 - (1) The power to amend these Bylaws
 - (2) The power to elect replacement Governors
 - (3) The power to take any action that requires approval of the Members.
- (E) To create such offices of the Executive Committee or of any other committee, as the Board of Governors may deem prudent or necessary.
- (F) To select and remove Members from any office created pursuant to Section 5(E) above, to prescribe their powers and duties, fix their compensation, and require from them security for faithful service

Section 8. Chairman. The Chairman of the Board of Governors shall serve on and chair the Executive Committee, shall serve as the Chief Executive Officer of the corporation, and preside at all meetings of the Executive Committee, the Board of Governors, and meetings of Members.

Section 9. Vice-Chairman. The Vice-Chairman shall serve on the Executive Committee, and shall be delegated such authority and perform such duties as the Chairman or the Board of Governors may designate. In the event of vacancy in the office of Chairman, or in case of the Chairman's absence or disability, the Vice-Chairman shall perform the duties of the Chairman.

V. MEETINGS OF THE BOARD.

Section 1. Quorum. A majority of the members of the Board of Governors shall constitute a quorum for the transaction of business.

Section 2. Regular Meetings. The Board of Governors shall meet twice each year, as follows:

- (A) Each year, preceding the Annual Meeting of the Members or a special meeting held in lieu thereof, the Board of Governors shall hold a meeting at the place designated for that meeting. During this meeting the Board shall conduct such business as may be required prior to the Annual Meeting of the Members. During this meeting the Board shall also vote to confirm the election of the Chairman, Vice Chairman, three (3) EC Members, and two (2) Alternates who were elected during the Board meeting the previous year.
- (B) Immediately following the Annual Meeting of the Members, or a special meeting held in lieu thereof, at the place designated for that meeting, the Board of Governors shall meet for the purpose of conducting business as designated and approved by the Board and the transaction of other business as may be required. To provide continuity of leadership, the Board of Governors shall also elect a Chairman-designate, Vice-Chairman-designate, Executive Committee-designates, and two (2) Alternates-designate, intending that they be elected to office one (1) year hence.

- (C) Members of the Board of Governors, elected in 2011 and beyond, are required to attend all regular meetings of the Board during their term of office. The Board will establish procedures whereby Governors may request a waiver to not attend a meeting. A member of the Board of Governors who fails to attend a regular meeting of the Board AND who has not been granted a waiver, is subject to removal from the Board as specified in Article IV, Section 5 (B)(4).

Section 3. Special Meetings. Special meetings of the Board of Governors for any purpose may be called at any time by any three (3) members of the Executive Committee, or by any thirteen (13) members of the Board of Governors.

Section 4. Notice of Meetings.

- (A) No notice need be given for the regular meetings of the Board of Governors.
- (B) For a special meeting, notice of the time and place shall be given personally to each Governor or sent to each Governor by mail or other form of written communication. If the notice is mailed, it shall be deposited in the United States mail at least seven (7) days before the time of the meeting. If it is telegraphed, it shall be delivered to the telegraph company at least 72 hours before the time of the meeting. If the notice is sent by electronic mail, it shall be posted at least seven (7) days before the time of the meeting. If the notice is delivered personally, it shall be so delivered at least 48 hours prior the time of the meeting.

Section 5. Action Without a Meeting. The transactions of any meetings of the Board of Governors, however called and noticed, (no coma) or wherever held, shall be as valid as though made at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Governors not present signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 6. Publication of Minutes. A summary of the minutes of every meeting of the Board of Governors, the Executive Committee, and any committees of the Board of Governors shall be published in the next issue of the Members' newsletter after the minutes are available. This summary shall include general descriptions of the topics discussed, and the wording and disposition of any motions made, but no reference to issues of an ethical nature or awards being considered.

VI. EXECUTIVE COMMITTEE

Section 1. Powers. Subject to the control of the Board of Governors, the Executive Committee shall have general supervision, direction, and control of the affairs of the corporation.

Section 2. Membership. The Executive Committee shall be elected annually by the Board of Governors, and shall consist of the Chairman and Vice-Chairman of the Board of Governors, and three (3) other members of the Board of Governors. The Executive Director

and Assistant Executive Director shall also serve on the Executive Committee in a non-voting capacity. If not otherwise selected to serve on the Executive Committee, the Chairman-designate shall also serve in a non-voting capacity.

Section 3. Term of Office. Each Executive Committee Member shall take office at the conclusion of the next Annual Meeting of the Members following his election. Each member shall serve for one(1) year, or until his successor is elected.

Section 4. Eligibility. The Board of Governors shall establish and maintain a standing policy specifying the qualifications for serving on the Executive Committee.

Section 5. Election. The Board of Governors shall establish and maintain a standing policy specifying the procedures to be followed in electing Board Members to the Executive Committee.

Section 6. Executive Director. The Executive Director shall be the Chief Administrative Officer of the corporation, shall implement the decisions of the Board of Governors and Executive Committee, and operate the business on a day-to-day basis.

The Executive Director shall be the Secretary of the corporation. He shall keep - a book of minutes of all meetings of the Members, the Board of Governors, and the Executive Committee at the principle office of the corporation.

The Executive Director shall serve as the Treasurer of the corporation, having charge of the financial records and accounts of the corporation, and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation and an account of its cash and other assets. He/She shall render to the Board of Governors statements of the financial condition of the corporation on request, provided that such statements shall be rendered at least annually.

Section 7. Assistant Executive Director. The Assistant Executive Director, if any, shall perform such duties as may be assigned by the Executive Director. In the event of the Executive Director's death, or disability as determined by the Board of Governors, the Assistant Executive Director shall perform the duties of, and have the authority of, the Executive Director.

VII. MISCELLANEOUS.

Section 1. Inspection of Bylaws. The corporation shall keep in its principal office the original or a copy of these Bylaws, as amended to date, certified by the Executive Director, which shall be open to inspection by the Members at all reasonable times during office hours. Upon request, the Executive Director shall mail a copy of the Bylaws as most recently amended to any Voting Member.

Section 2. Inspection of Records. Every Voting Member of the corporation shall have the right to examine all records of the corporation of a personally non-sensitive nature and make copies thereof, during reasonable business hours at the principal office of the corporation.

Section 3. Rules of Order. Roberts Rules of Order, as most recently revised, shall govern all meetings of the Board of Governors, the Executive Committee, and the Members, except where they conflict with California law, the Articles of Incorporation, or these Bylaws.

VIII. AMENDMENT TO BYLAWS

Section 1. Amendment by Members. These Bylaws may be amended by a vote or written vote of the Voting Members.

Section 2. Amendment by the Board of Governors. These Bylaws may be amended by a majority of the Board of Governors. However, an amendment adopted by the Board of Governors shall not take effect or be binding until ratified by a vote of the Members at the next Annual Meeting of the Members or a special meeting held in lieu thereof.

NOTE: A Vertical Line (|) indicates changes from last revision.