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1 **Constitution and By-Laws of Princeton Country Dancers**

2 **Article 1: Identification**

3 The name of this organization is Princeton Country Dancers, Inc., also referred to
4 as PCD. This organization is a non-profit corporation, organized under the laws of
5 the State of New Jersey, and through its affiliation with the Country Dance and
6 Song Society, qualified for 501(c)3 tax-exempt status.

7 **Article 2: Purpose**

8 The purpose of Princeton Country Dancers is:

- 9 1. To study, preserve, share and promote knowledge of our heritage of
10 traditional and historic folk dances, songs and music, with special
11 emphasis on Anglo-American and English traditions
- 12 2. To organize, foster and support classes, concerts, demonstrations,
13 festivals, public dances and other events that will encourage the
14 participation in, and enjoyment of, this heritage
- 15 3. To train teachers, callers and musicians in these traditions

16 **Article 3: Activities**

17 The activities of Princeton Country Dancers may include, but are not limited to:

- 18 1. Sponsorship of weekly, monthly and annual and special dance
19 events
- 20 2. Support for performance groups
- 21 3. Support for other workshops for dancers, musicians and callers, and
22 for social events

23 **Article 4: Membership**

24 Membership is open to anyone. The membership year runs from April 1 through
25 March 31. Membership is in force upon payment of dues for the current
26 membership year. Any membership paid during the course of a membership year
27 applies only to that year and does not extend proportionally into another
28 membership year.

29 Classes of membership and dues are established by the Board of Directors (as
30 defined in Article 6) and may be adjusted for any segment of the membership such
31 as full-time students, limited-income and senior citizens.

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1 Members of the Princeton Country Dancers have the following benefits, rights and
2 obligations:

- 3 1. They are bound by the Constitution of Princeton Country Dancers and the
4 decisions of its Board
- 5 2. They are entitled to vote at membership meetings
- 6 3. They may receive a discount at PCD events
- 7 4. They may receive priority for registration at special events
- 8 5. They may attend all Meetings of the Board, without voting privileges,
9 except when the Board is in Executive session
- 10 6. They are responsible for informing the Board or its membership
11 representative of any changes of address or PCD membership status
- 12 7. They may receive a copy of the Constitution from the Secretary of PCD
13 upon request
- 14 8. They are encouraged to look for opportunities to volunteer and ways to
15 participate in the operation of the organization
- 16 9. They are expected to treat other members with courtesy and respect, and
17 to make every effort to make participation in PCD activities enjoyable for
18 everyone

19 The Board may, at its discretion, terminate the membership of any person at any
20 time by returning that person's current dues.

21 **Article 5: Membership Meetings**

22 A. Annual Meeting

23 The Board will announce and hold at least one general membership meeting
24 annually, preferably in March. Additional membership meetings may be
25 announced and held at the discretion of the Board.

26 All membership meetings must be announced at least one month in advance
27 and advertised widely through e-mail messages to members, announcements
28 at events and notices on the PCD web site.

29 The purpose of the Annual Membership Meeting is to give all members the
30 opportunity to:

- 31 1. Receive a report on the general state of the organization

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- 1 2. Receive a financial report covering income and expenses for the most
2 recent year and an overview of the financial health of the organization
- 3 3. Vote on candidates for the Board
- 4 4. Discuss and vote on any other issues that require membership approval
5 such as revisions of the Constitution
- 6 5. Raise additional concerns and express opinions
- 7 B. Conduct of Membership Meetings
- 8 1. Membership meetings are open to the public however only members in
9 good standing may vote.
- 10 2. The President (or Board designee) presides over a membership meeting,
11 including announcing the agenda at least two weeks in advance.
12 Membership meeting announcements will be made individually to all
13 members with up to date e-mail addresses on file. Membership
14 announcements will also be made at all PCD events preceding the
15 meeting and on the PCD website.
- 16 3. A quorum for the transaction of business at a membership meeting is
17 15% of members in good standing as of the first day of the month in
18 which the meeting is held.
- 19 4. A consensus is sufficient for membership meeting decisions unless any
20 member present at the meeting requests a vote whereby the issue is
21 decided by a majority vote following *Robert's Rules of Order* (current
22 edition) unless otherwise specified by the Constitution.
- 23 5. Absent members who wish their opinions or their votes to be represented
24 at a membership meeting may send a written communication to a
25 member in good standing to be presented at the meeting. Absent
26 members may not, vote by proxy.

27 **Article 6: Board of Directors**

- 28 A. The operation of Princeton Country Dancers is overseen by a Board of
29 Directors consisting of seven members: four officers including President,
30 President-Elect, Secretary, Treasurer; and three members-at-large.
- 31 B. The Board responsibilities include the following:
 - 32 1. Represent the PCD to the wider dance community, to the Country
33 Dance and Song Society (CDSS) and to the community at large
 - 34 2. Ensure the proper functioning of the organization

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- 1 3. Announce and hold Board meetings as required. Inform the
2 membership of its deliberations and decisions
- 3 4. Authorize and provide oversight for all activities
- 4 5. Maintain active, ongoing communication with committee heads and
5 individuals undertaking PCD-authorized activities; work closely with
6 all committee heads and individuals, help them define needs and
7 responsibilities as necessary
- 8 6. Maintain, update and publish an up-to-date calendar of all PCD-
9 sponsored events and activities
- 10 7. Maintain the organization's records, assume fiduciary responsibility
11 for the organization and ensure proper security and care of its
12 physical assets. Approve the PCD budget, financial requests and
13 expenditures
- 14 8. Oversee the purchase of liability insurance
- 15 9. Change PCD policy when needed and submit, at the Board's option,
16 key or controversial decisions for approval by the membership
- 17 10. Select members for the Nominating committee by the end of
18 December of each year
- 19 11. Designate locations, phone numbers, or web sites that serve as
20 contacts for the organization
- 21 12. Operate within the laws and regulations of the State of New Jersey

Article 7: Board Responsibilities

23 The Board is responsible for the functions listed below, but may delegate functions
24 to others as needed.

A. President

26 The President is responsible for the operation of the group. The President
27 presides at meetings and calls regular or special meetings of the Board or of
28 the membership as needed.

29 The President is responsible for the following functions:

- 30 1. Schedules Board meetings in consultation with the other Board members.
- 31 2. Sends an agenda to Board members at least seven days in advance of
32 each Board and membership meeting.

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- 1 3. Presides over meetings and issues any interim communications.
- 2 4. Acts as the official spokesperson for the organization and maintains
- 3 relationships with other folk and dance organizations, including the
- 4 Country Dance and Song Society.
- 5 5. Has the authority to bind the organization in contractual agreements.
- 6 6. Informs the membership about policies and issues.
- 7 7. Delegates various Presidential and Board responsibilities to other Board
- 8 members and PCD members as needed.
- 9 8. Reviews the annual reports on finances and prepares the state of the
- 10 organization report for the Annual Meeting.
- 11 9. Carry out any responsibilities delegated by the Board.

12 **B. President-Elect**

13 The President-Elect is responsible for the following functions:

- 14 1. Act as President in the absence or at the request of the President.
- 15 2. Make sure that each committee maintains updated Operating Guidelines
- 16 for the committee's functioning.
- 17 3. Oversee the work of committees and individuals to assure that they
- 18 carry out their assignments according to their Operating Guideline and
- 19 deadlines.
- 20 4. Coordinate the Board's division of liaison tasks (as defined under
- 21 responsibilities of Members at Large).
- 22 5. Serving as President during the succeeding year.
- 23 6. Carry out any responsibilities delegated by the Board.
- 24

25 **C. Secretary**

26 The Secretary is responsible for the following functions:

- 27 1. Writes the minutes of Board meetings to document Board decisions.
- 28 2. Sends the minutes of the last meeting to the entire Board at least a
- 29 week before the next Board meeting.
- 30 3. Handles correspondence needed by PCD.

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- 1 4. Has a current copy of the Constitution at each membership meeting and
2 Board meeting and is familiar with its contents.
- 3 5. Serves as liaison with the communications committee for all external
4 communications such as flyers, newsletters, calendar of scheduled
5 events and the web site.
- 6 6. Keeps a record of committees and a copy of their Operation Guidelines,
7 task time lines, and succession plans
- 8 7. Keeps the records of the Board, including a backup copy in a second
9 location.
- 10 8. Carry out any responsibilities delegated by the Board.

11 **D. Treasurer**

12 The Treasurer is responsible for the following functions:

- 13 1. Works within a fiscal year running from January 1 to December 31.
- 14 2. Keeps a record of income, expenditures, and funding requests for all the
15 activities of PCD.
- 16 3. Provides a year to date income and expense statement to the Board
17 members no later than 3 days before each meeting.
- 18 4. Oversees the creation of a budget based on input from the Board and all
19 committees.
- 20 5. Submits an annual financial report of income and to the PCD
21 membership at the Annual Membership Meeting.
- 22 6. Maintains a checking account for PCD.
- 23 7. Pays, in timely manner, all approved bills and contracted obligations
24 maintaining records of those transactions.
- 25 8. Designates other Board members to make payments when the
26 Treasurer is unavailable.
- 27 9. Maintains a record of fees, expenses and attendance for each PCD
28 event.
- 29 10. Oversees the collection of fees for events and membership.
- 30 11. Sends the appropriate financial report to CDSS by the specified
31 deadline.

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- 1 12. Keeps backup copies of all records in a second location.
- 2 13. Serves as liaison with landlords for hall rentals.
- 3 14. Carry out any responsibilities delegated by the Board.
- 4 15. Outgoing treasurer shall be responsible for assisting the incoming
- 5 Treasurer in closing the books at the end of the fiscal year and
- 6 preparing the final reports.

7 **E. Members At-Large**

8 At-Large Directors are responsible for the following functions:

- 9 1. Represent the members of PCD.
- 10 2. Serve as liaisons between the Board and assigned PCD committees.
- 11 (See Article 9, Section D 1).
- 12 3. Carry out any responsibilities delegated by the Board.

13 **Article 8: Board Meeting procedures**

- 14 A. Decisions will be made by the consensus of those present unless any
- 15 voting member requests a vote. Voting procedures will follow *Robert's*
- 16 *Rules of Order* (current edition).
- 17 B. Regular meetings of the Board should occur at least five times per year
- 18 excluding the membership meeting.
- 19 C. For matters that must be handled between regularly scheduled meetings,
- 20 the Board can reach decisions based on phone calls, email, personal
- 21 contact, or other modes of communication. Decisions arrived at in the
- 22 absence of a meeting shall be put into the minutes by the Secretary for
- 23 approval at the next meeting.
- 24 D. The President sends the agenda to Board members at least seven days in
- 25 advance of each Board meeting.
- 26 E. Board meeting dates must be publicized to members, who may attend
- 27 without voting privileges.
- 28 F. Special meetings of the Board may be called by the President or must be
- 29 called by the President at the request of two other members of the Board.
- 30 Notification shall include the time, place, and agenda of the meeting. There
- 31 shall be at least 48 hours between the notification of the Board and the time
- 32 of the special meeting itself.

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- 1 G. The Board is encouraged to be as open and as inclusive as possible. The
2 Board may go into executive session (only Board members present) when
3 personnel or private matters arise. At such closed or executive sessions
4 minutes need not be kept, and no vote, motion or resolution may be taken.
5 Any formal action must be taken outside of executive session and noted in
6 the minutes.

7 **Article 9: Selection of Officers and Board Members**

8 A. Nominating Committee

- 9 1. Shall be appointed by the Board no later than December of each year.
10 2. Shall consist of at least two members.
11 3. Only one member of the Nominating Committee may be a current Board
12 member.

13 B. Candidates for the Board must be members of PCD in good standing for at 14 least 6 months.

15 C. The Nominating Committee shall have the following functions:

- 16 1. Search for and accept nominations for Board positions.
17 2. Collect and consider any member self-nominations.
18 3. Obtain the agreement of the proposed nominees to serve on the Board.
19 4. Selection and announce the proposed slate of candidates three weeks
20 before the membership meeting and communicate the list to the
21 membership.
22 5. Present a slate of candidates at the annual membership meeting.
23 6. Search widely through the membership for people who would be
24 appropriate and interested in serving on committees.

25 D. Nomination Procedure

- 26 1. Offer the slate to the members at the annual membership meeting for
27 approval by consensus.
28 2. Any member may nominate an alternate candidate for any Board
29 position in which case *Robert's Rules of Order* (current edition) will be
30 followed to conduct a vote for that position. To nominate someone from
31 the floor, the candidate must present a petition signed by five voting
32 members of PCD and a declaration of consent to being nominated.

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E. Terms of office

1. A term on the Board is two years.
2. The President-elect is elected to serve a minimum of one year before serving a minimum of one year as president.
3. The beginning of the terms of service for at-large directors should be staggered at one-year intervals to insure Board continuity.
4. If an officer or trustee leaves his or her Board position before his or her term ends, the Board, preferably in consultation with the Nominating Committee, will appoint a person to fill that vacancy until the next regular election.
5. No person may hold the same office for more than three consecutive terms (not including partial terms)
6. No person may remain on the Board for more than 6 consecutive years (not including partial terms).

F. Board members may resign by sending a letter of resignation to the Board.

G. Automatic resignation: a board member will have automatically resigned if they:

1. Miss 2 consecutive meetings of the board without a board-accepted excuse
2. Clearly relocate their residence outside of the greater Princeton area so that they could not reasonably be expected to attend future board meetings.

H. Removal of Board members: A member of the Board may be removed from office after the following procedures:

1. A Board member may be proposed for removal by a petition signed by three Board members or 15 PCD members in good standing.
2. The Board must hold a mediated discussion among the Board members, the petitioning members, if that is the case, and anyone else the Board invites to participate. The mediator should be a mutually acceptable non-Board member.
3. If the mediated discussion does not resolve the situation, the issue must be taken to the PCD membership as a whole at a membership meeting. The Board member in question should be afforded sufficient opportunity to be heard after which the members may reach a consensus or, if

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1 requested by a member present at the meeting, decide the issue with a
2 majority vote.

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4 **Article 10: Programs, Activities and Support Structure**

5 The purpose of the Princeton Country Dancers is to support a wide, continuously
6 evolving, variety of programs and activities. It is highly desirable for these
7 programs and activities to be directed and implemented by members operating
8 independently under the general principles stated in the PCD Constitution.
9 However, the Board of Directors retains the right, at its discretion, to recommend,
10 approve or reject appointments to committee or activity leadership positions; to
11 assume management responsibility for programs or activities; to support new
12 programs or activities; and to end support for programs or activities.

13 A. PCD Programs and Activities are organized and run by committees and
14 interested individuals under the oversight of the PCD Board of Directors.

15 The programs and activities of PCD include, but are not limited to:

- 16 1. Wednesday Contra and English Dances
- 17 2. Saturday Dances
- 18 3. Cotillion
- 19 4. Community Dances
- 20 5. Head for the Hills Weekend
- 21 6. February Fling
- 22 7. Ritual Teams
- 23 8. Special events

24 B. Standing committees provide organization-wide support for programs and
25 activities. They are organized and run by committees and interested
26 individuals under the oversight of the PCD Board of Directors.

27 Responsibilities of the standing committees may include but are not limited to:

- 28 1. Scheduling of performers for dances
- 29 2. Membership
- 30 3. Publicity and fliers to regional dances, news releases and other
31 means.

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- 1 4. Communication and mailings, outreach via e-mail messages
- 2 5. Hospitality
- 3 6. Infrastructure (sound and other equipment inventory, maintenance
- 4 and management;
- 5 7. Special purpose committees
- 6 C. Formation of Committees
- 7 1. Committees and other operations of PCD are created, approved, and
- 8 dissolved by the Board.
- 9 2. While searching for Board nominees, the Nominating Committee
- 10 shall propose committee chairs and leaders for other operations and
- 11 submit them to the Board
- 12 3. The Board oversees the selection of committee heads, and may, at
- 13 its discretion, appoint committee heads directly, reject nominees or
- 14 assume direct responsibility for committee operations
- 15 D. Committee Functions
- 16 1. Committees have primary responsibility for planning, managing and
- 17 executing all the tasks required for the fulfillment of their purpose.
- 18 2. All committees are required to maintain Operation Guidelines, and
- 19 provide an updated copy annually to their liaison. The operations
- 20 manual should include:
- 21 a) Information about how tasks are assigned
- 22 b) Information about how decisions are made
- 23 c) Information about how new members are recruited
- 24 d) Committee tasks time line
- 25 f) All committee procedures
- 26 g) Committee contact information
- 27 h) Succession plan and any related information needed to allow the
- 28 smooth transition of committee chairs and other personnel
- 29 3. Every committee is responsible for developing a plan for the future,
- 30 including the succession of committee personnel and leaders. The

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1 plan should be part of the operation manual that is given to the Board
2 secretary annually.

3 E. Each committee shall communicate with its appointed Board Liaison the
4 committee progress, concerns, and situation.

5 The Board liaison to each committee is responsible for communicating Board
6 concerns to the committee chair and is responsible for taking the committee's
7 needs and wishes (including budget and financial wishes) to the Board at
8 every Board meeting.

10 **Article 11: Additional Considerations**

11 A. No member of PCD is entitled to receive compensation for any goods or
12 services provided without the approval of the Board. This rule does not
13 include routine compensation for callers, musicians, sound persons, and
14 performance teams.

15 B. Mediation: in cases of significant disagreement or conflict in the
16 organization, including, but not limited to, major issues of policy,
17 membership, dismissal of Board members, and of committee members, the
18 PCD Board is urged, but not required, to arrange for a mediated discussion
19 involving all concerned. Upon written petition for mediation (signed by 5
20 members who have been in good standing for at least 6 months), the Board
21 is required to arrange for such a mediated discussion before final actions
22 are taken.

23 C. Princeton Country Dancers will not, as a substantial part of its activities,
24 attempt to influence legislation or participate to any extent in a political
25 campaign for or against any candidate for public office.

26 D. It is intended that the PCD be entitled to exemption from Federal income tax
27 under section 501(c)3 of the Internal Revenue Code and shall not be a
28 private foundation as described in section 501(a) of the Code.

29 E. The organization subscribes to the general purposes of The Country Dance
30 and Song Society, Inc.

31 **Article 12: Adoption of Constitution and Amendments**

32 A. Amendment of the Constitution may be proposed at any Board meeting.
33 The proposed amendment shall be read and the question shall be
34 communicated to the members for decision at a membership meeting. The
35 membership shall be advised in writing of the pending amendment four
36 weeks prior to a membership meeting. The amendment shall pass and
37 become effective immediately if two-thirds of the members in good standing
38 present at the meeting approve it. Members may vote via absentee ballot.

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2 B. In the construction of this Constitution, the words shall have their ordinary
3 and customary meaning, but if there is any conflict between this
4 Constitution and the nonprofit laws of the State of New Jersey, then the
5 requirements of the state statutes shall govern.

6 **Article 13: Dissolution**

7 A. The organization shall not dissolve except on the written ballot of two-thirds
8 of the then total voting membership.

9 B. In the event of dissolution, none of the remaining assets may be distributed
10 to or for the benefit of any member or class of membership. The selection of
11 the recipient or recipients shall be made by the membership on the
12 recommendation of the Board. Recipient(s) must be a nonprofit, tax-exempt
13 organization that supports similar goals.

14