

BYLAWS

The Dance Project NW Foundation
Effective 2023

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Article I. Purpose: The organization is organized and operated for the charitable and educational purposes of dancers enrolled at The Dance Project NW, based out of Stanwood WA.

Article II. Description: The Dance Project NW Foundation supports all students enrolled in and actively attending The Dance Project NW. However, this foundation is a separate tax entity and is advised by but not directed by The Dance Project NW.

Article III. Membership

Section 3.01 Qualifications: All parents, guardians, or other persons with a child enrolled and actively attending The Dance Project NW shall be considered voting members of the organization. The facility Owner and Staff shall be non-voting, advisory members of the organization.

Section 3.02 Rights and Responsibilities: The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on the committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws.

Section 3.03 Quorum: The members present at any membership meeting of the organization, provided four (4) or more members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter (excluding board member electios) brought before the membership at a meeting at which quorum is not present shall be discussed and decided by the Executive Board.

Section 3.04 Meetings: There shall be at least one general annual meeting of the membership in June at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of four (4) or more members in writing to the Executive Board.

Section 3.05 Participation in Meeting by Video or Audio Conference Call. Members may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

Article IV. Executive Board

Section 4.01 Membership: The Executive Board shall consist of the elected officers of the organization.

Bylaws for The Dance Project NW Foundation
Effective 2023

Section 4.02 Authority: The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 4.03 Meetings: The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

Section 4.04 Quorum: A quorum of the Executive Board for the conduct of business shall consist of at least 75% of the elected officials in attendance.

Section 4.05 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.06 Participation in Meeting by Video or Audio Conference Call. Members of the Executive Board may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 4.07 Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and approval of at least 75% of the Executive Board.

Article V. Officers and Their Elections

Section 5.01 Officers. The officers of this organization shall include one President, one Vice President, a Secretary, and a Treasurer. These officers may be elected or appointed by the Executive Board when a vacancy occurs during the term.

Section 5.02 Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in April of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Officers shall be elected at the June meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current fiscal year following their election.

Section 5.03 Term. Officers shall serve a one-year term. Officers may be elected for up to three consecutive terms in the same office position/role.

Section 5.04 Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Article VI. Duties of Officers

Section 6.01 President. The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 6.02 Vice-President. The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 6.03 Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 6.04 Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

- (a) The Treasurer shall:
 - (i) Prepare an annual budget for review by the Executive Board, and approved by the members.
 - (ii) Ensure that numbered receipts are provided for cash received by the organization.
 - (iii) Ensure that all funds are timely deposited in the organization's authorized bank account(s).
 - (iv) Ensure that payments and disbursements are authorized by an approved budget, or an amendment to the budget.
 - (v) Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
 - (vi) See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.

Article VII. Finances

Section 7.01 Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 7.02 Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the approved purchase of materials or services on behalf of the organization.

Section 7.03 Loans. No loans shall be made or taken out by the organization to its officers or members.

Section 7.04 Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board, except that checks of \$250 or more must have the signature of at least two officers, such as the Treasurer and the President. Checks shall bear notice of this requirement above the signature line as follows, "**Two signatures required for checks in the amount of \$250 or more.**"

Section 7.05 Banking. The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written/electronic documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

Section 7.06 Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. If the organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee or by Executive Board, to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

Section 7.07 Fiscal Year. The fiscal year of the organization shall be from August 1 to July 31 but may be changed by resolution of the Executive Board.

Section 7.08 Financial Record Retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows, per state law:

Bylaws for The Dance Project NW Foundation
Effective 2023

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, and/or cloud-based software.	At least seven (7) years Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on a yearly basis. Store in binder or cloud-based software.	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer's reports (monthly)	Compile and file records on yearly basis. Store in binder or cloud-based software.	Three (3) Years Store w/ financial records. Destroy after three years.

Bylaws for The Dance Project NW Foundation
Effective 2023

Section 7.09 Approved costs. The approved costs that are covered by the foundation with funds raised through individual fundraising and/or general fundraising are as follows:

- (a) Competition Entry Fees, all level dancers.
- (b) Convention Fees, all level dancers.
- (c) Costume Fees (Competition and/or Recreational), all level dancers. *Costumes much be purchased through and by The Dance Project NW.*
- (d) Choreography Fees, all level dancers.
- (e) Masterclass Fees, all level dancers.
- (f) Competition Prop Fees, all level dancers.
- (g) Dance Education Class Fees, all level dancers.
 - (i) *IE: Acting Classes, Singing Classes, Financial Management Classes, facility rental costs to host class, material and food costs related to dance education class.*
- (h) Monthly Tuition Fees, all level dancers.
- (i) Special Invitational Opportunities for Intermediate & Advanced Dancers (and their teachers & approved chaperones).
 - (i) *This includes but is not limited to entry fees, travel fees, lodging fees, daily food stipend.*
- (j) Recurring costs (postage, po box, website, etc.) and all other general operation costs of The Dance Project NW Foundation.
- (k) Costs related to fundraising events (IE supplies, food & beverage, etc.).

Section 7.10 Not approved costs. Foundation funds cannot be used to pay for the following:

- (a) Private lessons.
- (b) Recital Fees.
- (c) Recital Tickets.
- (d) Teacher Salaries.
- (e) General Operation Funding of The Dance Project NW.
 - (i) *IE: Utility bills, studio rental, office equipment*
- (f) Re-blocking & fees incurred with truancy & termination.

Article VIII. Fundraising

Section 8.01 Fundraising Events. General Fund fundraising events and procedures followed to carry out each fundraiser will be addressed and approved by The Dance Project NW Foundation members at meetings. Members are highly encouraged, but not required to participate in the fundraising events.

Section 8.02 Fundraising Funds.

- (a) During individual fundraising events, members will only receive credit for fundraisers where they or a representative participated according to the requirements of the specific fundraiser.
 - (i) Fundraising credit may be divided equally among all members participating in the individual fundraising event or it may be allotted by amount of participation on funds collected or earned per member. This will be decided upon by elected officers and the person in charge of the fundraiser prior to the event.
- (b) General fundraising event funds will be deposited into the general fund for approved spending.
- (c) All funds raised through fundraising events will be deposited into The Dance Project NW Foundation's bank account before disbursement of funds.

Section 8.03 Membership Status.

- (a) Members must be enrolled and actively attending & participating at The Dance Project NW to participate in fundraising.
- (b) If a member is injured during a competition season, their funds will be left in their account until the following year. If the member does not return after one year of notification of leaving, all funds can be donated to another dancer of their choosing or put into the general fund. The funds individually raised will not be refunded.
- (c) If a member quits during the season their funds raised through fundraising activities can be donated to a dancer or put into the general fund. The funds individually raised will not be refunded.

Section 8.04 Refunds. Funds earned from a fundraising event cannot be refunded or withdrawn. However, personal deposits may be refunded upon request of the depositor, unless the deposit has already been dispersed.

Article IX. Foundation Dissolve. If the Dance Project NW Foundation dissolves or is no longer an active organization, assets from fundraising activities will be donated to another dance organization and cannot be distributed amongst the members. Personal deposits will be refunded to the dancer/member/depositor.

Bylaws for The Dance Project NW Foundation
Effective 2023

Article X. Indemnification. Every member of the Executive Board, officer or employee of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Article XI. Amendments. These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.