

The Bylaws of
Tropical Breeze
Polynesian Dance Society

PREAMBLE

These bylaws are the governing regulations of Tropical Breeze Polynesian Dance Society. They serve to aid the Society's operations by documenting its policies and procedures. Tropical Breeze Polynesian Dance Society's mission is to promote the Polynesian culture to its members and the public at large, through various forms of dance from both ancient and modern Polynesian traditions. It is the Society's goal to achieve this mission while maintaining a fun and supportive environment for its members.

**ARTICLE ONE
MEMBERSHIP**

1.1 Definitions

1.1.1 Class A – Performers

To qualify for membership as a performer, the member must:

- a) possess the necessary skill and repertoire, as determined by the Board of Directors; and
- b) be approved for membership by a majority vote of the members.

1.1.2 Class B – Others

To qualify for membership other than as a performed, the member must be:

- a) approved for membership by the Board of Directors; and
- b) a member of the support group of one or more performers; or
- c) a past performer, as approved by a majority vote of the members; or
- d) an honorary member, as approved by a majority vote of the members.

1.2 Rights and Obligations

1.2.1 All members must regularly attend meetings and functions, and have the right to make motions, vote, hold office, and participate in all activities, unless otherwise deprived of such privileges elsewhere in these bylaws.

1.2.2 Members are obligated to act in accordance with these bylaws, and the best interest of the Society at all times.

1.2.3 Members who are less than 18 years of age are subject to the same fees and Society rules as adult members.



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1.3 Resignation

1.3.1 Any member who wishes to resign his or her membership in the Society must present written notice to the Board of Directors

1.4 Fees

1.4.1 All fees pertaining to membership in the Society shall be determined by a majority vote of the members.

1.4.2 Any incidental fees resulting from the activities of the Society shall be determined by the Board of Directors as needed.

1.5 Discipline

1.5.1 The Society may discipline any member with a fine, a suspension for up to twelve (12) months, or expulsion for the following causes:

- a) financial delinquency; and/or
- b) violation of these bylaws or any other regulation of the Society; and/or
- c) conduct unbecoming a member of Tropical Breeze Polynesian Dance Society.

1.5.2 Such discipline shall occur only after full investigation and for just cause, and shall follow this procedure. Any member may initiate the proceedings by request, verbally or in writing, to the Board of Directors. The Directors shall then decide whether the matter shall be brought before a meeting of the Society. If they decide it shall not go before the Society, it shall report this decision and the reasons to a meeting of the Society. If they decide to proceed, then they shall take all necessary action, possibly appointing a special committee to investigate and report to the Society at the meeting held for the purpose of deciding on any discipline.

1.5.3 With respect to this meeting, the member sought to be disciplined, as well as all the members, shall be given written notice by the Vice President of the alleged cause for discipline and the time and place of the meeting.

1.5.4 The vote required is a two thirds (2/3) majority of those members present, and a quorum must be attained for the meeting. The Society may also reconsider any action by a similar vote.

1.6 Remuneration

1.6.1 Unless authorized at any meeting and after notice for same shall have been given no officer or member of the Society shall receive any remuneration for his or her services.



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**ARTICLE TWO
BOARD OF DIRECTORS**

2.1 Directors

2.1.1 The Society shall be administered by the Board of Directors. The Board of Directors shall be comprised of the following: the President, the Vice President, the Secretary, the Treasurer, and other directors as the Board deems necessary.

2.1.2 The Board of Directors shall, subject to the bylaws and directives made by majority vote of the members, have full and total control over the management of the Society.

2.2 Meetings

2.2.1 Meetings of the Board shall be held as often as may be necessary, but there should not be more than two (2) months between meetings.

2.2.2 Meetings shall be called by the President, by telephone, with three (3) days notice.

2.2.3 A special meeting may be requested by two (2) members of the Board, in writing, to the President. The request must state the business to be brought before the meeting.

2.2.4 Any five (5) members shall constitute a quorum for a meeting of the Board of Directors.

2.2.5 A meeting without notice may be held if there is a quorum, but all decisions made at such a meeting shall be subject to ratification at the next regularly scheduled Board meeting.

2.3 Impeachment

2.3.1 The president has the right and duty to ask for the resignation of any Director who is failing to adequately perform the functions of his or her office.

2.3.2 If any Director misses two (2) consecutive meetings or four (4) total meetings during a year, without a valid excuse, his or her office shall be declared vacant if a suitable replacement can not be found.

2.3.3 A two-thirds (2/3) vote of the members of the Society may remove any Director from office.



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2.4 Resignation

2.4.1 A Director may resign from his or her position by informing the Board of Directors of his or her intentions and reasons.

2.5 Terms of Office

2.5.1 All directors shall hold office from the first regularly scheduled meeting of the Board of Directors after the elections at the annual general meeting of the Society until the first meeting of the Board after the elections of the following year.

2.6 Duties

2.6.1 President

The President shall preside over all meetings, where he or she shall have the deciding vote (except during elections, where he or she may cast his or her vote as a regular member), and enforce the laws and rules of the Society. As well, the President shall represent the Society to the general public, and shall ensure that all aspects of the Society's operations are in order and that each Director is performing his or her duty to the required standard. In this regard, he or she shall, at the beginning of his or her term, prepare a list of objectives for both the Society and the Directors for the upcoming year, to be discussed at the first meeting of the Board of Directors. The President has the power to appoint committees and in the case of an emergency or business requiring immediate attention is empowered to act as he or she sees fit in the best interests of the Society, his or her actions being subject to ratification or rejection at the next meeting of the Board of Directors. All residual powers not elsewhere delegated shall be the responsibility of the President.

2.6.2 Vice President

The Vice President shall serve in the President's place in the temporary absence of the President. He or she shall co-ordinate the activities of the Directors, reporting on this to the President. He or she is an ex-officio member of all committees. He or she shall also be responsible for heading the disciplinary committee, as described above, and will act as the liaison between the Board of Directors and the members of the Society for all minor disciplinary action.



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2.6.3 Secretary

The Secretary shall prepare a permanent record of the proceedings and attendance of each meeting, one copy of which is to be placed in the President's file and another to be maintained by the Secretary. He or she shall prepare and maintain a telephone and address list of all the members. He or she shall conduct the official correspondence of the Society, and shall inform the Board of Directors of any correspondence at each meeting. He or she shall preserve all official communications. He or she is also responsible to ensure the bylaws are kept on file and up-to-date and that copies are distributed to all members at the beginning of the year. The Secretary shall have charge of the Seal of the Society and shall, along with the President, authenticate its use. He or she shall collect and receive the annual dues or fees levied by the Society and shall pass such monies promptly to the Treasurer for deposit.

2.6.4 Treasurer

The Treasurer shall be responsible for all monies received and disbursed by the Society, and shall account for them according to Generally Accepted Accounting Principles. He or she is also responsible for ensuring the annual audit is completed, and records of such are passed to the Secretary. He or she oversees that all accounts receivable are collected, the bylaws pertaining the finances are upheld, and that all fines are recorded. He or she shall personally notify each member of his or her current debt within the first week of every month, and shall be able to itemise the debt if needed. The Treasurer shall present a full, detailed account of receipts and disbursements to the Board whenever requested.

2.6.5 The office of the Secretary and Treasurer may be filled by one (1) person if any annual meeting for the election of directors shall so decide.

2.7 Delegation

2.7.1 A Director may, if he or she so desires, delegate part of his or her duties to another member, providing that that member agrees. This does not absolve him or her from the responsibilities of his or her office, nor may he or she delegate his or her entire portfolio.



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**ARTICLE THREE
COMMITTEES**

3.1 General

3.1.1 Special and Ad-Hoc Committees may be appointed for a specific purpose by the President whenever required.

3.1.2 The Vice President is an ex-officio member of all committees, and shall be the liaison to the Board of Directors.

3.1.3 All committees shall have a minimum of three (3) members and the chair shall be appointed by the President.

**ARTICLE FOUR
FINANCIAL RESPONSIBILITIES**

4.1 Budget

4.1.1 The Board of Directors shall pass a budget, as prepared by the Treasurer, at the beginning of the Board's term.

4.1.2 The budget must have two (2) readings, no less than one (1) week apart. First reading requires a simple majority, second and final reading requires a two-thirds (2/3) majority to pass.

4.2 Spending Powers

4.2.1 The President, Vice President, and the Treasurer are the only three individuals authorised to spend Society money, and only for items within the budget.

4.2.2 Extraordinary expenses not covered on the budget must be voted on by the Board of Directors with a two-thirds (2/3) majority.

4.3 Auditing

4.3.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting of the Society.

4.3.2 The fiscal year of the Society in each year shall be December 31.



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4.3.3 The books, accounts and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

4.3.4 Each member of the Board shall at all times have access to such books and records.

4.4 Borrowing Powers

4.4.1 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

ARTICLE FIVE GENERAL MEETINGS

5.1 General Meetings

5.1.1 The Society shall hold an annual meeting on or before April 30 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail ten (10) days prior to the date of the meeting. At this meeting there shall be elected a President, Vice President, Secretary, Treasurer, and other directors as necessary. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed.

5.1.2 Any member in good standing shall be eligible for election to any office in the Society.

5.1.3 The Board may fill any casual vacancy by majority vote.

5.1.4 General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or the Board by telephone three (3) days in advance.

5.1.5 A special meeting shall be called by the President or Secretary upon receipt by him or her of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting, which shall be delivered to the last known addresses of all members, by mail, no less than eight (8) days prior to the meeting.



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5.1.6 Twenty-five percent (25%) of the total membership in good standing constitutes a quorum at any general meeting.

5.2 Voting

5.2.1 There shall be one (1) vote per member, regardless of class of membership.

5.2.2 Voting shall be done by secret ballot, where the Vice President will supervise the counting, or by show of hands, at the President's discretion.

5.2.3 Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Society.

**ARTICLE SIX
APPEALS**

6.1 Appeals

6.1.1 Any member who wishes to appeal any section of these bylaws, or any fine, may appeal to the Board of Directors.

6.2 Procedure

6.2.1 The member must present a written appeal to the Board.

6.2.2 The Board will hear the case and must decide in favour with a three-quarters (3/4) vote.

6.2.3 Further appeal is possible to the Society, where a two-thirds (2/3) vote is required.



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**ARTICLE SEVEN
AMENDMENTS**

7.1 General

7.1.1 Any bylaw may be added, altered, or deleted according to the following procedure.

7.2 Procedure

7.2.1 Amendments to these bylaws require two (2) meetings of the Board of Directors.

7.2.2 First reading requires a simple majority to pass.

7.2.3 Second reading must be held at least one (1) week after first reading, and shall require a two-thirds (2/3) majority to pass.

7.3 Updates

7.3.1 These bylaws shall be updated, if necessary, twice per year, and if significant amendments have been made, they shall be redistributed.

