

Bylaws of
The Royal Scottish Country Dance Society,
San Diego Branch, Inc.

March, 2021

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Article I. Name

The name of this organization shall be "The Royal Scottish Country Dance Society, San Diego Branch Inc.," hereinafter called "the Branch."

Article II. Association with the Royal Scottish Country Dance Society

1. The Branch is an independently constituted organization consisting of members of the Royal Scottish Country Dance Society (hereinafter called "the Society").
2. While it has similar objects to and associates with the Society under a formal Licence Agreement, it operates and carries out its administration and management independently of the Society.

Article III. Objectives

1. The objectives of the Branch shall be to advance the education of the Public in the area of San Diego and its neighborhood in traditional Scottish Country Dancing and in furtherance thereof:
 - (a) To preserve and further the practice of traditional Scottish Country Dancing;
 - (b) To provide or assist in providing instruction in the dancing of Scottish Country Dances;
 - (c) To promote the enjoyment and appreciation of Scottish Country Dancing and Music by any suitable means;
 - (d) Generally to do such other things as are or may be considered by the Branch to further the foregoing objectives of the Society in the San Diego and Southern California areas, including building working links with other local traditional dance and music initiatives.
 - (e) Conduct its business in line with the commitments it has given in its License Agreement with the Society

Article IV. Membership and Subscriptions

1. Membership of the Branch shall be open to all persons interested in the objectives of the Branch. A range of Society membership subscriptions is available. Persons over the age of 12 may choose to

become a member of the Society. Any member of the Branch who has attained the age of 18 must be a member of the Society.

2. Only such members as have attained the age of 18 shall have the power to vote.
3. Persons whose primary membership is in another Branch may join this Branch as an associate member and are eligible to vote at Branch general meetings.
4. The rates of subscription for Members shall be such as may be determined from time to time by the Branch in General Meeting.
5. The membership year shall be from June 1st to May 31st.

Article V. Suspension or Termination of Member

1. The Branch Committee may suspend temporarily or terminate the membership of any person whose conduct is in their opinion prejudicial to the interests of the Branch. Suspension or termination shall not alter the rights or status of the person concerned as a member of the Society.
2. Before suspending or terminating any person's membership, the Branch Committee shall notify in writing the person concerned stating the reasons for the proposed suspension or termination and giving that person the opportunity of replying to, and of appearing before the Branch Committee, if the member so wishes, to seek revocation of the suspension or termination.
3. The person whose membership has been suspended or terminated shall have the right of appeal at a Branch General Meeting when a two-thirds (2/3) vote of those present and entitled to vote shall be necessary to confirm the suspension or termination.
4. Where suspension or termination has occurred or, where appropriate, has been confirmed as in 3 above, the matter, with reasons, shall be notified to the Office Manager of the Society without delay under 'Confidential – Addressee Only' cover.

Article VI. Officers

1. The elected officers of the Branch shall be elected at the Annual General Meeting and shall include:
 - (a) Chair
 - (b) Vice-Chair
 - (c) Honorary Secretary
 - (d) Honorary Treasurer
 - (e) Dance Director
 - (f) Program Director
 - (g) Communications Director
 - (h) Two Members-at-large.
2. Nominations and Elections
 - (a) A nominating committee of three (3) branch members, not currently serving on the Branch Committee, shall be appointed by the Branch Committee prior to March 1st. The nominating committee shall nominate at least one (1) member for each office and report to the Branch Committee no later than April 1st. The list of nominees shall be presented to the general membership with notice of the Annual General Meeting. All nominees must give their consent for their name to be presented on the list.
 - (b) The Chair and Honorary Treasurer cannot be from the same family/household.
 - (c) Other candidates may be proposed by petition signed by the nominee and two (2) other members and filed with the Honorary Secretary no later than April 15th. Absentee ballots may be requested from the Honorary Secretary after April 15th, and must be returned to the Honorary Secretary by the call to order of the Annual General Meeting. No nominations will be received from the floor at

the Annual General Meeting unless there is an office with no nominations. If, in this case, the nominee is not present at the Annual General Meeting, his/her acceptance, in writing, must be submitted to the Honorary Secretary before his/her nomination is accepted.

- (d) The nomination and election of the officers shall be in the order listed in Article VI, Section 1. The election of Branch Officers and Committee members at the Annual General Meeting shall be by ballot unless there is only one nominee for a given office, in which case the nominee(s) shall be declared elected by the Chair.
 - (e) Ballots shall be counted by three persons who are not candidates for office, appointed by the Chair, with the approval of the Branch Committee.
 - (f) Elections shall be decided by a majority of votes cast by eligible voting members. In the event that no candidate receives a majority, the candidate with the lowest vote count will be dropped, and a new vote taken, excluding the absentee ballots.
3. Term of Office.
 - (a) All elections to office shall be in effect from June 1st to May 31st.
 - (b) The Chair's term of office shall be no more than four (4) consecutive terms (years).
 4. Resignations
In the case of early resignation, an Office Bearer shall not be eligible for re-election to the Committee in any capacity until at least one year has elapsed.

Article VII Duties of the Elected Officers

1. Chair – The Chair is the executive officer of the branch. He/She shall preside at Branch Meetings and at meetings of the Branch Committee.
2. Vice-Chair – The Vice-Chair shall assume the duties of the Chair in his/her absence and shall be available to give such assistance as the Chair may require.
3. Honorary Secretary – It shall be the duty of the Honorary Secretary to see that regular meetings are held, to conduct the correspondence of the Branch and to keep proper minutes of such meetings. Additionally, the Honorary Secretary shall:
 - (a) prepare an annual report of the activities of the Branch during the preceding year; in accordance with the License Agreement with the Society
 - (b) keep a register of Members of the Branch
 - (c) maintain/organize digital records of meetings and Society correspondence
 - (d) register with the Society as the current Honorary Secretary of the Branch immediately upon taking office.

The Honorary Secretary may delegate any of these duties to other branch members.

4. Honorary Treasurer – It shall be the duty of the Honorary Treasurer to receive, bank, and account for all monies collected by whatever agency from members of the Branch or from other sources. Additionally the Honorary Treasurer shall:
 - (a) cause proper account books to be kept and ensure that the annual accounts of the Branch are properly examined or audited as required by law;
 - (b) make the annual Branch accounts available for inspection at reasonable times and present the accounts for adoption by the Branch at the Annual General Meeting;
 - (c) insure the bank account operates on two out of four signatures: those of the Chair, Vice-Chair, the Honorary Treasurer, and a fourth person designated by the Branch Committee.

The Honorary Treasurer may delegate any of these duties to other branch members.

5. Dance Director – It shall be the duty of the Dance Director to:
 - (a) plan, organize, and direct the teaching activities in accordance with the aims, procedures, and directives of the Society;

- (b) be the authority on matters pertaining to dance technique, and decide the degree of progress on individuals and their placement in the various groups;
- (c) be responsible for all dance programs sponsored by the Branch or in which Branch members participate;
- (d) hold meetings of the Branch teachers and report to the Branch Committee.
- (e) Be responsible for all dance demonstrations performed by the Branch. The Dance Director may delegate this responsibility to other Branch teachers, such as a Demonstration Team Director.

The Dance Director shall have successfully passed all units of the RSCDS Teaching Certificate

6. Program Director – It shall be the duty of the Program Director to:
 - (a) coordinate social activities, arranging for necessary facilities, decorations, refreshments and clean-up as directed by the Branch Committee
 - (b) inform and cooperate with the Communications Director so that the membership may be apprised of all activities.
7. Communications Director – It shall be the duty of the Communications Director to:
 - (a) promote and advertise the activities of the Branch within the RSCDS
 - (b) advertise workshops and classes to the general public on all available mass media.
 - (c) maintain a database for Branch communication, e.g. interested dancer contact list

The Communications Director may delegate any of these duties to other branch members.

8. Members-at-Large – Two Members-at-Large shall assist the Branch Committee in the performance of its functions. They are expected to volunteer their assistance wherever possible and as directed by the Branch Committee.

Article VIII. Branch Meetings

1. (a) The Annual General Meeting of the members of the Branch shall be held in May at such place and at such time as may be determined by the Branch Committee, and can be held by electronic means if necessary
 - (b) All members shall be given at least fourteen (14) days written notice of a General Meeting. Every notice shall contain a statement of the business to be discussed at the meeting.
 - (c) Members under the age of 18 years may attend and, with the permission of the Chair, speak at a General Meeting but may not vote.
 - (d) In the case of extenuating circumstances, such as local, national, or global disaster event that limits capacity to hold a physical meeting or otherwise engage/congregate for Branch business, the Branch may delay its AGM for up to six months.
2. The order of business at an Annual General Meeting shall, as nearly as may be, be the following:
 - (a) Minutes of the last Annual General Meeting and of Special General Meetings, if any, which may have been held in the course of the year;
 - (b) Honorary Secretary's Report on the activities of the Branch during the preceding year;
 - (c) Honorary Treasurer's Report and Accounts;
 - (d) Election of officers;
 - (e) Motions;
 - (f) Any other appropriate business.
3. A Special General Meeting may be called at any time by the Chair upon approval of the Branch Committee or shall be called on a petition signed by not less than one-tenth (1/10) of the members of the Branch entitled to vote when such membership does not exceed 500. When the voting membership of the Branch exceeds 500 a minimum of 50 or one-sixteenth (1/16), whichever is the greater, of the members entitled to vote must sign the petition calling a Special General Meeting.
4. One-quarter of the members entitled to vote, or twenty-five (25) members of the Branch entitled to

vote, whichever shall be lesser, shall constitute a quorum. Members shall be deemed to be present for quorum purposes if they participate in the General Meeting personally by electronic means.

5. The Branch in General meeting may enact such rules (hereinafter referred to as the Rules) as it may determine for the proper working of the Branch, provided that such rules are consistent with the Constitution and Rules of the Society, and Bylaws of the Branch.

6. At a General Meeting, voting shall be limited to Branch members of at least two (2) months standing.

7. There shall be no proxy voting.

Article IX. Branch Committee

1. The Branch shall be administered by a Committee of Management herein called "the Branch Committee" composed of the officers of the Branch, as detailed in Article VI, and the immediate past Chair for one year after his/her term of office.

2. The Branch Committee shall have the power to fill a vacancy among the members of the Branch Committee by appointment. Any member so appointed will serve only until the next following Annual General Meeting when he/she may stand for election. On completion of his/her year of office the member shall be eligible for re-election to the Branch Committee.

3. All members of the Branch Committee must be members of the Branch of at least three (3) months standing, and be at least 18 years old.

4. A meeting of the Branch Committee may be called at any time by the Chair or by a majority of the Branch Committee. At least one week's notice of such a meeting shall be given to the members of the Branch. Meetings of the Branch Committee shall normally be open to all Branch members. Executive Sessions may be held when it is deemed necessary.

5. A quorum of the Branch Committee shall be five (5) members or a majority of the Committee, whichever is greater. The immediate past Chair shall not be counted for the quorum.

6. The Branch Committee shall meet at least once per quarter.

7. The Branch Committee shall have the power to manage the affairs and plan the activities of the Branch. It shall have the power to adopt or amend rules consistent with the Constitution and Rules of the Society and the Bylaws of the Branch.

8. The Branch Committee shall have the power to appoint ad hoc Committees and their chairs either from their own members or from the members of the Branch, and to delegate to such ad hoc Committees certain powers as are needed. The Branch Chair and Vice-Chair shall be ex-officio members of all such ad hoc Committees.

9. The Branch Committee shall have the power to authorize the expenditure of Branch funds consistent with the objectives of the Society and the needs of the Branch.

10. The Branch Committee shall have the power to appoint other positions as required to take responsibility for and control of specific operations within the Branch. Such appointees must be members of the Branch and aged eighteen or over. Examples include membership, archivist, and webmaster.

Article X. Finance

1. All monies raised by, or on behalf of, the Branch shall be applied to further the objectives of the Branch and for no other purpose; provided that nothing herein contained shall prevent the payment of good faith of reasonable and proper fees to professional and technical advisers; or the repayment to members of the Branch of reasonable out of pocket expenses.

Article XI. Branch Equipment

1. Branch equipment includes all recorded media, play back equipment, etc., purchased by or donated to the Branch. Such equipment is to be used solely for Branch activities except with the approval of the Branch Committee.

Article XII. Parliamentary Authority

1. In matters of parliamentary law and procedure not covered elsewhere, the current edition of Robert's Rules of Order shall govern.

Article XIII. Amendment of the Bylaws

1. The Bylaws of the Branch shall only be altered by a resolution passed by the Branch in General Meeting, and only after receiving the vote of not less than two-thirds (2/3) of the votes cast at the meeting.
2. Proposed amendments to these Bylaws may be initiated by the majority vote of the Branch Committee or by a petition signed by one-third (1/3) of the members of the Branch.
3. Under the License Agreement with the Society, the Branch agrees to notify the Society in writing of any proposed changes to the Bylaws of the Branch two months prior to any such change being approved by the Branch.
4. No alteration may be made to these Bylaws that would result in a contravention of the License Agreement, unless approved by the Society through the re-negotiation of the License Agreement.
5. Notice of motion to amend these Bylaws shall be given to the members at least fourteen (14) days before the General Meeting at which it is proposed to amend the Bylaws.

Article XIV. Disbandment

1. If the Branch in General Meeting shall decide by a two-thirds (2/3) vote to disband, notice of intention to disband the Branch shall be given to the Office Manager of the Society at least two months before the date proposed for such disbandment.
2. The balance of the funds, after all liabilities have been met, and all property belonging to the Branch shall be transferred to a recognized charitable body or bodies having objectives similar to those of the Branch (excluding geographic limitations) as the members in General Meeting, whom failing, the Branch Committee, shall decide.
3. All property belonging to the Branch shall be treated in the same way as the balance of funds in Article XIV.2. Depending on the form of the property its value should be realized and added to the balance or it should be offered to an appropriate archive repository.

Article XV. Representation in the Society

1. The Branch Committee shall appoint a number of the members of the Branch to be delegates in accordance with Articles 6, 12 and 62 of the Society's Articles of Association.

2. The number of delegates to be appointed must be in accordance with the Articles of Association of the Society.
3. A delegate may attend a General Meeting of the Society and vote on motions or may appoint a proxy to attend and vote in his/her place.

Article XVI. General

1. The Branch shall be governed in accordance with laws of the County of San Diego and the State of California, these Bylaws and with Rules made by the Branch in General Meeting.
2. The Branch shall abide by the Bylaws and Standing Rules of the International Dance Association of San Diego County as long as it holds membership in that Association, and provided that such Bylaws and Standing Rules are not inconsistent with these Bylaws and/or the Constitution and Rules of the Society.

Approved at the San Diego Branch Annual General Meeting, 21 May 2021.

Summary of Amendments:

- A. Article 2: License information added to section 2 and simplified to follow Model Constitution
- B. Article 3: Branch Objectives added to follow Model Constitution
- C. Article 4: Membership information brought to current per Articles of Association and Guide to Branch Association
- D. Article 5: Notification Source at Headquarters updated to follow Model Constitution
- E. Article 6: Renaming of the Chairman/Vice Chairman to reflect gender-neutrality, renaming of Publicity Director to reflect expanded role, new information on Resignation considerations as per Model Constitution
- F. Article 7: Updated role of Honorary Secretary to include digital records keeping and add license agreement responsibilities, renaming of Chairman/Vice Chairman for consistency, Communications Director (Publicity) and Dance Director roles updated to reflect current practice and Branch License Agreement
- G. Article 8: Revisions to Branch AGM to provide flexibility of meeting platform and time frame in event of disruption due to catastrophic events per Board advisement.
- H. Article 9: Terminology updated to be consistent with Model Constitution. New section added to allow appointment of Branch Members to positions of service/expertise to the Branch but not currently in Roster of Board.
- I. Article 13: Branch License agreement language added to Bylaws Amendment
- J. Article 14: Disbandment notification and property dispersal update per Model Constitution
- K. Article 15: Branch delegate language simplified to reflect Model Constitution
- L. Article 16: Review and confirmation for locality of jurisdiction