

Cascade Zydeco Bylaws

Revised and Effective April 13, 2015

ARTICLE I: NAME AND PURPOSE OF ASSOCIATION

Section 1. The name of the association shall be Cascade Zydeco.

Section 2. The purpose of the association is to promote Cajun and Zydeco music and dance.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. A member is any person who has applied for membership in this association and is current with payment of the association's annual dues.

Section 2. Annual dues are required to be paid to the association to be a member. The annual dues are to be set by the Board of Directors (Board). The membership year runs from July 1 – June 30. Dues paid after April 1 of any year will be applied towards the following full membership year.

Section 3: A member may have his/her membership in the association revoked when sufficient cause exists for revoking such membership. The Board may entertain cause(s) for revocation of any membership. The Board shall call a revocation hearing and adopt such rules for this hearing as it may in its discretion deem necessary for the best interest of the association. A vote of the majority of the Board will determine whether or not to revoke a membership in the association.

Section 4. A person or persons may be banned, temporarily or permanently, as the Board decides, from participating in or attending any Cascade Zydeco function, including but not limited to weekly dances, the annual picnic, and live band dances. A vote of the majority of the Board will determine whether or not to ban said person or persons, and whether said ban shall be temporary or permanent. If the ban is deemed temporary, then the length of time of the ban shall also be determined by a vote of the majority of the Board.

ARTICLE III: MEMBER MEETINGS

Section 1. A meeting of the members of this association shall be held annually. The date and place will be determined each year by the Board.

Section 2. Special meetings of members may be called:

- (a) by the Board; or
- (b) if at least 10 percent of all voting members want to call a special meeting and the proposed purpose and date of the meeting are delivered to the association's secretary 21 days before the proposed meeting date.

Section 3: The association will notify members of the date, time and place of each annual and special members' meeting not earlier than 60 days nor less than 14 days before the meeting date.

- (a) Notice of a special meeting will include a description of the purpose or purposes for which the meeting is called.
- (b) The record date for determining members entitled to vote at an annual or special members' meeting is 14 days prior to the meeting date
- (c) Notice may be communicated in writing, by facsimile, e-mail, or, telephone.

Section 4: A total of 25% of the membership entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of members.

Section 5: A voting member is one who is current with payment of the required dues.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The business of this association shall be managed by a Board of Directors (Board), consisting of at least 5, but not more than 9 members. The members of the Board shall be association members in good standing.

Section 2. The directors to be elected for their ensuing term shall be elected by a vote of the membership within 60 days prior to the annual meeting and will be announced at the annual meeting. The directors shall serve for a term of two years and may be elected for subsequent and/or consecutive terms. The terms of the directors shall start on different years so that one or more, but not all, new directors shall be chosen at each election.

Section 3. The Board shall have the control and management of the affairs and business of this association. The Board shall only act in the name of the association and it shall be regularly convened by its chairman after due notice to all the directors of such meeting. The Board can delegate responsibility for certain operations of the association to the Officers and to committees created by the Board.

Section 4. The Board shall hold regular meetings at such suitable place convenient to the members as may be designated by the Board of Directors from time to time. The time and place for the meetings shall be posted on the Association's website not less than 14 days prior to the meeting. All meetings of the Board shall be open to members except that, in the discretion of the Board, the following matters may be considered in executive session: (i) consultation with legal counsel concerning the rights and duties of the Association regarding existing or potential litigation, or criminal matters; (ii) personnel matters; (iii) negotiation of contracts with third parties (including bands); and (iv) disciplinary action. Except in the case of an emergency, the Board shall vote in an open meeting whether to meet in executive session. If the Board votes to meet in executive session, the presiding officer shall state the general nature of the action, as precisely as possible. The statement, motion or decision to meet in executive session shall be included in the minutes of the meeting, and any contract or action considered in executive

session shall not become effective unless the Board, following the executive session, reconvenes in open meeting and votes on the contract or action, which shall be reasonably identified in the open meeting and included in the minutes. Board members may participate in regular or special meetings by any means of communication including telephone and email. A director participating in such a meeting shall be deemed to be present in person at the meeting. Unless other rules of order are adopted by resolution of the Association or the Board of Directors, all meetings including hearings of the Board shall be conducted according to the latest edition of “Roberts Rules of Order” published by Robert’s Rules Association.

Section 5. A majority of the members of the Board shall constitute a quorum and the meetings of the Board shall be held regularly as determined by the Board. Each director shall have one vote, and such voting may not be done by proxy. The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 6. Vacancies in the Board shall be filled by a vote of the majority of the remaining members of the Board for the balance of the director’s term.

Section 7. The Board shall select from the Board members the officers of the association consisting of a President, Vice President, Secretary and Treasurer. The President of the Association by virtue of this office shall be the Chairperson of the Board of Directors.

Section 8. A director may be removed from the Board when sufficient cause exists for such removal. The Board may entertain cause(s) for removal against any director. A director may be represented by counsel, at his/her own expense, at any removal hearing. The Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the association. A vote of the majority of the Board will determine whether or not to remove a director.

Section 9. A member of the Board shall not be liable to the Association, any member or any third party for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties so long as the individual acted in good faith, believed that the conduct was in the best interests of the Association, or at least was not opposed to its best interests, and in the case of criminal proceedings, had no reason to believe the conduct was unlawful. A Director appointed under these Bylaws shall not be liable to the Association, any member or any third party or associated rules of common law for any damage, loss or prejudice suffered or claimed on account of any action or failure to act that represents the exercise of authority established in these Bylaws. In the event any member of the Board is threatened with or made a party to any proceeding because the individual was or is a director or an officer of the Association, the Association shall defend such individual against such claims and indemnify such individual against liability and expenses incurred to the maximum extent permitted by law. The Association shall have insurance for such purposes.

ARTICLE V: OFFICERS

Section 1: Officers shall be members of the Board of Directors of the association. The initial officers of the association shall be as follows:

- President
- Vice President
- Secretary
- Treasurer

Section 2: Selection of Officers: The Board, from the Board members, will select its annual officers after the annual election. A majority vote of the Board members will be used to select the officers. The officers shall serve a one-year term and they shall be announced to the membership at the annual meeting.

Section 3: The powers and duties of the officers shall be as follows:

The President shall:

- (a) By virtue of the office be the Chairman of the Board of Directors
- (b) Preside at all membership and Board meetings
- (c) Present at each annual meeting of the association an annual report of the work of the association
- (d) Appoint all committees, temporary or permanent
- (e) See all books, reports and certificates required by law are properly kept and filed
- (f) Be one of the officers who may sign the checks or drafts of the association
- (g) Have such powers as maybe reasonably construed as belonging to the chief executive of any association

The Vice President shall:

- (a) In the event of the absence or inability of the President to exercise the duties of office, become acting president of the association with all the rights, privileges and powers as if duly elected president.

The Secretary shall:

- (a) Keep the minutes and records of the association in appropriate books
- (b) File any certificate required by any statute, federal or state
- (c) Be the official custodian of the records of this association
- (d) May be one of the officers required to sign the checks and drafts of the association

- (d) Present to the membership and Board at any meetings any communication addressed to the Secretary of the association
- (e) Attend to all correspondence of the association and exercise all duties incident to the office of Secretary

The Treasurer shall:

- (a) Have the care and custody of all monies belonging to the association and shall be solely responsible for such monies or securities of the association
- (b) Cause to be deposited in a regular business bank, trust company, credit union or savings bank the funds of the association except that the Board may cause such funds to be invested in such investments as shall be legal for a non-profit corporation of this state.
- (c) Be one of the officers who shall sign checks or drafts of the association. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- (d) Render at stated periods as the Board shall determine a written account of the finances of the association.
- (e) Exercise all duties incident to the office of Treasurer
- (f) The fiscal year of the association shall be January 1 – December 31. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. An annual independent audit of the finances of the association shall be done and submitted to the Board when requested by the Board.

The financial records of the association are public information and shall be made available to the membership, Board members and the public.

Section 4. Any and all other officers and committee chairs appointed by the Board shall perform such duties as may be assigned to them by the Board.

Section 5. No officer of this association shall for reason of holding the office receive any salary or compensation. Officers may be reimbursed for reasonable expenses incurred in the course of their duties for the association.

Section 6. Should an officer resign or for other reasons a vacancy occur for any office or committee chair, the Board of directors shall select a replacement for the remaining term of the office or chair.

ARTICLE VI: COMMITTEES

Section 1. The Board may create and dissolve committees as needed to further the purposes of the association. The Board appoints all committee chairs.

ARTICLE VII: ORDER OF BUSINESS

Section 1. The order of business for the Board meetings shall be as follows:

- (a) Roll call
- (b) Reading and approval of the minutes of the previous meeting
- (c) Reports of officers
- (d) Reports of committees
- (e) Old and unfinished business
- (f) New business
- (g) Adjournment

ARTICLE VIII: VOTING

Section 1. At all meetings, except for the election of the Board of Directors, all votes shall be by voice. For election of Board members, nominations will be taken from the members and ballots shall be provided. For all votes by ballot, the President shall, prior to the commencement of balloting, appoint a committee of at least two people, who shall be part of a Special Election Committee, and who shall, at the conclusion of such balloting certify to the President the results and such results shall be entered in the minutes of a Board meeting. For all votes by ballot, they shall be emailed to all paid members, and mailed via USPS to all those without email addresses. The emails will be returned via a special Cascade Zydeco email address that the Special Election Committee will have access to. No member of the Special Election Committee shall be a candidate for office, or shall be personally interested in the question voted upon.

ARTICLE IX: SALARIES AND EMPLOYEES

Section 1: Cascade Zydeco is a volunteer association and shall not have any employees. The Board may contract with and fix the compensation for any and all providers of services in which they in their discretion may determine to be necessary for the conduct of the business of the association.

ARTICLE X: CONTRACTS

Section 1: The Board may authorize any officer, member or agent to enter into contracts in the name of the association. No loan or debt shall be contracted or evidenced on behalf of the association unless authorized by the Board.

ARTICLE XI: RECORDS AND REPORTS

Section 1: The association shall keep and maintain permanent record minutes of all Members' and Board meetings and shall maintain all appropriate accounting records.

ARTICLE XII: NON-PROFIT STATUS

Section 1: Cascade Zydeco will operate as non-profit association and as such will not distribute any funds for the personal benefit of any members or any other persons. Surplus funds will be held in a legal bank account.

ARTICLE XIII: AMENDMENTS TO THE BYLAWS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% of the members, OR, in the Alternative:

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE XIV: DISSOLUTION OF THE ASSOCIATION

Section 1: Dissolution of the association is not anticipated, however the association may be dissolved per the regulations pertaining to dissolution as a 501c3 non-profit association. In the case where the association is dissolved, all monies and other assets will be donated to another local non-profit organization as determined by a majority of the Board.

IN WITNESS WHEREOF, these Bylaws are executed to be effective upon the date above.

CASCADE ZYDECO, an Oregon nonprofit corporation

By: Chere Weiss
Chere Weiss, President

ATTEST:

By: Marie Torillo
Marie Torillo, Secretary