

**FLORIDA
CLOGGING
COUNCIL
BYLAWS**

June 23, 2021

ARTICLE I: EFFECTIVE DATE OF BYLAWS

These bylaws shall become effective as of June 23, 2021, and shall supersede all prior Bylaws of the Florida Clogging Council also referred to hereinafter as the Council, or abbreviated as FCC. Meetings of the Council referred to hereinafter as being held in person or virtually shall be held virtually only if in-person meetings cannot be held.

ARTICLE II: MEMBERSHIP CONTRIBUTION

Section 1. Contributions.

There shall be an annual contribution for dues from each member. The amount of the annual contribution shall be determined and may be changed from time to time by vote at any regular, annual, or special meeting. Dues are due and payable by 11/30 each year. Dues can be paid on the FCC Website or at the State Convention if scheduled before 11/30.

Section 2. Membership Applications.

Applications for membership must be accompanied by the payment of the first year contribution.

Section 3. Additional Contributions.

The Florida Clogging Council's Board of Directors are empowered by unanimous vote only, to request additional contributions from the membership, when, in its judgment, the needs of the Council require such action.

Section 4. Suspension for Non-Payment of Contributions.

Any member who is delinquent in the payment of contributions for the current year more than two (2) months from the due date is deemed not in good standing. Dues not paid within the specified time will result in member being taken off the membership roll.

Section 5. Reinstatement.

To be reinstated, a membership status begins after dues payment has been received. No vote on a member's reinstatement is required.

ARTICLE III: MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

The membership shall hold an annual meeting at the FCC State Convention and two (2) other meetings: the Clogging Clinic and a sanctioned workshop designated by the Board of Directors at the FCC State Convention.

Definition: A sanctioned workshop is a workshop whose director and FCC have agreed on the following terms:

- a. The workshop director has the responsibility to provide a meeting room, provide up to two (2) teaching spots if needed, reciprocate flyers when possible, use FCC instructors if needed, provide a table for FCC, allow a discount on admission, and generally promote FCC.
- b. FCC has the responsibility to promote workshops at meetings and in FCC publications with reciprocal flyers and offer FCC instructors for workshop if needed.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by the President or Vice-President, or by any two (2) members of the Board of Directors. Any member may submit, in writing, a request for a special meeting to each member of the Board of Directors. This request must contain detailed reasons for the request for special meeting. The Board of Directors will consider all requests for special meetings, and if, in its opinion, the request has merit, will call the meeting after written notification of the membership.

Section 3. Quorum.

At any meeting, two members present, either in-person or virtually, constitute a quorum for all purposes, and the act of a majority of those members present, shall be the act of the entire membership.

Section 4. Voting Rights.

At every meeting of members, each member shall be entitled to one vote, in person or virtually. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote. Members whose contributions are paid to date and are eighteen (18) years of age or older are entitled to vote at any membership meeting.

ARTICLE III: MEMBERSHIP MEETINGS (Cont.)

Section 5. Order of Business.

The order of business at membership meetings shall be as follows:

- a. Proof of notice of meeting or waiver of notice submitted.
- b. Reading of minutes of previous meeting.
- c. Reports of Directors.
- d. Reports of Committees.
- e. Election of Board of Directors (if annual meeting).
- f. Unfinished business.
- g. New business.

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting. The order of business may be amended and changed at any meeting by the President.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Function.

The business, objectives, and general management of the affairs of this Council shall be managed in its corporate powers executed by the Board of Directors.

Section 2. Number of Directors.

The number of Directors shall be not less than four (4) which may be changed from time to time.

Section 3. Election of Directors.

The Board of Directors shall be elected by the members of the Council at the annual meeting of members by a majority vote of the members present at such meeting, as provided in Section 4 of Article III here in above.

ARTICLE IV: BOARD OF DIRECTORS (Cont.)

Section 4. Duties and Powers of Directors.

The Board of Directors shall have the authority to:

- a. Hold meetings at times and places as may be deemed proper and necessary.
- b. Appoint committees on particular subjects from members of the Board or from the membership of the Council.
- c. Audit bills and disburse the funds of the Council.
- d. Print and circulate documents and publish articles.
- e. Carry on correspondence and communicate with other associations with the same interest.
- f. Employ agents.
- g. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Board and protect the interests and welfare of the members.
- h. Elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office.
- i. Terminate the contract of any firm, individual, or other entity employed by the Board to perform any and all nature of services to the Board.
- j. Employ, retain, or terminate any employee of the Board.
- k. Organize and execute all duties necessary to operate the FCC State Convention.

Section 5. Qualifications.

All of the members of the Board of Directors shall be no less than eighteen (18) years of age. All of the members of the Board of Directors shall be members in good standing.

Section 6. Resignation.

Any Director of the Board may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7. Removal, Termination of Office.

Any one or more of the directors may be removed with cause at any time by a majority vote of the Board of Directors.

Section 8. Delegation of Authority.

The Board of Directors shall delegate authority to each executive committee to conduct the business of the Council in accordance with the policies prescribed by the Board of Directors from time to time.

ARTICLE IV: BOARD OF DIRECTORS (Cont.)

Section 9. Election of Directors.

At the annual meeting, in person or virtually, an election shall be held by the voting members on no less than four (4) Directors. Each Director shall be elected for a term of two (2) years. Prior to the annual meeting, a nominating committee consisting of three (3) members of good standing will be appointed by the President. This committee will interview prospective candidates for Board of Directors who meet the qualifications. The committee will present a recommended slate at the time of elections. Nominations will then be allowed from the floor. Only voting members in good standing are qualified to cast their votes for the directors.

Section 10. Installation of Directors.

The timing and means of installation of the newly elected Directors shall be determined by the existing Board.

Section 11. Voting of Directors.

Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically or virtually present at such meeting.

Section 12. Compensation of Directors.

The Board of Directors shall receive no money for their services.

Section 13. Liability.

The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Council.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings.

The annual meeting of the Board of Directors shall be held each year at a time and place to be determined by the President. The meeting may be held either in-person or virtually.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the President, by any two members of the Board of Directors, or by a majority of the members of any executive committee that may be in existence at such time, for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors, emailed or mailed to the last known address of such director at least five (5) days prior to the meeting date. Meetings may be held either in-person or virtually.

Section 3. Regular Meetings.

The Board of Directors shall hold regular meetings as deemed necessary by the President. The date, time, and place shall be set by the President and may be held in-person or virtually.

Section 4. Quorum Voting.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present, either for in-person or virtual meetings, shall be considered the act of the Board of Directors at any annual, special, or regular meeting.

Section 5. Absence.

Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his/her reason for doing so, and if his/her excuse should not be accepted by the members of the Board, his/her seat on the Board may be declared vacant and the Board may vote to select a substitute director from the membership of the Council to serve out the remainder of his/her term.

ARTICLE VI: DIRECTORS OF THE BOARD

Section 1. Number.

The Board of Directors of the Council shall be the President, Vice-President, Secretary, Treasurer, and such other Directors with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 2. Term of Office.

Directors shall be elected by the members at the annual membership meeting. Directors shall serve for a term consisting of two (2) years and shall be Directors of the Council. No person may be elected for more than two (2) consecutive terms for the same office.

Section 3. Installation, Commencement of Duties.

The timing and means of installation of the newly elected Directors shall be determined by the existing Board.

Section 4. Consent to Election.

Only those persons who have signified their consent to serve, if elected, shall be nominated for, or elected to, such office.

Section 5. Multiple Offices.

No person shall hold more than one office during any term.

Section 6. Vacancies in Office.

Should the office of the President become vacant by reason of termination, resignation, death, or disability, during the term of office, the Vice-President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board.

ARTICLE VI: DIRECTORS OF THE BOARD (Cont.)

Section 7. Duties of Directors.

1. President.

The President:

- a. Shall preside or be present at all meetings of the Council and shall preserve order and decorum.
- b. Will carefully supervise the affairs of the Council and work for its usefulness and efficiency.
- c. Will appoint all standing and special committees unless otherwise provided (including nominating committee) and will fill all vacancies among the office and committees caused by death, resignation, or other causes. All such appointments are to be confirmed by the Board.
- d. Shall be in charge of the critiquing process.
- e. Shall be responsible for all planning and execution of the FCC Clinic and serve on the committee of FCC State Convention.
- f. Will be responsible (or the President's designee) for all signing of legal contracts (including, but not limited to contracts for State Convention location, State Convention hotel location, etc.)
- g. Appoints a Nominating Committee for the Board of Directors' Elections.

2. Vice President:

The Vice President:

- a. Shall act as presiding officer of the Council during the absence or temporary disability of the President.
- b. Shall automatically succeed to the Office of the President in the event of death, disability, resignation, or removal from office and shall serve for the unexpired term thereof.
- c. Will serve as chairman of the FCC State Convention with a committee composed of, as a minimum, the President, Secretary, and Treasurer.
- d. Will perform other duties as assigned by the President including assistance with FCC Clinic.

3. Secretary.

The Secretary:

- a. Shall keep records and minutes of the Council meetings. Such records and minutes shall be submitted to the Board of Directors in writing.
- b. Shall handle various Council business correspondence.
- c. Shall read prior minutes from the previous Board or general meeting at the next Board or general meeting. State Convention minutes will be published on the FCC's digital website and social media for council members only.

ARTICLE VI: DIRECTORS OF THE BOARD (Cont.)

Section 7. Duties of the Directors (cont.)

4. Treasurer.

The Treasurer:

- a. Shall receive all monies due the Council and keep a just and accurate account of all receipts and disbursements.
- b. Shall draw all warrants, sign the same, and cause such warrants to be issued after approval by the President and only for the expenses of the Florida Clogging Council. Expenditures shall be restricted to necessary office supplies and other allowances and expenses as approved by the Council President and the Council.
- c. Shall submit a written current report at each of the designated Council meetings and shall also submit an annual written report at the annual FCC State Convention.
- d. Will handle all money transactions to involve State Convention. This includes registration, pre-registration, ticket sales, syllabus sales, and start up money.
- e. Shall keep current membership lists up to date.
- f. Shall pay supplemental insurance to C.L.O.G for each member.
- g. Shall file form 501c3 with the proper governmental authorities each year.

5. Reports of Directors.

All Directors of the Board shall perform the duties prescribed in Robert's Rules of Order in addition to those outlined herein and those assigned to them by the President from time to time, and deliver to their successors all officer documentation immediately following the election and installation of their successors.

6. Compensation.

The elected Directors of the Board of the Council shall receive no money for their services, but will be provided admission to the FCC State Convention.

ARTICLE VII: COMMITTEES

The Council shall have such committees as shall be necessary for the conduct of the Council's business and to carry out its objectives and purposes. All committees shall serve for one year unless otherwise specified by the directors.

ARTICLE VIII: FLORIDA CLOGGING COUNCIL HALL OF FAME

Section 1. Purpose.

Recognize someone that has had a positive impact on clogging in the state of Florida.

Section 2. Committee.

The committee will consist of:

- a. Chairperson
- b. Past Hall of Fame member.
- c. FCC member at large.

Section 3. Qualifications for candidate(s).

- a. Can be either living or deceased.
- b. Does not have to be a member of the Florida Clogging Council.
- c. Does not have to be a dancer.
- d. Has to be active in clogging activities for at least ten (10) years.

Section 4. Procedure.

1. Nominating Process

- a. Must be nominated by a member of FCC.
- b. Nomination must be in writing.
- c. Nomination name must be received by Chairperson by January 1 and nomination completed by February 1.

2. Selection Process

- a. Chairperson will blank out any reference or identifying information.
- b. Members of the Hall of Fame Committee will review nominations to determine that qualifications have been met.
- c. Committee Chairperson will then present candidate(s) to Board and Hall of Fame Committee members at next scheduled Board meeting.
- d. Chairperson will be the only one to count votes and will not divulge winner until announced on Saturday night at FCC State Convention.
- e. All voting and candidate information will be kept by Chairperson and be available to the Board for review if necessary.
- f. No more than two (2) Hall of Fame awards per year. If no candidates qualify, Committee and Board can opt to not select recipient for the year.

ARTICLE VIII: FLORIDA CLOGGING COUNCIL HALL OF FAME (Cont.)

Section 4. Procedure. (Cont)

3. Award

- a. Chairperson will introduce all members of the Hall of Fame at Saturday Night ceremony of FCC State Convention.
- b. Chairperson will read the nomination letter.
- c. Chairperson to award individual plaque to the recipient.
- d. Chairperson to announce winner and have nomination letter published on the FCC's digital website and social media for council members only.

Section 5. Hall of Fame Recipients.

- a. Will be recognized at FCC State Convention.
- b. Guaranteed free admission to FCC State Convention and access for life to the FCC's digital website and social media for members only.
- c. Receive individual plaque recognizing nomination.

ARTICLE IX: OFFICIAL PUBLICATION(S)

Section 1. Name.

The official publications of the Florida Clogging Council are the Florida Clogging Council digital website and social media for members only. The President appoints the editor(s) and webmaster(s).

The President or the President's designee will have editorial access to the website including passwords and email addresses.

Section 2. Subscriptions.

All primary members will have access to the FCC's digital website and social media for members only by paying yearly dues.

ARTICLE X: BYLAWS AMENDMENT

The bylaws of this Council may be amended, repealed, or altered in whole or in part, by a majority vote at any duly organized meeting of the members present. Notice of the proposed changes shall be emailed or mailed to each voting member at his/her last known address at least ten (10) days prior to the time and date of the meeting.

The proposed change or amendment to the bylaws shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

ARTICLE X: BYLAWS AMENDMENT (Cont.)

Upon approval and ratification of such amendment of the bylaws by the members as above set forth, the President shall oversee the preparation of such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended bylaws shall be given to any member upon request and/or can be viewed on the FCC Digital Website.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order as revised shall govern the Board of Directors, chairmen of various committees, and the members in all cases to which they are applicable, provided, however, that they do not conflict with the bylaws of the Council, or with any laws in effect in the state of Florida.

ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS, and ANNUAL AUDIT

Section 1. Contracts.

The Board of Directors may authorize any officer or agent of the Council to enter into any contract or to execute and deliver any instrument or document on behalf of the Council, which authority may be general or specific.

Section 2. Deposits.

All funds received by the Council shall be deposited to the credit of the Council in such banks or depositories as may be approved and authorized by the Directors.

Section 3. Checks.

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Council, shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, the Treasurer, or the President or the Vice-President shall sign such instruments.

Section 4. Contracts Requiring Approval of the Board of Directors.

Notwithstanding anything to the contrary herein provided, any contracts, or obligation in excess of the sum of \$500.00 shall be submitted to the Board of Directors and the affirmative action of the Board shall be deemed the action of the entire membership.

Section 5. Annual Treasurer Audit

An audit of the Treasurer's files will be performed after State Convention and before the new Treasurer takes possession of the accounts by an audit committee designated by the Board.

ARTICLE XIII: ACTIVE MEMBERSHIP

Section 1: Qualifications

- a. May be a clogging or non-clogging individual
- b. Must complete member application
- c. Application for member status must include payment for all contributions due.
- d. Membership status begins after application and payment has been received. If prior to the annual State Convention renewal will be at the first scheduled State Convention after acquiring membership status. Membership status acquired during the annual State Convention will be due the following annual State Convention.
- e. No vote on members is required.

Section 2: Conduct

The Florida Clogging Council maintains a good reputation and only desires to upgrade that reputation. Any member acting in such a manner as to cause harm to this reputation will not be tolerated. The Board of Directors shall have responsibility to reprimand, suspend, or expel any member found to cause harm to the reputation of the Florida Clogging Council.

Misconduct on the part of any member should be brought to the attention of the Board.

Any charges must be submitted to the President in writing. The President in turn, will notify by certified mail, the party named in the complaint that the charges will be acted upon at a special meeting with the Board of Directors, the party named in the complaint, and the party bringing the charges, if he /she so desires to be present.

After notification of the decision of the Board of Directors regarding the complaint, the party named in the complaint, and/or the party bringing the complaint shall have the right to appeal before the entire membership. All charges, evidence, and decisions of the Board of Directors shall then be placed before the entire membership at the next regular meeting. The voting membership shall have final determination of that appeal.

Section 3: Responsibilities

Members should attend the Florida Clogging Council meetings on a regular basis.

ARTICLE XIV: FCC INSTRUCTORS

Section 1. Qualifications.

- a. Must complete application for FCC Instructor Status
- b. Must attend and participate in three (3) workshops during the year as follows:
 - FCC Clogging Clinic (prior to being critiqued) and two (2) FCC sanctioned workshops.
 - Note: Any workshop sponsored by an FCC member may be substituted for one of the FCC sanctioned workshops.
- c. Must complete one (1) year as a member in good standing after application has been submitted and be current on membership.
- d. Must write an original routine and be critiqued by three (3) FCC instructor members, none of whom may be a sponsor of the applicant.
- e. Must physically teach clogging as an instructor or assistant instructor.

Section 2. Responsibilities.

- a. Must make themselves available to teach at a FCC sanctioned function at least once a year. This includes State Convention.
- b. Must make themselves available to critique at a function by personally contacting the critiquing Chairperson upon arrival at the function.
- c. Should attend at least two (2) FCC sponsored or sanctioned workshops in one (1) calendar year.
- d. Should attend the Florida State Clogging Council meetings on a regular basis.

Section 3. Sponsorship Responsibilities.

- a. Must have personal knowledge of the applicant's teaching abilities before sponsoring.
- b. Must inform and assist the applicant with all FCC requirements for Instructor status and should assist in the preparation for the critique process.
- c. Should attend the FCC Clogging Clinic with the applicant.
- d. Revocation of sponsorship is not allowed after application has been approved.

ARTICLE XIV: FCC INSTRUCTORS (Cont.)

Section 4: Instructor Waiver.

- a. A waiver can be granted to an instructor applicant in lieu of the requirements for FCC Instructor as outlined in Article XIV, Section 1 except the applicant must be a current FCC member.
- b. Members who have been teaching as an instructor for clubs or organizations that have not been part of FCC can be admitted as FCC instructors upon the recommendation of two FCC instructors who have personal knowledge of the applicant's teaching abilities and agree to sponsor the applicant.
- c. Applicant must be approved by a majority of the members of the Board of Directors.

Section 5. Inactive Status.

Any FCC instructor member can resume Instructor status as follows:

- a. Membership status begins after dues payment has been received.
- b. No vote on members is required.

ARTICLE XV: RECORDS

The Council shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Board of Directors, at the principal office of the Council. All such records may be inspected by any director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

DATED AND ADOPTED: June 23, 2021

CORPORATE NAME: Florida Clogging Council

By: Betty L. Stichel PRESIDENT

ATTEST: Kate S Stalaly SECRETARY