

BYLAWS
OF
FOUNDATION FOR THE PRESERVATION AND PROMOTION
OF SQUARE DANCING, INC.



THE FOUNDATION

For the Preservation and Promotion of Square Dancing

Approved April 1, 2012

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ARTICLE I. OFFICES

Section 1. Name.

The name of the Corporation shall be the Foundation For The Preservation And Promotion Of Square Dancing, Inc.

Section 2. Principal Office

The principal office for the transaction of the business of the corporation shall be located at 200 SW 30th Street, Suite 104, Topeka, KS 66611. The location of this office may be changed by the Board of Directors as it sees fit.

Section 3. Other Offices

Branch offices and other places of business may be established at any time by the Board of Directors at any place or places where the corporation is qualified to do business, whether within or without the State of Georgia.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors.

The Board of Directors shall, at all times, consist of the exact same Members as make up the CALLERLAB Board of Governors and will be known as “Directors” or “the Board”.

Section 2. Powers.

The Board of Directors shall have authority to manage the affairs and exercise the powers, privileges and franchises of the corporation as they may deem appropriate for the interest of the corporation, subject to the limitations of Georgia law the terms of the Articles of Incorporation, these Bylaws, and such policies and directives as may be prescribed by the Board from time to time. Without limiting its general powers, the Board of Directors shall have the following powers:

- (A) To establish policies for overall management of the business of the corporation, and to make rules, regulations, policies, and procedures not inconsistent with law, the Articles of Incorporation, and these Bylaws.
- (B) To borrow money and incur indebtedness for the purposes of the corporation, including requests from the Executive Directors or Executive Secretary and to cause to be executed and delivered, in the corporate name, evidence of debt and securities for them.
- (C) To approve all monetary expenditures in excess of \$5,000.

- (D) To create such committees, as the Board of Directors may deem prudent or necessary.
- (E) To select and remove members from any office created pursuant to Section 2(D) above and to prescribe their powers and duties.
- (F) To delegate to the Executive Directors any and all the powers and authority of the Board of Directors, except
 - (1) The power to amend these Bylaws
 - (2) The power to take any action that requires approval of the Board.

Section 3. Meetings.

The annual meeting of the Board of Directors shall be held at the location and time of the annual CALLERLAB convention. Special meetings of the Board may be called at any time by the Chairman of the Board.

Section 4. Notice of Meetings.

No notice need be given for the annual meeting of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given to each Director personally, or by mail, or Electronic mail addressed to him at his last known address, at least 30 days prior to the meeting.

Section 5. Quorum.

A majority of the Board of Directors shall constitute a quorum at any meeting of the Directors.

Section 6. No Meeting Necessary.

Any action required by law or permitted to be taken at any meeting of the Board of Directors may be taken by Electronic mail, if written consent has been signed by all the Directors agreeing to action by Electronic mail. Such consent shall be filed with the Executive Secretary and maintained in the corporate records.

Section 7. Rules of Order.

Roberts Rules of Order, as most recently revised, shall govern all meetings of the Board of Directors except where they conflict with Georgia law, the Articles of Incorporation, or these Bylaws.

Section 8. Voting.

At all meetings of the Board of Directors each Director shall have one vote and, except as otherwise provided herein or provided by law, all questions shall be determined by a majority vote of the Directors present. Voting by a proxy is prohibited.

ARTICLE III. EXECUTIVE DIRECTORS

Section 1. Composition of the Executive Directors.

The Executive Directors shall, at all times, consist of the exact same Members as make up the CALLERLAB Executive Committee (EC) and will be known as “Executive Directors” or “FED”.

The Foundation Chairman shall, at all times, be the CALLERLAB Chairman of the Board. The Foundation Vice Chairman shall, at all times, be the CALLERLAB Vice Chairman.

Section 2. Powers.

The Executive Directors shall have authority to oversee the day to day affairs and operation of the corporation as they may deem appropriate, subject to the limitations of Georgia law, the terms of the Articles of Incorporation, these Bylaws, and such policies, procedures and directive as may be prescribed by the Board from time to time. Without limiting their other powers, the Executive Directors shall have the following powers:

- (A) To oversee the day-to-day operations of the corporation as implemented by the Executive Secretary.
- (B) To make rules, regulations, policies, and procedures not inconsistent with law, the Articles of Incorporation, these Bylaws, and any policies, or procedures, or directives established by the Board of Directors.
- (C) To approve all monetary expenditures between \$1,000 and \$5,000.
- (D) To select agents of the corporation, prescribe their powers and duties, fix their compensation, and require from them security for faithful service.

Section 3. Foundation Chairman.

The Foundation Chairman shall preside at all meetings of the Board of Directors and meetings of the Executive Directors. The Foundation Vice Chairman shall have all the powers of the Foundation Chairman in the event of his absence or inability to act, or in the event of a vacancy in the office of the Foundation Chairman.

The Foundation Chairman shall confer with the other Members of the Executive Directors and with the Executive Secretary on matters of general policy affecting the business of the corporation and shall have, in his discretion, power and authority to generally supervise all the affairs of the corporation and the acts and conduct of all the officers of the corporation, and shall have such other duties as may be conferred upon the Foundation Chairman by the Board of Directors.

Section 4. Meetings.

The FED shall meet at the location and time of the CALLERLAB Executive Committee meetings. Special meetings of the FED may be called at any time by the Foundation Chairman. Special meetings may be held by teleconferencing or other electronic means.

Section 5. Notice of Meetings.

No notice need be given for meetings of the FED. Notice of any special meeting of the FED shall be given to each FED Member personally, or by mail, or Electronic mail addressed to him at his last known address, at least 10 days prior to the meeting.

Section 6. Quorum.

A majority of the FED shall constitute a quorum at any meeting of the FED.

Section 7. No Meeting Necessary.

Any action required by law or permitted to be taken at any meeting of the FED may be taken by Electronic mail, if written consent has been signed by all the FED Members agreeing to action by Electronic mail. Such consent shall be filed with the Executive Secretary and maintained in the corporate records.

Section 8. Voting.

At all meetings of the FED each FED Member shall have one vote and, except as otherwise provided herein or provided by law, all questions shall be determined by a majority vote of the FED present. Voting by a proxy is prohibited.

ARTICLE IV. EXECUTIVE SECRETARY

Section 1. Executive Secretary, Assistant Executive Secretary and Treasurer.

The Executive Secretary shall be the same person as the CALLERLAB Executive Director.

The Assistant Executive Secretary (if any) shall be the same person as the CALLERLAB Assistant Executive Director.

The Foundation Treasurer shall be the same person as the CALLERLAB Treasurer.

Section 2. Term of Office.

The Executive Secretary, Assistant Executive Secretary (if any) and Treasurer shall take office immediately after the vote to confirm them as noted in ARTICLE IV, Section 1. The Executive Secretary, Assistant Executive Secretary (if any), and Treasurer shall serve for one year or until the Executive Secretary, Assistant Executive Secretary (if any), and Treasurer have been confirmed at the next Board meeting as noted in ARTICLE IV, Section 1.

Section 3. Powers.

The Executive Secretary shall be responsible for the immediate supervision of the affairs of the corporation. It shall be his duty to attend constantly to the business of the corporation and maintain strict supervision over all of its affairs and interests. He shall keep the Board fully advised of the affairs and condition of the corporation, and shall manage and operate the business of the corporation pursuant to such policies as may be prescribed from time to time by the Board of Directors or Executive Directors.

It shall be the duty of the Executive Secretary to keep a record of the proceedings of all meetings of the Board of Directors and meetings of the Executive Directors; to keep the stock records of the corporation;

to notify the Directors and Executive Directors of meetings as provided by these bylaws; and to perform such other duties as may be prescribed by the Chairman of the Board.

Without limiting his other powers, the Executive Secretary shall have the following powers:

- (A) To approve all monetary expenditures less than \$1,000.
- (B) To select service providers, suppliers, and facilities as he deems appropriate.

The Assistant Executive Secretary (if any) shall perform such duties as assigned by the Executive Secretary. The Assistant Executive Secretary shall assume the duties and responsibilities of the Executive Secretary in the event of his absence or inability to act.

The Treasurer shall be charged with the management of the financial affairs of the corporation and shall have the power to recommend action concerning the corporation's financial affairs to the Executive Directors and the Board and shall perform such other duties and have such other powers as may from time to time be delegated to him by the Chairman of the Board. He shall have charge of the financial records and accounts of the corporation, and shall keep and maintain adequate and correct books showing the receipts and disbursements of the corporation and an account of its cash and other assets. He shall render to the Board of Directors or Executive Directors, on request, statements of the financial condition of the corporation. Such statements shall be rendered at least annually.

ARTICLE V. INDEMNIFICATION

Section 1. General.

Under the circumstances prescribed in Sections 3 and 4 of this Article, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nob contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action in the Right of the Corporation.

Under the circumstances prescribed in Sections 3 and 4 of this Article the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or

agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Conditions to Indemnification.

To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

Section 4. Determination by Corporation.

Except as provided in Section 3 of this Article and except as may be ordered by a court, any indemnification under Sections 1 and 2 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the firm of independent legal counsel then employed by the corporation, in a written opinion.

Section 5. Advance Payment.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 6. Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VI. AMENDMENT

These Bylaws may be amended by a majority vote of the Board of Directors.