

BYLAWS
OF
ISTHMUS DANCE COLLECTIVE, INC.

Article I- Name

The name of this organization shall be Isthmus Dance Collective, Inc., henceforth referred to as Isthmus Dance Collective or IDC (also referred to herein as the “organization”).

Article II- Objectives

The objectives of Isthmus Dance Collective shall be:

- (a) Isthmus Dance Collective (IDC) aims to provide greater access to dance opportunities on the individual, inter-organizational, and community levels in ways that are sustainable for the artists and high impact for the arts community in the Madison area and beyond.
- (b) Members of IDC work cooperatively in a non-hierarchical manner to provide accessible and inclusive dance education and outreach, performances, and to promote dance dialogue in the community.

Article III- Members

Section 1- Types of Members

- (a) Governing Board: The Governing Board shall be composed of the President, Vice President, Secretary, Treasurer, and Directors shall serve as the policy-making board.
- (b) Associate Membership: Associate Membership will be open to any dance related organizations, recreational leaders, or supporters of dance activities. Associate membership status will be granted to contributors who annually donate a minimum contribution (monetary and/or labor) to the IDC decided by the Governing Board.
- (c) Individual membership: Full Individual membership will be open to any individual who has been an associate member for a period of 6 months or more and contributes, on a monthly basis, a minimum amount in the form of both money and labor to the organization.
- (d) Honorary Membership status may be granted by the Governing Board to any individual determined deserving by a two-thirds vote of the Governing Board.

Section 2- Membership Eligibility and Admission Procedures

IDC Membership status may be granted by the Governing Board to any individual, group or organization determined deserving by a two-thirds vote of the Governing Board.

Section 3- Contributions (dues)

Contributions (dues) shall be established herein or as determined by the Governing Board each year during the annual meeting.

Section 4- Code of conduct

All directors will follow the described behavior in the membership contract and abide by the code of conduct.

Section 5- Voting

- (a) Elections will be held on a yearly basis at the time of the general meeting to:
 - (i) Elect officers and directors of the Governing Board.
 - (ii) Approve measures through a general referendum.
- (b) Each full member of the IDC shall be afforded exactly one vote.

Article IV- Officers and Directors

Section 1- Officers and Duties

- (a) The officers of the organization shall be the President, Vice President, Treasurer, and Secretary.
- (b) The officers shall perform the duties indicated here, and as may otherwise be prescribed by the Governing Board.

President. The president shall serve as the executive officer of the IDC and in this capacity shall preside over Board meetings; serve as chair of the executive committee; serve as an ex-officio member of all other committees except the nominating committee; recommend what committees should be formed and who should chair them; be the primary spokesperson for the organization; lead the Board in the performance of its responsibilities; and perform such other duties as directed by the bylaws and the Governing Board.

Vice President. The vice president is the operations officer of the organization and in this capacity shall perform those functions delegated to the vice president by the president; perform the duties of the president when the president is unable to perform them; and serve as the chair of at least one committee that is operational in scope.

Secretary. As the officer responsible for the records and correspondence of the organization, the Secretary shall perform those functions delegated to the secretary by the president; safeguard all the records of the organization including Board actions, decisions, and actions for future meetings; record and retain the minutes of all board and executive committee meetings and collect and retain the minutes of all other committees' meetings; give notice of meetings and distribute minutes and other documents as needed; and serve as chair of one committee. The Secretary shall be sufficiently familiar with the organization's legal documents (articles, bylaws, etc.) to note applicability during meetings.

Treasurer. The treasurer is the financial officer of the organization, and in this capacity shall ensure that IDC's fiscal duties (including annual tax filing) are fulfilled; safeguard the assets of the organization; maintain control over the receipt and disbursement of the organization's funds; be responsible for presenting finances at the general meeting; share financial information with the public; serve as chair of the Finance Committee; oversee the preparation of the annual budget; and have signing authority on IDC's bank account.

Section 2- Directors

Directors. In addition to the officers listed in Section 1, the Governing Board shall be composed of a maximum of 11 representative directors elected by full members of the organization.

Section 3- Voting

Each member of the Governing Board shall be afforded one vote. Proposals will require approval of a minimum of two-thirds of the votes present to pass.

A simple majority of the members of the Governing Board shall constitute a quorum.

All classifications of membership shall be afforded the opportunity to speak at any regular meeting without voting privileges.

Section 4- Nomination Procedure and Time of Elections

- (a) Nominations for office shall be received at the spring (annual) meeting of the organization. The newly elected officers will arrange with the previous officers to determine a customized schedule on transitioning roles.
- (b) Any full member of the organization shall be eligible to hold office annually.

Section 5- Ballot Election, Term of Office

- (a) A majority vote shall be required to be elected to office.
- (b) Voting for office shall be by secret ballot.
- (c) Officers shall serve for a term of one year or until their successors are elected.
- (d) The term of office shall begin on September 1st following an interim period of training provided by the incumbent.
- (e) No member shall hold more than one elected office at a time.
- (f) Term limits: officers shall not serve more than two consecutive terms in the same office.

Section 6- Resignation

Any member of the Governing Board desiring to resign from membership shall submit their resignation in writing to the Secretary. Officers will provide 4 weeks minimum notice to the organization of their resignation and 2 weeks for directors. Officers will assist and train their replacements as needed. For the efficiency and health of the organization, an emergency meeting of the Governing Board will be called to determine the interim replacement.

Section 7- Conflict of Interest

- (a) No director, principal officer, or member of a committee with the Governing Board shall benefit financially as a result of their role in the organization.
- (b) As individuals and members of IDC, officers and directors are permitted to participate in artistic and educational activities of the organization but shall have no special consideration or guarantees.

Article V- Meetings

Section 1- Regular Meetings

- (a) Meetings of the Governing Board shall be held quarterly (September, January, March, June) as well as monthly management meetings. Officers and directors are required to attend a minimum of 2 of 4 meetings per year. The President and Vice President must be in attendance.
- (b) The March meeting shall be the annual meeting of the IDC.

Section 2- Special Meetings

- (a) Special meetings of the Governing Board may be called by the request of one-third of the Governing Board or by the president.
- (b) Except in the case of extreme emergency, at least 7 days notice shall be given for the call of a special meeting.

Section 3- Quorum

A simple majority of the members of the Governing Board shall constitute a quorum.

Article VI- Committees

Section 1- Committees shall be established by the Governing Board.

Section 2- Qualifications for Committee membership

- a) Committee Members may be appointed from any classification of membership.
- b) Committee members shall be appointed by the President, and members approved by the committee chair.
- c) Committees shall be chaired by a director or an officer.

Article VII- Dissolution

Upon dissolution of the IDC, any remaining assets after settling debts will be donated to one or more nonprofit arts organizations exempt under section 501(c) (3) of the Internal Revenue Code as chosen by the Governing Board.

Article VIII- Indemnification

IDC shall indemnify its Directors and Officers to the extent that Directors and Officers are required by sections 181.041-181.047 of the Wisconsin Statutes. IDC shall indemnify its Volunteers in the same manner and to the same extent that it indemnifies its Directors and

Officers. For purposes stated in this document, the term “volunteer” refers to a natural person and an employee of the Isthmus Dance Collective who provides services to or on behalf of IDC without compensation.

Article IX- Amendment of Bylaws

These bylaws may be amended at the annual meeting of the organization by a two-thirds majority vote, provided that the amendment has been submitted to the Governing Board for discussion via email at least 2 weeks before the annual meeting.