

Texas International Folk Dancers (TIFD) Bylaws¹

PREAMBLE AND DEFINITIONS

1. Preamble

These Bylaws constitute the code of rules adopted by the Texas International Folk Dancers, hereinafter referred to as the corporation, for the regulation and management of its affairs.

2. Terms and Definitions

- (a) Annual meeting: A meeting of the membership, called once each year, that is held in accordance with the provisions of these Bylaws.
- (b) Ballot: The method of voting, which may be conducted by paper or electronic means as authorized by these Bylaws.
- (c) Board: The individuals serving as Trustees for the corporation.
- (d) Committee: A group, created by the Board, of individuals that consider, investigate, take action on, or report on matters delegated to that group by the Board.
- (e) Ex officio Trustee: An individual who is appointed to the Board by the Trustees. Ex officio Trustees are entitled to receive notice of and to attend Board meetings but are not entitled to vote on Board actions.
- (f) Mail: Communication by paper or electronic means.
- (g) Membership: Members of the corporation.
- (h) Notice: Announcement to the membership or Board by means of mail or any other corporation publication.
- (i) Ratification: Making an action valid that otherwise may not have been validly taken.
- (j) Regular Board meeting: A meeting of the corporation's Board of Trustees, held in accordance with these Bylaws, at which Board business is conducted.
- (k) Special Board meeting: A meeting of the corporation's Board of Trustees, held in accordance with these Bylaws, that is not a regular Board meeting and at which Board business is conducted.
- (l) Special meeting: A meeting of the membership, called in accordance with the provisions of these Bylaws, that is not an annual meeting of the corporation.

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- (m) Trustee: An individual who is elected to the Board by the membership or who is appointed to the Board by the Trustees to fill a vacant Trustee position.

ARTICLE I – BOARD OF TRUSTEES

1. Composition and Term of Office

- (a) The principal governing body of the corporation shall be a Board of Trustees elected directly by the corporation's membership.
- (b) The Board shall consist of nine Trustees and any number of ex officio Trustees, each of whom shall have been a member of the corporation for at least one year prior to their election or appointment and each of whom shall maintain their membership in the corporation for the duration of their tenure.
- (c) The Board shall be a staggered Board of Trustees, in which one-third of the Trustees shall be elected each year and each Trustee shall serve a three-year term, in accordance with the provisions of these Bylaws. A Trustee whose term is expiring and who is eligible to serve another consecutive term must be elected by the membership in order to serve that term.
- (d) If an individual serves as a Trustee during six consecutive years, that individual may not serve again as a Trustee until at least one year after the end of that period.
- (e) If a Trustee vacancy occurs for any reason, the President shall appoint a replacement Trustee within 30 days, subject to Board approval, who shall serve the remainder of the term of their predecessor in office. The replacement Trustee's term shall begin upon Board approval of the appointment.
- (f) A Trustee shall be considered as having resigned if that Trustee:
 - i) does not participate in at least fifty percent (50%) of Board meetings over any six consecutive month period, but beginning no earlier than the month after the month in which they were elected or appointed, or
 - ii) ceases to be a member of the corporation.

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(g) Trustees who have been elected shall take office, and Trustees whose terms are expiring shall leave office, at the beginning of the first meeting of the Board held no sooner than 30 days following the election of Trustees.

2. Officers and Ex Officio Trustees

(a) The Board shall elect its own President and Vice President from among the Trustees at the Board's first meeting following any election of Trustees. These officers shall serve until the next Board meeting following any election of Trustees or until new officers are elected, whichever occurs sooner.

(b) The Board shall appoint a Secretary, Treasurer, and a Registered Agent, each of whom shall serve until a replacement is appointed. If these officers are not already Trustees, they shall become ex officio Trustees upon appointment.

(c) The Board may appoint a Parliamentarian, an Assistant Treasurer, and an Auditor, each of whom shall serve until a replacement is appointed or until the position is deemed no longer necessary by the Board. If not already a Trustee, the individual filling the position shall become an ex officio Trustee upon appointment.

(d) No member of the corporation may fill more than one of the following officer positions: President, Vice President, Secretary, and Treasurer.

(e) If an officer position becomes vacant, the Board shall fill that position within 30 days from the date of that vacancy.

(f) A Trustee or ex officio Trustee of the corporation, or a member of a Board committee of the corporation, when acting on behalf of the corporation, shall act in good faith, with ordinary care, and in a manner reasonably believed to be in the best interest of the corporation.

(g) Any action taken on behalf of the corporation by a Trustee or ex officio Trustee of the corporation, or a member of a Board committee of the corporation, shall be ethical, equitable, and not constitute a conflict of interest for that individual.

(h) Notwithstanding Article Nine of the Certificate of Formation of the corporation, if an individual claims expenses incurred on behalf of the corporation, but those expenses

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would have been incurred even if no corporation activity had taken place, reimbursement from the corporation shall not be allowed.

3. Board and Committee Meetings

- (a) The Board shall meet at least four times a year. At least one Board meeting shall be held as soon as possible after the Trustee elections, with at least the minimum notice required by these Bylaws, but no later than three months after the election.
- (b) Board meetings shall be called by the President. Board meetings must be called if requested by the President, by the request of at least five Trustees, or by written petition of at least 10% of the members of the corporation.
- (c) Standing and special committee meetings shall be called by the chair of that committee.
- (d) At least 30 days notice of any regular Board meeting shall be provided to all Trustees, ex officio Trustees, and the membership. Special Board meetings may be called if a majority of the non-vacant Trustee positions consent and if no less than 24 hours notice is provided to all Trustees and ex officio Trustees.
- (e) A quorum of the Board at a regular or special Board meeting shall consist of five Trustees who are present or participating in accordance with these Bylaws. No Board actions may occur without a quorum present or participating in accordance with these Bylaws unless lack of a quorum is solely the result of one or more vacant Trustee positions.
- (f) A quorum of a committee shall consist of a majority of the individuals serving on that committee who are present or participating in accordance with these Bylaws.
- (g) Participation at a regular or special Board meeting or a committee meeting may be by remote communication technology if:
 - i) each participant can communicate with all other participants,
 - ii) the corporation implements reasonable measures to identify each individual voting at the meeting by means of remote communication, and
 - iii) the corporation keeps a record of any vote or other action taken.
- (h) Board business may be conducted at regular or special Board meetings. A Trustee may vote in person, by written proxy, or by remote communications authorized under this

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Article. Board actions must be approved by a majority of the number of non-vacant Trustee positions.

- (i) Committee business may be conducted at meetings called by that committee chair. A committee member may vote in meetings in person, by written proxy, or by remote communications authorized under this Article. Committee actions must be approved by a majority of the individuals serving on that committee.
- (j) Any vote which could be taken at a Board meeting may be taken without a meeting if the number of Trustees necessary to approve an action approve it in writing. Approval is contingent upon the corporation implementing reasonable measures to verify that every individual voting is sufficiently identified. Any such written consent by Trustees shall be filed with the Board meeting minutes and any Trustee not consenting to the approval of that action shall be given prompt notice by the Board when that approval occurs.
- (k) Any vote which could be taken at a committee meeting may be taken without a meeting if the number of committee members necessary to approve an action approve it in writing. Approval is contingent upon the corporation implementing reasonable measures to verify that every individual voting is sufficiently identified. Any such written consent by committee members shall be filed with the Board and any committee member not consenting to the approval of that action shall be given prompt notice by the committee when that approval occurs.
- (l) A Trustee present or participating at a Board meeting at which a Board action is taken, or a committee member present or participating at a committee meeting at which a committee action is taken, shall be assumed to have assented to that action unless:
 - i) that individual's dissent or abstention has been entered in the meeting minutes, or
 - ii) that individual has filed a written dissent or abstention with respect to that action with the individual acting as the secretary of that meeting, either before or within a reasonable time after that meeting is adjourned, or
 - iii) if the Board or a committee determines that an individual's vote is a conflict of interest for that individual, then that individual's vote, if not an abstention, shall be changed to an abstention in the meeting minutes and the Board or committee shall reconsider the results of that vote.

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(m) Any member of the corporation may attend Board meetings as a non-voting participant.

The Board may vote to restrict attendance at Board meetings during discussion of certain items. The Board shall include the topics of those items and any actions taken in the minutes for that meeting.

(n) All actions taken by the Board, including the details of any vote taken and any changes in the composition of the Board, such as installations, appointments, resignations, or removals of officers or Trustees, shall be recorded in the minutes of that meeting or, if the action occurred outside of a Board meeting, in the minutes of the next Board meeting.

4. Authority to Sign Contracts and Checks

(a) The Board of Trustees may authorize any officer(s) or agent(s) of the corporation, 18 years of age or older, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authorization may be general or confined to specific instruments.

(b) All checks, drafts or orders for the payment of money, including contracts for goods or services, notes or other evidences of indebtedness issued in the name of the corporation, must be signed by such authorized officer(s) or agent(s) of the corporation and in such manner as is from time to time determined by the Board of Trustees.

5. Special Actions

The Board shall act upon any concerns, in accordance with the corporation's Bylaws, rules, and policies, expressed by members and others interested in the purposes of the corporation, concerning the operation of the corporation or its participants' behavior in corporation activities. In particular, the Board shall take any action necessary to provide a safe and comfortable environment at corporation activities and to prevent any form of harassment, including harassment related to gender, age, physical appearance, sexual orientation, race, religion, or physical or mental capability.

6. Ratification of Unauthorized Acts

If the corporation fails to obtain proper authorization for any act or transaction otherwise within its power, or for any election or appointment of a Trustee, that act, transaction, election, or appointment may be ratified or validated as authorized by law.

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ARTICLE II – ACTIVITIES, MEETINGS, NOMINATIONS, AND MEMBERSHIP VOTING

1. Any individual who complies with the rules and policies of the corporation, as determined by the Board and in accordance with the provisions of these Bylaws, may participate in activities and meetings of the corporation. Individuals who have been prohibited from participating in activities and meetings of the corporation may petition the Board for reconsideration of the prohibition. The Board may choose to reconsider or not reconsider the prohibition and, if reconsidered, may choose to revoke, modify, or uphold the prohibition.
2. A meeting of the membership may be held using remote communication technology if:
 - (a) each participant can communicate with all other participants,
 - (b) the corporation implements reasonable measures to identify each individual voting at the meeting by means of remote communication, and
 - (c) the corporation keeps a record of any vote or other action taken.
3. Meetings of the Membership
 - (a) Meetings of the membership must be held as required by the provisions of these Bylaws or within 30 days of either:
 - i) a request by at least five Trustees, or
 - ii) submission to the Board of a written petition signed by at least 10% of the membership.
 - (b) A quorum shall consist of at least 20% of the membership at the time of that meeting.
 - (c) At least two weeks notice of any meeting of the membership, including any agenda items to be voted on, shall be provided to the membership.
4. Annual Meeting
 - (a) An annual meeting of the membership shall be held once each year during the Thanksgiving weekend or at a time as determined by the Board. Presentation of corporation reports and membership votes on posted agenda items shall be conducted at that meeting.
 - (b) Election of Trustees to fill vacant and expiring positions shall be conducted at the annual meeting, according to the provisions of these Bylaws.

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5. Nomination of Candidates for Trustees

- (a) The Board shall approve a Nominations and Appointments Committee chair no later than the first Board meeting following the election of Trustees.
- (b) The Nominations and Appointments Committee shall request nominees for Trustee from the membership. The request shall include a summary of Trustee duties and responsibilities and a nominee filing petition, prepared by the Nominations and Appointments Committee, requesting information about the nominee.
- (c) The Nominations and Appointments Committee shall receive nominee filing petitions, confirm that nominees will have been members of the corporation for at least one year prior to their election, confirm the adequacy of the filing petitions, and actively solicit additional nominees, all in accordance with the committee's rules.
- (d) The Nominations and Appointments Chair shall provide the names and information for all eligible nominees to the Board and to the membership and shall provide updated reports, all as requested by the Board.
- (e) The Nominations and Appointments Committee shall accept nominations for Trustee, including information required for nomination, no later than the start of the meeting at which the election of Trustees has been placed on the agenda or, if a meeting cannot be held, 10 days prior to the initiation of the mail vote.
- (f) The Board shall provide notice of the election of Trustees to the membership no later than 30 days prior to a meeting at which the election of Trustees has been placed on the agenda or 30 days prior to the date on which the election will be conducted by mail ballot. This notice shall include names and information pertaining to eligible nominees and the names of the members of the Nominations and Appointments Committee.
- (g) At a meeting at which the election of Trustees has been placed on the agenda, the Nominations and Appointments Committee shall announce the list of eligible nominees. Additional nominations may be made from the floor at that meeting provided that the Nominations and Appointments Committee confirms at that time that each individual so nominated has complied with the eligibility requirements of this section. The membership present at that meeting shall be afforded an opportunity to examine, prior to the elections, the petition of an individual nominated from the floor.

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- (h) If a position to be filled on the Board is for other than a three-year term, a nominee may request that they be considered only for that position.
6. Election of Trustees at Annual Meeting of the Membership
- (a) Trustees may be elected by a majority of the votes cast by members of the corporation who are present and voting at the annual meeting at which the election of Trustees has been placed on the agenda. A voice vote is permissible unless balloting is required by this article.
 - (b) If terms of office of different lengths are being filled in the election, the length of term for each elected Trustee shall be determined prior to the voice vote by mutual agreement of the nominees or, if there is no mutual agreement, the election shall be conducted by ballot in accordance with the provisions of this article.
 - (c) The Board shall notify the membership of the election results within 30 days of the date of the election.
7. Election of Trustees by Ballot
- (a) Elections shall be conducted by ballot, in accordance of the provisions of this article, if:
 - i) the number of nominees does not equal the number of vacant and expiring Trustee positions,
 - ii) agreement cannot be reached for terms of office of different lengths, or
 - iii) elections cannot be conducted at an annual meeting in accordance with these Bylaws.
 - (b) On or before December 15, the Nominations and Appointments Committee shall mail or deliver to the membership notice of an election of Trustees, an election ballot, and information about the nominees, as approved by the Board. Nominees shall be those whose names were presented at the annual meeting at which the election of Trustees had been placed on the agenda (if an annual meeting was held) and any for whom valid petitions, as described in this article, were received by the Board on or before December 10.
 - (c) The President shall appoint a proctor to receive and tally ballots. The proctor's name and mailing addresses shall be included with the ballots.

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- (d) Ballots electronically submitted or postmarked by December 31 and received by the proctor by January 10 shall be tallied.
 - (e) The number of individuals who are candidates for Trustee positions, equal to the number of vacant and expiring Trustee positions, receiving the largest number of votes shall be elected as Trustees. If two or more candidates have an equal number of votes, and the total number of those candidates is greater than the number of remaining available Trustee positions, the Trustees who are not candidates for those positions shall determine the candidates elected to those positions. If there are still vacant Trustee positions after elections, they shall be filled in accordance with the provisions of Article I of these Bylaws.
 - (f) If terms of office of different lengths are being filled in the election, those elected with the largest number of votes shall serve the longest terms, unless all nominees have agreed otherwise prior to the election.
 - (g) The proctor shall notify the Board of the election results by January 15. The Board shall notify the membership of those results by January 20.
8. Consent Item Voting at Meetings of the Membership
- (a) Proposed actions of the corporation may be presented for approval to the membership at meetings of the membership that have been called in accordance with the provisions of this article.
 - (b) Approval of proposed actions, other than amendments to the Certificate of Formation, requires a majority of the votes cast by members of the corporation who are present and voting at the meeting at which the action is submitted for a vote, in accordance with the provisions of this article.
 - (c) The Secretary of the Board shall post the voting results with the Board within 15 days of the date of the vote. The Board shall notify the membership of those results within 30 days of the date of the vote.
9. Consent Item Voting by Ballot
- (a) Proposed actions of the corporation may be presented for approval to the membership by ballot.

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- (b) If the ballots are to be tallied by hand, the President of the Board shall appoint a proctor to receive and tally the ballots. The proctor's name and addresses (email and street) shall be included with the ballots.
- (c) All ballots postmarked or electronically submitted to the proctor within 14 days of being mailed or otherwise distributed to the membership and that are also received within 21 days of distribution to the membership shall be tallied.
- (d) Approval of proposed actions, other than amendments to the Certificate of Formation, requires a majority of the members of the corporation voting, in accordance with the provisions of this article.
- (e) The proctor shall notify the Board of the voting results within 25 days of a ballot distribution to the membership. The Board shall notify the membership of the voting results and adoption of proposed actions within 30 days of the ballot distribution to the membership.

ARTICLE III – INDIVIDUAL MEMBERSHIP

1. A member of the corporation is an individual who:
 - (a) is 18 years of age or older;
 - (b) has had their membership application to the corporation approved by the corporation's Member Services Committee;
 - (c) complies with the rules and policies of the corporation, as determined by the Board, and has not been prohibited from attending activities and meetings of the corporation; and
 - (d) has paid the applicable membership dues.
2. An associate member of the corporation is an individual who meets all of the criteria for a member of the corporation other than the age requirement.
3. The membership year shall be established by the Board.
4. Members and associate members of the corporation may attend all meetings of the membership and serve as voting members of standing and special committees of the corporation.

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5. Members, but not associate members, may vote on issues presented to the corporation's membership for approval and may serve as Trustees, ex officio Trustees, and corporation officers.
6. Members and associate members of the corporation may participate in any insurance program offered through the corporation.

ARTICLE IV – GROUP AFFILIATION

1. Any nonprofit folk dance, or related folk arts, group whose purposes are consistent with those of the corporation may apply for and receive affiliation with the corporation, provided that:
 - (a) the group submits a completed application that is subsequently approved by the Member Services Committee;
 - (b) the group's membership includes at all times at least five members of the corporation and meets at least eight times in any 12-month period; and
 - (c) the group pays all applicable registration fees.
2. Affiliated groups shall have their names listed in the corporation's publications, shall be entitled to have publicity of their events included in the corporation's publications, and shall be entitled to co-sponsor events with the corporation, subject to approval by the Board.
3. A group's affiliation with the corporation may be suspended or revoked by the Board if that group's contact person for communications with the corporation is notified by the Board in writing of that action. A group whose affiliation has been suspended or revoked may petition the Board for reconsideration of that action. The Board may choose to reconsider or not reconsider that action and, if reconsidered, may choose to revoke or uphold that action.

ARTICLE V – DUTIES OF THE OFFICERS

1. The President shall:
 - (a) Preside at all Board meetings.
 - (b) Preside at all meetings of the membership that are called in accordance with the Bylaws.
 - (c) Appoint chairs for all committees, subject to approval by the Board.
 - (d) Be responsible for carrying out decisions of the Board.

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- (e) Present, at the first meeting of the succeeding Board, a report giving a review of the corporation's activities for the past year.
2. The Vice President shall:
- (a) Assume the duties of the President in the absence of the President.
 - (b) Assist the President in coordinating the activities of the corporation.
3. The Secretary shall:
- (a) Be responsible for the minutes of all Board meetings and meetings of the membership.
 - (b) Be responsible for the official correspondence of the corporation.
 - (c) Issue notices of all Board meetings and meetings of the membership, in accordance with the Bylaws.
 - (d) Be responsible for the written records of the corporation, except those specifically assigned to other members by the Board, and make these records available for examination by any member of the corporation.
4. The Treasurer shall:
- (a) Receive all revenues of the corporation, deposit those revenues into federally approved financial institutions, and transfer funds among accounts, as directed by the Board.
 - (b) Pay all debts and liabilities of the corporation, as directed by the Board.
 - (c) Maintain financial records of the corporation using generally accepted accounting principles and make those records available for examination upon request by any member of the corporation.
 - (d) Present to the Board an updated financial report of the corporation at each Board meeting, unless directed otherwise by the Board.
 - (e) File all federal, state and local tax forms of the corporation by or before applicable deadlines.
 - (f) Prepare budgets, financial reports, and analyses as directed by the Board.
5. The Registered Agent shall:
- (a) Serve as the contact between the State of Texas and the corporation.

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- (b) Advise the Board on compliance with the corporation's Certificate of Formation and Bylaws.
 - (c) Submit in a timely manner any required reports to the State of Texas with regard to the corporation's name, registered agent, registered office address, Certificate of Formation, or nonprofit status changes.
 - (d) Maintain and make available membership and financial information of the corporation, if required by the State of Texas.
6. The Parliamentarian shall serve as arbiter on procedures and actions at Board meetings and meetings of the membership.
7. The Auditor shall:
- (a) Monitor all financial activities of the corporation.
 - (b) Not have signatory privileges for the corporation's financial assets.
 - (c) Advise the Board on all financial activities of the corporation.
8. The Assistant Treasurer shall:
- (a) Manage TIFD's financial assets in the absence of the Treasurer.
 - (b) Monitor TIFD's financial activities.
 - (c) Assist the Treasurer on an as-needed basis.

ARTICLE VI – STANDING AND SPECIAL COMMITTEES

- 1. The Board shall create standing and special committees to advance the purposes of the corporation. All committees are responsible to the Board.
- 2. Committee chairs and committee members shall be members of the corporation. Committee members shall be appointed by the committee chair. If standing committee chairs are not already Trustees, they shall become ex officio Trustees upon appointment.
- 3. Each committee shall create rules and (if needed) an operating budget and submit them to the Board for approval. Any subcommittee created by a committee shall create rules and (if needed) an operating budget and submit them to that committee for review. That committee shall approve its subcommittees' proposed rules and budgets before submitting them to the

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Board for approval. Approved rules shall be in effect until superseded. The Board may establish committees' and subcommittees' rules and budgets if committees do not submit them in accordance with Board directives.

4. The Board must approve the chair and the rules for a standing committee prior to the Board performing any other actions involving that committee's purpose or authority and prior to that committee performing any actions other than appointing members or submitting proposed rules.
5. Standing committees shall consist of the following committees:
 - (a) Communications: Corporate communications to members and the public, including publications, marketing, and creation, operation, and maintenance of the corporation's online presence.
 - (b) Nominations and Appointments: Election or appointment of Trustees and ex officio Trustees, including nominations, elections, and appointments.
 - (c) Finance: Corporate financial activities, including asset management, investments, financial assistance to members, and disposition of TIFD assets.
 - (d) Member Services: Services to members and affiliated groups, including registrations, member directory, dues, insurance, recognition, and tactical support to members and groups.
 - (e) Statutory: Compliance with governmental regulations and corporate rules, including the corporation's Registered Agent, Parliamentarian, and review of the corporations's Certificate of Formation and Bylaws.
 - (f) Texas Camp: The corporation's annual folk dance camp.

ARTICLE VII – RECALL AND REFERENDUM

1. A Trustee shall be subject to a recall election if:
 - (a) a petition to that effect, signed by at least 10% of the members of the corporation, is submitted to the Secretary of the corporation, or
 - (b) a recall election is authorized in accordance with the provisions of these Bylaws.

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The recall election shall be held in accordance with the election provisions of these Bylaws. If a majority of the votes cast support recall of the Trustee, the recall of the Trustee shall take effect as of the date of the vote.

2. A Board action shall be subject to a referendum vote if a petition to that effect, signed by at least 10% of the members of the corporation, is submitted to the Secretary of the corporation. A vote regarding that petition shall be held in accordance with provisions of the voting provisions of these Bylaws. If a majority of the votes cast support rescission of the Board action, the rescission of the action shall take effect as of the date of the vote.

ARTICLE VIII – AMENDMENT

1. An amendment to these bylaws may be proposed by the Board of Trustees, a Board committee established for that purpose, or written petition of at least 10% of the members of the corporation.
2. An amendment to these Bylaws shall require approval in accordance with the provisions of these Bylaws.
3. No amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE IX – SEVERABILITY

1. If any term of these Bylaws is to any extent held illegal, otherwise invalid, or incapable of being enforced, such term shall be excluded to the extent of such illegality, invalidity, or unenforceability, and all other terms hereof shall remain in full force and effect.
2. To the extent permitted and possible, the illegal, invalid, or unenforceable term shall be replaced by the Board with a term that is valid and enforceable and that comes closest to expressing the intention of such illegal, invalid, or unenforceable term.

¹(Adopted November 1979; amended January 1984, January 1987, December 1999, January 2004, January 2006, November 2008, June 20, 2014, and February 14, 2021)