

Articles Of Incorporation¹ (as amended) of Texas International Folk Dancers

ARTICLE ONE

The name of the corporation is Texas International Folk Dancers.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR²

The purpose for which the corporation is organized is educational to wit:

1. To promote or sponsor educational courses in traditional folk dances, arts, and crafts native to a variety of countries.
2. To promote or sponsor educational courses and materials for teachers, instructors, recreational leaders, and interested persons in the use of folk dances, arts, and crafts for physical education, recreational, and social purposes.
3. To disseminate information relating to its purpose among its members and interested persons.
4. To encourage and assist local groups with programs or interests similar to that of the corporation's or to charter local groups to carry out the corporation's purpose.
5. To engage in such other ancillary activities as may be necessary to carry out the corporation's purpose.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1518 Villanova Drive, Austin, Texas, and the name of its initial registered agent at such address is Mr. Alan E. Barnes.

ARTICLE SIX

The number of trustees constituting the initial board of trustees of the corporation is twelve, and the names and addresses of the persons who are to serve as the initial trustees are

CLASS I

Mr. David Houston	1306 Arcadia	Austin, Texas
Mr. Harry Morrow	375 Airway	Houston, Texas

CLASS II

Mrs. Douglas Drury	1335 Fulton Street	San Antonio, Texas
Mrs. Jere Hinckley	1631 Quadrangle	Dallas, Texas
Mr. Jere Hinckley	1631 Quadrangle	Dallas, Texas
Mrs. George A. Lowrey	2815 Nottingham Drive	Denton, Texas
Mr. George A. Lowrey	2815 Nottingham Drive	Denton, Texas
Mrs. Roy McCutchan	Route 2, Box 284	San Antonio, Texas
Dr. Roy McCutchan	Route 2, Box 284	San Antonio, Texas
Mr. Leon McGuffin	312 Wilmington	San Antonio, Texas
Mrs. Chal Snyder	1201 Chisholm Road	Oklahoma City, Oklahoma
Mr. Chal Snyder	1201 Chisholm Road	Oklahoma City, Oklahoma

ARTICLE SEVEN

The name and street address of each incorporator is:

Mr. Alan E. Barnes	1518 Villanova Drive	Austin, Texas
Mr. Selwyn Ligon	Route 1 Box 129	Leander, Texas
C. L. Ma	1102 ½ Baylor Street	Austin, Texas

ARTICLE EIGHT

Election of trustees, designation of offices, and duties of officers shall be set in the bylaws of the corporation.

ARTICLE NINE

The assets of the corporation are dedicated to its purposes, as set out in Article Four of its Articles of Incorporation. In event of dissolution, the trustees shall pay or make provision for payment of all liabilities of the corporation. Remaining assets shall be distributed to a trust dedicated to the same purposes of the corporation and administered under the conditions set forth in the corporation's bylaws by a designated organization incorporated exclusively for educational purposes.

ARTICLE TEN

This corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

¹Originally filed in the Office of the Secretary of State of Texas October 4, 1963.

Signed by Robert L. Tow, Director, Charter Division. Charter no. 197064-01

²Article Four is as amended December 21, 1964.

Notes: Articles Nine and Ten were added by amendment to Articles of Incorporation filed with the Secretary of State on November 27, 1964. Articles Eight and Nine were replaced with the amended versions given above and filed on January 30, 1985.

Texas International Folk Dancers (TIFD) By-Laws

(Adopted November 1979; amended January 1984, January 1987, December 1999, January 2004, January 2006, November 2008)

ARTICLE I – BOARD OF TRUSTEES

1. Composition and Term of Office:
 - (a) The principal governing body of the Texas International Folk Dancers (TIFD) shall be a Board of Trustees elected directly by the membership by mail ballot.
 - (b) The Board shall consist of 9 members.
 - (c) The term of office will be 3 years, with 3 new members elected each year.
 - (d) A member cannot serve more than two consecutive elected three-year terms.
 - (e) If a member resigns or is removed from the Board, the President will appoint a replacement within 30 days, subject to confirmation by the Board. The replacement will serve until the next annual election, at which time a new Trustee will be elected to fill the unexpired term. Any trustee who is absent from 3 consecutive board meetings will be considered as having resigned.
2. Officers:
 - (a) The Board will elect its own President and Vice President from among its members at its first meeting following annual elections. These officers will serve until new officers are elected.
 - (b) The Board will appoint an Executive Secretary and Treasurer who will serve until replacements are appointed. These officers need not be members of the Board, and the same person may fill both offices. If not Board members, the Executive Secretary and Treasurer will become ex-officio members.
3. Meetings:
 - (a) The Board will meet at least 3 times a year with additional meetings called as necessary. At least one board meeting shall be held within 2 months of the date election results are posted.
 - (b) In addition to meetings called by the President, meetings must be called within 30 days if requested by 5 Board members or by written petition of 25 TIFD members.
 - (c) At least two weeks' notice of any Board meeting will be given to Board members and to affiliated groups. Emergency meetings may be called on shorter notice, but only with consent of 5 Board members.
 - (d) A quorum of the Board will consist of 5 members.
 - (e) Routine board business may be conducted by mail (paper or electronic) or telephone.
 - (f) Any TIFD member may attend Board meetings as a non-voting participant.
 - (g) Appointments of standing committee chairmen, standing committee rules, and budgets must be submitted to the Board for approval.
4. Authority to Sign Contracts and Checks:
 - (a) The Board of Trustees may authorize any officer(s) or agent(s) of the corporation 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.

ARTICLE II – ELECTIONS

1. Nominations
 - (a) An annual election shall be held to fill vacancies on the Board.
 - (b) Any TIFD member in good standing and 18 years of age or older who is willing and able to attend Board meetings is eligible to run for election.

- (c) At its first meeting after January 15, the Board shall appoint a Nominating Committee with three or more members. At least one third of the Committee members must not be current Board members.
 - (d) The Nominating Committee shall seek out qualified candidates to run for Board. The Committee should consult the Board and member groups to help identify suitable candidates. A request for candidates to run for Board shall be mailed to all TIFD members no later than July 1.
 - (e) By October 15, the Nominating Committee Chair shall report to the Board a slate of nominees. The number of nominees should be equal to or greater than the number of vacancies on the Board.
 - (f) The list of candidates nominated by the Committee along with their statements of qualifications and their statements about TIFD goals and activities shall be published in the November TIFD newsletter.
 - (g) Additional nominations by petition will be accepted up until the Annual Meeting. The nomination petition shall include a statement of qualifications of the candidate, the candidate's statement about TIFD goals and activities, and signatures of 5 TIFD members.
 - (h) The slate of nominees will be announced at the Annual Meeting. Additional nominations may be made from the floor provided that the nominee has agreed in advance in writing to run for Board and has signatures of 5 TIFD members to support the nomination. If the slate has too few nominees, the nomination period will be extended by one week, during which time additional nominations will be accepted, either from the nominating committee or by petition. Any further extensions require Board approval.
2. Annual Election Procedure
- (a) If during the Annual Meeting the total number of nominees equals the number of vacancies on the Board and a motion to close nominations is passed, then the nominees may be elected by voice vote.
 - (b) If there are more nominees than the number of vacancies on the Board, the election must be conducted by mail (paper or electronic) ballot. The Nominating Committee shall mail a separate election ballot and a statement of candidates' qualifications to each adult TIFD member on or before December 10. Proposed bylaw amendments may be included with the ballot.
 - (c) Before the ballots are mailed, the president will appoint a proctor to receive and tally the ballots.
 - (d) All submitted ballots postmarked by January 8 will be tallied to determine the winners. If there are X-many vacancies on the Board, the X-many candidates receiving the largest number of votes will be declared the winners. In case of a tie vote, the winner of the last place on the Board will be determined by the nominating committee.
 - (e) If terms of office of different lengths are being filled in the election, the length of term for each electee may be determined by mutual agreement of the electees. Lacking such agreement, those elected first with the largest number of votes will serve the longest terms.
 - (f) Election results shall be posted with the Secretary by January 15 and announced to the membership prior to the first meeting of the new Board.
 - (g) Newly-elected Board members will take office at the start of the first meeting of the Board held after January 15.
3. Special Elections:
- (a) Special elections may be conducted at the annual meeting or by mail ballot.
 - (b) If special elections are conducted by mail ballot, the Secretary will send out ballots to all adult TIFD members. To be a valid election, ballots from at least 1/4 of these members must be received within 30 days of the date of mailing.

ARTICLE III – INDIVIDUAL MEMBERSHIP

- 1. Any person interested in the purposes of TIFD may apply for membership by submitting an application for approval of the Membership Committee and payment of the applicable annual dues.
- 2. TIFD members will receive the TIFD Newsletter without additional charge.
- 3. TIFD members will receive applicable discounts at TIFD-sponsored events and may be given priority for attendance at such events when attendance is limited.

4. TIFD members will be eligible to vote, attend business meetings, and, if 18 or over, hold office in the corporation.
5. Annual renewal of membership is required. The membership year shall run from January 1 through December 31.
6. Annual meeting:
 - (a) An annual membership meeting will be held each year during Thanksgiving weekend, or at another time designated by the Board. At least 2 weeks notice of this meeting, including any agenda items to be voted on, must be given.
 - (b) At this meeting, officers will present reports of corporation activities, candidates for election to the Board will be introduced, and any other necessary business may be conducted.
 - (c) A quorum will consist of 1/3 of the active members.

ARTICLE IV – GROUP AFFILIATION

1. Any non-profit folk dance group or related folk arts group whose purposes are consistent with those of TIFD may apply for affiliation provided that:
 - (a) They submit a written application for approval by the Membership Committee listing officers, meeting times, group roster, and other pertinent information.
 - (b) The group has at least 5 active TIFD members and meets at least 8 times a year.
 - (c) The group pays the applicable initial registration fee.
2. Affiliated groups will be listed in the TIFD directory, may receive publicity of their events in the TIFD newsletter, and may co-sponsor events with TIFD subject to approval of the Board. Affiliated groups may receive additional special privileges as determined by the Board.
3. A group's affiliation with the organization may be suspended and/or revoked if a majority of the Board deems it necessary in the best interests of the Corporation, and the group is notified of this action in writing.

ARTICLE V – DUTIES OF THE OFFICERS

1. The President shall:
 - (a) Chair the Board of Trustees.
 - (b) Preside at all meetings of the organization.
 - (c) Appoint chairmen of all standing and special committees, subject to confirmation of the Board.
 - (d) Be an ex-officio member of all committees.
 - (e) Be responsible for carrying out decisions of the Board.
 - (f) Present, at the first meeting of the succeeding Board, a report giving a review of the Corporations' activities for the past year with any recommendations for future activities.
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 Executive Secretary shall:
 - (a) Keep minutes of all business meetings of the Corporation and all meetings of the Board.
 - (b) Be in charge of all official correspondence of the Corporation.
 - (c) Issue notices of all official meetings of the Corporation.
 - (d) Retain all written records of the corporation, except those specifically assigned to other members by the Board, and make these records available for examination by any active member of the Corporation.
 - (e) Obtain and maintain a list of the names and addresses of all active members of the Corporation.
4. The Treasurer shall:
 - (a) Receive periodic dues and other funds from the active members and other donors to the Corporation or from the Committees designated to collect such funds and shall regularly deposit such funds into the Corporation accounts in an approved financial institution.

- (b) Be responsible for paying all accounts by Corporation check as authorized by the Board.
- (c) Keep an itemized account of all receipts and expenditures.
- (d) Present to the Board an updated financial report at each regularly scheduled Board meeting.
- (e) File all required tax forms at the appropriate times.
- (f) Have charge of all Corporation records concerning the Corporation's assets and liabilities. These records shall be made available for examination at the request of any active member of the Corporation.
- (g) Prepare a budget for approval of the Board in accordance with its direction.

ARTICLE VI – STANDING COMMITTEES

1. The chair of each committee will be appointed by the President with the approval of the Board. The chair does not need to be a Board member, but, if not, the chair becomes an ex-officio member of the Board for his term.
2. Other committee members are appointed by the committee chair.
3. Each committee is responsible for submitting its budget to the Treasurer for final approval of the Board. A tentative budget is to be submitted no later than two months from the date of the Chair appointment.
4. Each committee is responsible for establishing its own written standing rules, subject to approval of the Board. The rules are to be passed on to the succeeding committee.
5. Each committee is responsible for carrying out the directions of the Board in its particular area of concern.
6. The standing committees and their duties shall be as follows:
 - (a) Thanksgiving Camp. This committee is responsible for organizing and managing an annual Thanksgiving folk dance camp, subject to rules approved by the Board.
 - (b) Publications. This committee is responsible for publishing a Newsletter, which is to be distributed to TIFD members at least four times a year. The committee will also be responsible for other publications as approved by the Board. The chair of the committee will serve as Newsletter editor.
 - (c) Special Events. This committee will be responsible for all events sponsored by TIFD except those events specifically delegated to other committees. The committee chair will also help to coordinate events sponsored by affiliated groups.
 - (d) Nominating Committee. This committee will be responsible for nominating a slate of candidates to run for the annual Board election as described in Article II.
 - (e) Membership. This committee will be responsible for conducting an annual membership drive and for collecting membership applications and annual dues. This committee will also solicit and approve group affiliations, and collect annual group applications and fees.
7. Other committees may be established by the majority vote of the Board if such committees become necessary.

ARTICLE VII – IMPEACHMENT AND RECALL

1. An officer may be removed from office by a 2/3 vote of the Board for activity or conduct which the Board judges to be detrimental to the best interests of the Organization.
2. A Trustee may become subject to recall by a written petition signed by 25 TIFD members, after which the recall may be effected by a 2/3 vote of the ballots cast in a special election.
3. Revocation of any Board action may be initiated by a written petition of 25 TIFD members, after which revocation may be effected in a special election by a vote of a majority of ballots cast.

ARTICLE VIII – PROHIBITED TRANSACTIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors or other private person, except that the corporation is authorized to pay

reasonable compensation for services rendered and to make payments in furtherance of the purposes set out in Article IV of the Articles of Incorporation.

2. Notwithstanding any other provisions of these articles, the Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation. Furthermore, the Corporation is expressly limited to the purposes of educational activity consistent with the meaning of Section 501 I (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX – AMENDMENT

1. Initiation:
An amendment to these bylaws may be initiated by a majority vote of the Board of Trustees or by a petition of 25 TIFD members.
2. Adoption:
 - (a) The proposed amendment may be adopted by a majority vote of the ballots cast by the members voting in an annual or special election.
 - (b) Such an election will be held within 30 days after the petition by the membership or request by the Board has been filed with the Secretary.