

60339

Filing Fee \$35.00

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SWINGING SQUARES

SECOND: The period of its duration (if perpetual, so state) UNLIMITED

THIRD: The purpose or purposes for which the corporation is organized are:

TO PROMOTE WESTERN STYLE SQUARE AND ROUND DANCING, IN THE SPIRIT OF FUN, FRIENDLINESS AND GOOD FELLOWSHIP. THE OBJECTIVE IS TO CONDUCT A PROGRAM AIMED AT PROVIDING AN ATMOSPHERE FOR PEOPLE TO ENJOY SQUARE DANCING.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

SWINGING SQUARES CONSTITUTION, COPY ATTACHED.

(Note 1)

FIFTH: The address of the initial registered office of the corporation is SWINGING SQUARES

c/o Marjorie Wilcox, 139 Puritan Drive, Warwick, RI 02888 (add Zip Code),

and the name of its initial registered agent at such address is: Marjorie Wilcox

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 8, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
GEORGE BARRETT	49 MOHAWK TRAIL, WEST GREENWICH, RI 02816
EDWARD GRACE	1515 SMITHFIELD AVENUE, LINCOLN, RI 02865
NORMA KILBURN	240 SHADY HILL DRIVE, EAST GREENWICH, RI 02818
ALBERT SILVA	16 ARLINGTON STREET, EAST PROVIDENCE, RI 02914
JOYCE SULLIVAN	38 MEADOWCREST DRIVE, EAST PROVIDENCE, RI 02915
MITTIE WOILER	40 PILGRIM DRIVE, CRANSTON, RI 02906
KEN FREEMAN	820 HARTFORD PIKE, DAYVILLE, CT. 06241
MARJORIE WILCOX	139 PURITAN DRIVE, WARWICK, RI 02888

SEVENTH: The name and address of each incorporator is:

Name	Address
GEORGE BARRETT (Chairperson)	49 MOHAWK TRAIL, WEST GREENWICH, RI 02816
EDWARD GRACE (Co-Chairperson)	1515 SMITHFIELD AVENUE, LINCOLN, RI 02865
NORMA KILBURN (Secretary)	240 SHADY HILL DRIVE, EAST GREENWICH, RI 02818
ALBERT SILVA (Treasurer)	16 ARLINGTON STREET, EAST PROVIDENCE, RI 02914

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): MAY 15, 1990

Dated _____, 19

x *George Barrett Pres*

x *Edward A. Gray*

x *Norma Kilburn*

x *Albert Silva* Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

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Rec'd & Filed MAY 27 1990

SWINGING SQUARES CONSTITUTION

Preface:

The purpose of the Club is to promote Western Style square and round dancing in a spirit of fun, friendliness and good fellowship. The objective of the club is to conduct a program aimed at providing an atmosphere for people to enjoy square dancing.

The name of the Club shall be the "SWINGING SQUARES".

1.0 MEMBERS BOARD:

The Members Board shall be the governing body of the "Swinging Squares" square dance club. It shall pass all rules and regulations and conduct all official business of the club including hiring of callers and cuers. All meetings held by this Board shall be conducted in accordance with "Sturgis Rules of Order: Revised for Deliberative Assemblies.

1.1 COMPOSITION OF THE MEMBERS BOARD:

The Board shall consist of eight elected members, each serving for a two year term. The members of the Board must be dues paid members of the Club during their tenure of office and one year previous to their election. There will be four Board Officers elected by the Board from the Board constituency, they are:

- (a) Chairperson of the Board
- (b) Vice-Chairperson
- (c) Secretary
- (d) Treasurer

1.1.1 REPLACING A BOARD MEMBER:

If a member of the Board resigns, is expelled, or otherwise unable to fulfill the duties of his/her office, a 2/3 majority of the Board shall appoint an individual to fill the vacancy for the remainder of the member's term.

1.1.2 EXPULSION OF A MEMBER OF THE BOARD:

A Board member may be expelled from his/her post by a 2/3 vote of the Board. Grounds for expulsion may be failure to fulfill duties of the office, misuse of club funds or supplies, or any other actions seriously detrimental to the

functioning of the club. The member shall have the right to a hearing before the general membership if such is requested in writing by the Board member.

1.2 CHAIRPERSON OF THE BOARD:

The Chairperson of the Board is elected by the members of the Board and shall serve a period of one year and must have been elected to the Board by the Club members at a General Election. The Chairperson can be elected to succeed himself/herself for one additional year but cannot serve for more than two consecutive years. The Chairperson will serve as an ex-officio member of the Board for the year following his/her term in office.

1.2.1 DUTIES AND RESPONSIBILITIES OF THE CHAIRPERSON:

The Chairperson or his/her designee shall represent the club at all outside activities and for the purpose of the Square Dance Federation, shall hold the ceremonial title of "President". The Chairperson shall conduct all official meetings of the Members Board and Officiate at all Club meetings. The Chairperson shall call any special meetings of the Board as deemed necessary. The chairperson shall be authorized to sign checks, disbursements and contracts and any other official documents of the club.

1.3 VICE-CHAIRPERSON OF THE BOARD:

The Vice-Chairperson of the Board is elected by the members of the Board and shall serve a period of one year and must have been elected to the Board by the Club members at a General Election. The Vice-Chairperson can be elected to succeed himself/herself for as long as he/she is a member of the Board. He/She shall have the ceremonial title of "Vice-President".

1.3.1 DUTIES OF THE VICE-CHAIRPERSON:

The Vice-Chairperson shall, in the absence of the Chairperson, perform all of the duties of said Chairperson, with the exception of the signing of checks, disbursements and contracts and any other official documents of the Club.

1.4 SECRETARY OF THE BOARD:

The Secretary shall be elected by the Board and shall serve for a period of one year. The Secretary may succeed himself/herself for as many years as the Board wishes. The Secretary must have been elected to the Board by the Club members at a General Election.

1.4.1 DUTIES AND RESPONSIBILITIES OF THE SECRETARY:

The Secretary shall maintain and keep all official records of the Club. The Secretary shall record minutes of the official meetings of the the Members Board and shall present them for approval at the following meeting. The Secretary shall conduct meetings and act on the Chairpersons behalf when the Chairperson officially requests such, or in the absence of said Chairperson or Vice-Chairperson. The Secretary shall be authorized to sign appropriate official documents of said Club required in the absence of the Chairperson.

1.5 TREASURER:

The Treasurer shall be elected by the Members Board and shall serve for a period of one year and may succeed himself/herself for as many years as the Board wishes. He/She must have been elected to the Board by the Club members at a General Election.

1.5.1 DUTIES AND RESPONSIBILITES OF THE TREASURER:

The Treasurer shall maintain and keep all financial records of the club, originate checks and other disbursements as required to conduct the official business of the Club and shall be authorized to sign such. The Treasurer shall prepare a written Financial Statement of the Club at each regularly held meeting of the Members Board, but not more often than once a month. The Treasurer shall also prepare a yearly written Financial Report and submit it to the Board. On approval of the Board the Financial Report will be presented to the Members of the Club at their Annual Meeting.

1.6 PARLIAMENTARIAN:

The members Board shall appoint a Parliamentarian. The Parliamentarian shall settle disputes regarding Club procedures and the conduct of meetings according to the rules adopted by this Organization. He/She shall serve at the pleasure of the Board.

1.7 MEETINGS OF THE MEMBERS BOARD:

The Members Board shall meet monthly during the period of September through May and at least once during the period from June through August. A quorum of the Board shall consist of five Board members.

1.8 EXPENDITURES:

No single expenditure greater than \$300 (three hundred) shall be made by the Members Board without prior approval of a majority of members present at a previously announced general membership meeting.

1.9 ANNUAL MEETING OF THE CLUB:

The dues paying members of the Club shall meet annually during the month of May (at a regularly scheduled workshop night) to receive the written Annual Report and written Financial Statement and for the purpose of electing members to the Members Board. A quorum of the club shall consist of 25 dues paying members.

1.10 ELECTION OF BOARD OFFICIERS:

The Board Members will be elected during the month of May and take office at the June Board meeting. The outgoing Chairperson shall call a special meeting of the remaining members of the Board and the newly elected members on completion of the election of the new members but not later than June 30. The purpose of this meeting shall be for the election of the new officers. Officers shall continue in their official capacity until replaced by the newly elected officers.

1.11 CLUB MEMBERS:

To be eligible for membership in the Club one must have been a graduate of a recognized square dance class and must be approved by the Members Board. Membership will become official only after dues are paid. All members are entitled to vote at the Annual Meeting and run for election to the Members Board provided they meet the requirements set forth in Section 1.1.

1.11.1 EXPULSION OF A MEMBER:

A member of the Club can be expelled from the Club and barred from club dances and other club sponsored events by a unanimous decision of the eight member Board. The member shall have the right to request a hearing by the Club members by writing such a request to the Members Board. Grounds for expulsion may be gross misconduct, misuse of club funds or supplies or any other actions deemed seriously detrimental to the functioning of the Club.

1.11.2 DUES:

Dues are to be determined by the Members Board and listed in the Rules and Regulations of the Board. Dues must be paid on or before the Annual Meeting of the Club for the member to be eligible to vote in the General elections. Members not paying their dues by September 30 shall be dropped from the membership rolls and shall not enjoy any further rights as a member of the Club. Payment of past dues shall constitute reinstatement of membership.

1.12 RULES AND REGULATIONS OF THE CLUB:

The Members Board shall determine the Rules and Regulations concerning the normal functioning of the club. The Board shall publish these along with a copy of the constitution and mail a copy to each member of the Club. Rules and Regulations must be updated annually and each member should recieve a copy at the Annual Meeting.

1.13 ALTERATIONS, ADDITIONS AND AMENDMENTS TO THE CONSTITUTION:

This Constitution may be ammended at any regular meeting of the Club by an affirmative vote of two-thirds (2/3) of the paid members present, provided that the proposed amendments, with the recommendation of the Board, be sent to the members at least two weeks before the meeting.

1.14 NOMINATING COMMITTEE:

The Nominating Committee shall be elected from the dues paid members during the month of January at a special meeting called by the Board. The Committee shall consist of three members. Members of the Board shall not be members of this committee. The Nominating Committee shall conduct the Elections at the Annual Meeting by presenting their slate first, then asking for nominations from the floor.

The Parliamentarian, or his designee shall ensure that the election is conducted in a proper fashion.