

Friends of Brockport Dance

Established April 14, 2007

Organizational Bylaws

Adopted July 29, 2007

ARTICLE I. NAME AND LOCATION	3
ARTICLE II. MISSION STATEMENT AND OBJECTIVES.....	3
Section A. Mission Statement.....	3
Section B. Mission Objectives	3
ARTICLE III. MEMBERSHIP	3
Section A. Qualifications for Membership	3
Section B. Classes of Membership	4
1. Regular membership.....	4
2. SUNY Brockport Liaison Membership	4
3. Honorary Membership	4
Section C. Privileges of Members	4
1. Voting and Office—.....	4
2. Publications and Notices—	4
3. Annual Reports—	4
ARTICLE IV. MANAGEMENT.....	5
Section A—Board of Directors	5
1. Membership	5
2. Powers	5
3. Meetings	6
4. Quorum	6
5. Vacancy.....	6
Section B. Officers Duties.....	6
1. President	6
2. Vice President	7
3. Special Advisor	7
4. Treasurer	7
5. Secretary	7
6. FOBD Liaison	7
Section C. Nomination and Election of Officers and Board Members.....	7
ARTICLE V. COMMITTEES.....	8
Section A. Executive Committee.....	8
Section B. Other Committees	8
ARTICLE VI. MISCELLANEOUS MATTERS	9
Section A. Rules of Procedure	9
Section B. Standing Rules	9
Section C. Fiscal Year	9
Section D. Political Activities	9
Section E. Termination or Dissolution.....	9
Section F. Indemnification of Officers and Directors	9
Section G. Conflict of Interest	10

ARTICLE I. NAME AND LOCATION

The name of this organization is Friends of Brockport Dance (“FOBD”), and its principal office is located at the Department of Dance, Hartwell 141, State University of New York College at Brockport (“SUNY Brockport”), 350 New Campus Drive, Brockport, NY 14420.

ARTICLE II. MISSION STATEMENT AND OBJECTIVES

Section A. Mission Statement

The purpose of Friends of Brockport Dance is to help the SUNY Brockport Department of Dance (“Department of Dance”) build and support world-class dance programs at SUNY Brockport. The goals of the Friends of Brockport Dance include:

- Develop and maintain community and university support for the Department of Dance
- Increase financial support for unusually gifted, highly trained, well-informed and self-motivated dancers entering the BFA and MFA programs—especially those who will increase the cultural and gender diversity of the student body of the Department of Dance
- Help create opportunities for alumni—especially dance majors—to become active participants in the extended community of Brockport dance and increase public awareness and support of the accomplishments, stature, performances and needs of the Department of Dance

Section B. Mission Objectives

The Friends of Brockport Dance was formed and operates on a nonprofit basis. It accepts members from and renders services to all persons regardless of gender, race, age, religion, color, ethnicity, disability, national origin or sexual preference.

ARTICLE III. MEMBERSHIP

Section A. Qualifications for Membership

All persons who pay dues to the organization are members.

Section B. Classes of Membership

1. Regular membership

Classes and benefits of membership will be determined by the Board.

2. SUNY Brockport Liaison Membership

SUNY Brockport faculty and staff who have been recognized by the Board by virtue of their relationship to the organization may become SUNY Brockport Liaison Members of FOBD. Liaison Members are entitled to all rights and privileges of the organization as regular members except the right to hold office. Liaison members must pay yearly dues.

3. Honorary Membership

Any individual who has rendered outstanding service to the Friends of Brockport Dance may become an Honorary Member of the organization upon election by the Board of Directors. Honorary Members are entitled to all rights and privileges as regular members except the right to vote and to hold office. However, they will not pay yearly dues.

Section C. Privileges of Members

1. Voting and Office

All regular members may vote at all Friends of Brockport Dance meetings and are eligible to hold office.

2. Publications and Notices

All Friends of Brockport Dance members will receive all organization publications and notices of meetings

3. Annual Reports

All members will receive an annual report of organization activity verbally or in writing the annual meeting of the organization.

ARTICLE IV. MANAGEMENT

Section A. Board of Directors

The management of the organization will be vested in a Board of Directors, the members of which will serve without compensation.

1. Membership

- a) The number of Directors will not exceed twenty (20). They will consist of a special advisor, president, vice president, treasurer, secretary, and up to fifteen (15) Directors at large.
- b) All Directors will be elected initially for a one (1) year term.
- c) Each director subsequently may be eligible for election to a second term of two (2) years.
- d) Those who serve for two (2) consecutive terms (3 years) may be eligible for election by fellow Directors for an additional three-year term.
- e) Any Board of Director member at large or officer will be subject to removal from the Board by a majority vote of the remaining Directors then in office, at the time, for any reason.
- f) Any Director with three (3) consecutive unexcused absences from Board meetings will be removed from the Board.
- g) In addition to the Board of Directors cited above, there will be up to three (3) representatives (from the Advancement Office and Department of Dance) to serve as liaisons to the Board.

2. Powers

The corporate powers of the organization will be vested in and exercised by its Board of Directors. The Board will, in addition, have powers to:

- a) Amend these by-laws at any regular meeting of the Board of Directors, providing that a notice stating the purpose of each proposed amendment, the reason therefore, and a copy of the proposed amendment is sent to every member of the Board of Directors not less than fifteen (15) days prior to the date of the meeting at which the proposed amendment is to be voted on. A majority vote of two thirds (2/3) of Directors is required.
- b) Determine the dues, classification, qualifications and benefits of membership.

- c) Advise and work closely with the Department of Dance in carrying out the policies adopted by the organization.
- d) Take such action as necessary to fulfill the goals of the organization.

3. Meetings

- a) Regular meetings of the Board of Directors will be held at such places and times as the President will prescribe and will be held no less than four (4) times during each fiscal year of the organization.
- b) Written or email notice of the time and place of such meetings and the general nature of the business proposed will be given not less than fifteen (15) days prior to the time set for each meeting.
- c) Special meetings of the Board of Directors may be called by the President or by three (3) or more Directors.

4. Quorum

One half ($\frac{1}{2}$) of the Directors will constitute a quorum of the Board for transaction of any business except as otherwise provided in these by-laws.

5. Vacancy

If a vacancy occurs, a majority of remaining Directors may elect a replacement only until the organization's next annual meeting. At that time, the replacements may be nominated by the Board for election in accordance with these bylaws for a one (1) year term.

Section B. Officers Duties

1. President

The President of the organization will serve as Chair of the Board of Directors and of the Executive Committee of the Board (See Art. V-A), and will be an *ex officio* member of all committees except the Nominations Committee. The President will serve for a term of three (3) years.

2. Vice President

The Vice President of the organization will act in the place of the President in his or her absence or disability. In the event of the resignation, incapacity or death of the President prior to the expiration of his or her term, the Vice President will succeed to the office of President for the remainder of the unexpired term.

3. Special Advisor

One or more Special Advisors may be appointed by the President to mentor the President and other officers on matters in which he or she has special expertise. Special Advisors will function as *ex officio* members of the Executive Committee of the Board, taking responsibility for specific projects for a specific period of time.

4. Treasurer

The Treasurer will be the chief financial officer of the organization. The Treasurer and President will approve all disbursements.

5. Secretary

The Secretary of the Organization is responsible for recording and maintaining the minutes at Board of Directors meetings and maintaining contact with each of the Directors and Executive Committee members. In addition, all Board terms will be maintained by the secretary.

6. FOBD Liaison

The FOBD liaison will communicate with both the College and the Friends of Dance organization to reach all goals and objectives.

Section C. Nomination and Election of Officers and Directors

1. The organization will hold an annual meeting of the members.
2. Any regular member of the organization may be elected to the Board of Directors. A Nominating committee consisting of not less than three (3) members and no more than five (5) members will be appointed by the President of the organization. The past President will also be included in the nominating committee as the

chairperson. The nominating committee will nominate candidates for the Board. The Board will publish an announcement of the nomination ballot at least fifteen (15) days prior to meeting in which voting will take place.

3. Election of Directors and officers will be by a simple majority vote. Any board member not present at the annual meeting may cast their vote by mail, provided it reaches the Secretary prior to the vote.

ARTICLE V. COMMITTEES

Section A. Executive Committee

1. The Officers of the Board of Directors will serve as an Executive Committee. The President may ask one or more persons to serve as a Special Advisor, who will be an *ex officio* member of the Executive Committee.
2. Between meetings of the Board of Directors, the Executive Committee will have all the powers and duties that the Board of Directors may delegate.
3. Either the Chairperson or any other two (2) members of the Executive Committee may call a meeting of the Executive Committee upon five (5) days notice given to each Committee member by mail or telephone. Such notice may be waived by consent of a quorum of the Executive Committee. The Executive Committee also may act without meetings in an emergency, but in each case the concurrence of a majority of all Committee members will be necessary.
4. Three (3) Executive Committee members present will constitute a quorum for the transaction of business at Executive Committee meetings.

Section B. Other Committees

1. With Board of Directors approval, the President may appoint chairpersons and members of other standing and temporary committees. The Board will determine the length of service of each committee chairperson and member.
2. Standing committees will include Membership, Special Events, By-laws review, and such other standing committees as the Board of

Directors will determine. Temporary committees will include Nominations and such other temporary committees as the Board of Directors will determine.

ARTICLE VI. MISCELLANEOUS MATTERS

Section A. Rules of Procedure

Robert's Rules of Order: The Classic Manual of Parliamentary Procedure.

Section B. Standing Rules

Standing rules consistent with these Bylaws may be prescribed from time to time by the Board of Directors to facilitate and expedite the business of the organization.

Section C. Fiscal Year

The fiscal year of the organization will be from July 1 through June 30.

Section D. Political Activities

No part of the activities of the organization will be devoted to propagandizing or otherwise attempting to influence legislation, or participation in any political campaign on behalf of any candidate for public office.

Section E. Termination or Dissolution

This organization may be dissolved subject to a thirty (30) day written notice of a special Board of Directors meeting to consider dissolution. Subject to a majority adoption of a dissolution resolution at such special meeting, all assets will be distributed to the SUNY Brockport's Department of Dance.

Section F. Indemnification of Officers and Directors

The organization will indemnify any director, officer or former director or officer of the organization against reasonable expenses, costs, and attorneys' fee actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or

criminal, in which he or she is made a party by reason of being or having been a director or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The director or officer will not be indemnified if he or she will be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a director or officer reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the director or officer must reimburse the organization if it is subsequently determined that the director or officer was entitled to indemnification.

Section G. Conflict of Interest

Employees of the SUNY Brockport who are not directors, organizers and committee members can participate as members of Friends of Brockport Dance