



Portland Country Dance Community

An Educational Nonprofit Corporation promoting traditional dance and music.

PO Box 2189
Portland Oregon, 97206

<https://portlandcountrydance.org/>

PORTLAND COUNTRY DANCE COMMUNITY BYLAWS

Article 1: Purpose. The Portland Country Dance Community (PCDC) exists to encourage participation in and promote knowledge of traditional and contemporary dance and music, with emphasis on contra, English, and community dances. Our primary focus is on the Portland, Oregon metropolitan area. We are affiliated with the Country Dance and Song Society (CDSS).

Article 2: Educational Purpose. The Portland Country Dance Community is organized and operated exclusively for educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code: The term “educational” relates to the instruction or training of individuals for purposes of improving or developing their capabilities, or the instruction of the public on subjects useful to individuals and beneficial to the community.

Article 3: Membership and Dues. Membership in the Portland Country Dance Community shall be open to any person without regard to age, race, color, national origin, religion, gender expression, sexual orientation, or ability upon receipt of payment of dues.

- The annual amount of dues and time of payment shall be set by the board of directors.
- The board reserves the right to exclude or remove members who violate PCDC codes of conduct, as set forth on PCDC’s website and/or posted at PCDC events.

Article 4: Board of Directors. The Board of Directors shall oversee the use of funds raised and the general management of the business of the organization.

- The Board of Directors shall include no less than five, nor more than seven persons elected At-Large by the PCDC members, as well as one representative from each active board-chartered committee.
- At-Large positions on the Board of Directors shall be open to all PCDC members who are committed to furthering the values and interests of Portland Country Dance Community.
- Board-chartered committees shall nominate a board representative from among their numbers.
- Members of the board shall serve without compensation.
- Duties of board members include attending two-thirds of the board meetings per annum as stated in the minutes.
- Elections to the At-Large Board positions and board members representing committees will take place each year near the change of the fiscal year (June 1 – May 31) via a poll of PCDC members. Board members are elected for terms of two years by majority vote of the membership. No board member shall be elected for more than three consecutive terms. When a board member leaves the Board, for any reason, there shall be a four year waiting period (gap) before that person is again eligible for service on the Board.
- If a board member resigns, the remaining board members may fill the vacancy. A vacancy that puts the board below the minimum membership shall be filled within a two-month period. Appointments shall run until the next election. The appointed board member may then be elected for a one-year term and re-elected for up to two consecutive two-year terms.

The Board may declare an “extenuating circumstance” with a two-thirds vote at any regular or special meeting of the board, for the purpose of extending expiring board member terms. The reason the justification for said extenuating circumstance must be documented in that meeting’s minutes. Having declared such an extenuating circumstance, the board may extend the expiring term of board members by twelve months with a two-thirds vote. If a term extension is already in effect, any subsequent term extensions must be ratified by a poll of PCDC members.

Article 5: Officers. The offices of President, Secretary, and Treasurer, at a minimum, shall be chosen by the board from current board members. Once chosen, officers shall serve until their current board membership term expires. The duties of the offices shall be as follows:

- **President:** The President shall be the principal officer and shall preside at the meetings of the members and the board. The President shall sign all instruments requiring formal execution and acknowledgement, except that checks drawn on the organization account may be signed instead by any of the other officers or other person(s) designated by the Board.
- **Secretary:** The Secretary shall be responsible for the taking and archiving of minutes at all meetings of the board and general meetings of the membership. The minutes will be communicated to the board members and available to others upon request.
- **Treasurer:** The Treasurer shall be responsible for monitoring the financial transactions of the organization, maintaining fiscal records, and providing a timely financial report to the board and regulatory entities, as well as providing an annual fiscal year report.

Article 6: Removal of a Board Member. A board member or officer may be removed from the board for cause by a majority vote of all the board members.

Article 7: Meetings. The board shall meet at least six times per year. Board meetings and other business of the organization may be conducted in person or by remote communication*. Summaries of the board meetings shall be published in the PCDC newsletter. Upcoming board meeting dates will be published in advance. PCDC members may attend and participate in board meetings, except that voting shall be by board members only. A majority of the board shall constitute a quorum for any meeting of the board.

*Remote communication means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

Article 8: Additional Responsibilities. The board is empowered to create, manage, and disband committees, task groups, and major volunteer positions. These entities act with the full consent and authority of the board for the purpose of carrying out the business of the organization in line with PCDC's mission, vision, values, and policies as defined by the board.

Article 9: Amendment of the Bylaws. The board shall have the power to make, amend and repeal bylaws of PCDC by a two-thirds recorded vote of all board members including the President. Any changes require proposal and discussion at a board meeting, communication of the changes to membership allowing at least 7 days for feedback, and subsequent review by the board prior to the vote on the proposed changes.

Article 10: Earnings to Private Individuals. No part of PCDC's earnings may benefit individuals. This does not preclude the payment of any reasonable fees for work performed or scholarships granted.

Article 11: Dissolution of Assets. In the event of dissolution, the assets of PCDC shall be distributed to another nonprofit organization with 501(c)3 status.

Article 12: Political Activity. PCDC will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.


Kathy Story, President


David Macemon, Secretary

Adopted: 2/08/1987

Revisions: 6/18/2003, 5/21/2007, 6/15/2021, 5/16/2023, 4/16/2024