

ESSDA BYLAW

Draft No. 4, June 2008 (prepared by Jacky and Roswitha, adapted after the voting)

Sense of Bylaws: More detailed and not so important Rules that are easier to change with only 50% of the Members or of the Members of the Board plus one vote.

Constitution, where the main Rules are, can be changed only with 2/3 of the present votes of the members, so is more difficult to change.

Sources:

- Founding Notes ESSDA (prepared by the committee of five people for the founding meeting in London, 18th February 2007),
- Bylaws EGLSF
- Bylaws UKSSDC
- Jacky Appleton and Roswitha Wetschka

C.1.2. = Constitution Article 1.2.

B.12.1.1. = Bylaw Article about Article 12.1.1. in the Constitution

B.12.1.a./b./c.... = Bylaw Article section a., b., c. about Article 12.1.1. in the Constitution

MEMBERS

B.12. CONSTITUENCY OF MEMBERSHIP (ad C.12.)

B.12.1.1.: Ordinary membership is open to: all individuals who accept, abide by and comply with the mission statement of the association (Article 10) and who live in Europe at **least three month or** elect to dance for a European club or country **at least for one year**

B.14. ENDING OF MEMBERSHIP (ad C.14.)

B.14.1.5.: Membership of the association ends by:

- a) failure to pay the annual membership fee (if there is one) within 3 months of their application for membership (or in case the AGM is earlier then 3 months and the new member is present at the AGM: failure to pay the annual membership fee (if there is one) at the AGM), or
- b) failure to pay the annual membership fee (if there is one) within 9 months, last chance at the time of the next AGM.

B.15. OBLIGATIONS OF MEMBERS (ad C.15.)

B.15.1.: As soon it is decided by the General Assembly, there is an obligation to pay an **annual membership fee** of :

B.15.5.a. **Ten Euros** for ordinary members,

B.15.5.b. **Twenty Euros** for extraordinary members (legal entities) with maximum 99 members,

B.15.5.c. **Thirty Euros** for extraordinary members with more than 99 members.

[to be voted on in Barcelona together with an explanation what for we need a bit money: membership fees for evt. EGLSF, FGG (GLISA is free), flyer, website, postal fees,...]

B.16. RIGHTS OF MEMBERS (ad C.16)

B.16.2.1 Voting by proxy: **Only for the election of board members**: an ordinary or honorary member, that has the right to vote, can participate in the **vote by proxy or by postal vote**. Extraordinary members take part per delegates who are present. At any other votings at the AGM members (with voting rights) can only vote in person (legal entities per delegate).

B.16.3 Voting rights: **Only paid up members can vote at the AGM.**

B.16.3.2. An extraordinary member has at least **one vote**. Legal entities with **more than 99 members have two votes**.

Or: to be voted in Barcelona

Legal entities, clubs or groups who represent more than 20 same-sex dancers, judges, teachers or other persons who are concerned with same-sex dancing have **two votes**. Legal entities, clubs or groups who represent more than 99 same-sex dancers, judges, teachers or other persons who are concerned with same-sex dancing have **three votes**. Each legal entity, club or group has to report his actual number of relevant members (same-sex dancers, judges, teachers or other persons who are concerned with same-sex dancing) four weeks before the next Annual General Meeting.

B.16.3.5. Representation of members and casting of votes: Each extraordinary member has the right to appoint one delegate per vote for the General Meeting. **Each delegate should prove this by a written and signed official proxy statement of the member organisation.**

GENERAL MEETING

B.17. GENERAL MEETING (ad C.17.)

B.17.3. Any **member** may submit an **additional agenda item**, to be sent to the general secretary at **least 10 days before the AGM**.

B.17.3.a. The **Board** may direct that any **agenda item may not be included** in the meeting if it appears that such an item is: irrelevant to the missions and goals of the Association, or timing of the General meeting will not allow for this item to be discussed.

B.17.3.5. The procedure for the election of Board members:

B.17.3.5.a. The voting which will take place at the AGM will be to decide the Board members for the following period.

B.17.3.5.b. If members are not able to vote to elect the Board in person, postal voting forms and proxy voting forms will be available to download from the ESSDA website.

B.17.3.5.c. Members who are not currently on the Board are able to be nominated to stand

for election as long as they have agreed to it. Any member who is nominated needs to be proposed and seconded before being able to stand for election. Members cannot be nominated on the day. Details of candidates who have been nominated must be sent to the members in advance of the meeting to enable proxy and postal voting.

B.17.3.5.d. Each voting form will have the names of the members who have been nominated for the election along with the current members of the Board, who will automatically stand for re-election unless they have declined. Members with the right to vote will be asked to choose the names of up to the maximum of seven people they would like to sit on the Board for next period.

B.17.7.1. Quorum

A minimum number of **25 % of the members** must participate **in person or through their delegate** at a General Meeting (Annual and Extraordinary) in order to conclude valid decisions.

B.17.7.1.a. The **exception** to this rule is that in the case of the **election of Board Members**, proxy and postal votes of ordinary and honorary members will be recognized as participating and will count towards the quorum.

BOARD

B.19. BOARD (ad C.19.)

B.19.3. When a Board member doesn't accept, abide by and comply with the mission statement of the association. (look at C.10.), with the Association's Constitution or decisions or has harmed the Association in an unreasonable way: In this case **the Board will take a vote to ask the board member to step down**. The excluded board member shall have the right to **appeal** this decision at the following General Meeting.

B.19.4. The Board shall consist of **seven** members.

B.19.8.

In order to enable continuity in Board decision making and Board elections on a rolling base, **the two existing Board members with the largest numbers of votes will automatically be accepted in the new Board**.

B.19.7.1. The Office Bearer of the association, the two Co-Presidents, the Treasurer and the General Secretary, are elected by office title by the new Board from among its own members **within the same day or the next days, but at least within the following three weeks**.

B.19.9.5. The Treasurer can represent the association in all financial matters up to a sum of **300 Euros**. Anything more than € 300 there must be agreement by a majority of the board.

B.19.10. RULES OF CONDUCT FOR THE BOARD:

B.19.10.a. Board decisions are made in Board meetings, which can be personally attended and/ or organized through Information Technology conference systems e.g. skype.

B.19.10.b. Decisions can also be made through Internet votings (Email, Website...). It is a requirement that Board Members have access to Email.

B.19.10.c. Board decisions are made with an absolute majority (a minimum of more than the half members of the whole Board).

B.19.10.d. A Board meeting needs a quorum of more than the half of the Board attending the meeting in person or through conference systems in order to conclude valid decisions, otherwise the Board meeting is only entitled to make proposals.

B.19.10.e. A Board meeting is convocated through an agreed proposal made by the co-presidents. The date, city or method of meeting and agenda should be notified at least one week before, but preferably one month before the proposed date. Those who are not able to attend are invited to send comments. Convocated meetings can be postponed and/or continued within a period of two week from the original meeting date by agreement of all those Board members who agreed to attend. This has to be published to the rest of the Board on the same or next day together with the planned agenda.

B.19.10.f. Decisions by other tools for Internet voting like video conference shall only be used when all Board members can organize the access to it.

B.19.10.g. **Email decision procedure of the Board:**

a) Commitment:

Everybody on the Board has to commit to checking emails and responding within an agreed timeframe or indicate otherwise a period where you can't check your emails before this is the case.

b) Timeframe:

Generally a week to check and respond for every proposal made. The date of the proposal and time limit should be included in the proposal! Anyone who has not answered within the fixed period has abstained from voting.

c) Majority:

An absolute majority (more than the half of the whole Board).

d) Definition and Identification:

Any proposal that requires a vote should be named as such , and the wording clear in the body of the email. It MUST have the word "PROP" followed by the keyword in the **subject** of the email. The email must be high priority. General discussion and ideas should **not** follow this format.

e) Time for discussion:

The suggestion is to give time for discussion, gathering of information and forming or changing an opinion when possible BEFORE a proposal is made.

f) The decisions of the Board should be announced quarterly to the Membership.

g) The results of the voting and the details of the responses on all proposals are to be recorded by a member of the board for a period of 5 years.

VOTING

B.21. VOTING (ad C.21.)

B.21.1. Ways of participating and Quorum: (Majority: is defined in the Constitution.)

B.21.1. a. Ways of participating

Participating at a General Meeting and in the Board elections: are defined in the section B.17.7.1. und B.17.7.1.a., participating in a Referendum in the section B.27.d.

B.21.1. b. Quorum: Unless the Annual General Meeting decides **otherwise 25% of the General Membership is necessary for participating** in order to conclude valid decisions.

BY-LAWS

B.24. BY-LAWS (ad C.24.)

B.24.5. Is defined in B.17.3.

CHANGING THE ARTICLES AND THE DISSOLUTION OF THE ASSOCIATION

B.25. CHANGING OF THE ARTICLES (ad C.25.)

B.25.1. The decision to change the Constitution or to dissolve the association can only be taken **by the General Membership in a General Meeting with personal attendance** not in a referendum.

B.25.4. Is defined in B.17.3.

REFERENDUM

B.27. REFERENDUM (ad C.27.)

Rules for Referendum:

B.27.a. A topic that requires an immediate decision which cannot wait for the General meeting can be can be put forward for a referendum by the Board or by the membership.

B.27.b. In the case of a referendum being requested by a member and not agreed by the Board, the referendum will only be granted if it comes from a group of members representing 25 % of the total membership.

B.27.c. A referendum is carried out by a permanent voting committee, appointed by the Board or at the Annual General Meeting, consisting of 2 persons of different nationality.

B.27.d. A referendum is carried out by publishing a motion by the the Board and asking for votes to be received by the voting committee members within a specific period. **Internet voting** will be used in this case. After the voting period is closed the voting committee should check up on membership and voting rights.