

# ESSDA BYLAW

ESSDA BYLAWS Draft 7 20<sup>th</sup> April 2009 (Agreed in principle at the Board meeting on 22<sup>nd</sup> Feb, plus agreed alterations voted on by the board between Feb and April 2009).

These Bylaws should be read in conjunction with the ESSDA constitution, and provide the detail by which the constitution can be put into practice.

**Each Bylaw number refers to the same number in the constitution, for example B12 is a more detailed explanation of section 12 in the Constitution.** The numbering system is not chronological.

## MEMBERS

### B.12. CONSTITUENCY OF MEMBERSHIP

B.12.1.1.: Ordinary membership is open to: all individuals who accept, abide by and comply with the mission and goals statement of the association (Article 11 of the Constitution) and who have lived in Europe for at **least three month or** elect to dance for a European club or country **at least for one year**. ESSDA reserves the right to check this information.

### B.14. ENDING OF MEMBERSHIP

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

- Failure to pay the annual membership fee (if there is one) **within 3 months of the persons application for membership**. If the AGM takes place earlier than this 3 months and the new member is present, membership **must be paid at the AGM**.
- Failure to pay a renewal fee of annual membership within **9 months** of the renewal date.

### B.15. OBLIGATIONS OF MEMBERS

B.15.1. Once 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.

### B.16. RIGHTS OF MEMBERS

B.16.2.1 Voting by proxy: Members (with voting rights) can vote in person or by proxy. **Postal votes are only accepted for the Election of Board Members**. An Ordinary or Honorary member present at the meeting can cast up to a maximum of 5 votes including proxy votes, votes on behalf of legal entities and their own personal vote. **Extraordinary members must take part through their delegates who must be present**.

During any other voting at the AGM, members (with voting rights) can only vote in person or by proxy.

B16.2.2 Each Extraordinary member (club, legal entity) with a membership of up to 99 has one delegate. Those with more than 99 members can appoint two delegates. Each delegate has one vote.

**B.16.3 Voting rights: If there is a membership fee, only paid up members can vote at the AGM.**

B.16.3.2. An extraordinary member has at least **one vote** through their delegate. Legal entities with **more than 99 members have two votes** (through two delegates). Each legal entity, club or group has to report the actual number of relevant members (As defined in 12.1.2. of the Constitution) 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 statement of the member organisation.**

## GENERAL MEETING

### B.17. GENERAL MEETING

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.

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

B.17.3.5.a. The election of Board Members takes place at the AGM.

B.17.3.5.b. If ordinary or honorary 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 (a second person to support the nomination), by paid up members before being able to stand for election (if membership fee applicable). Nominations must be received at least 4 weeks in advance of the AGM. 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 elect up to the maximum of seven people.

B.17.7.1. Quorum

A minimum number of **17 % of the members** must participate in person or through their

delegate at a General Meeting (Annual and Extraordinary) in order to conclude valid decisions, In the case of changing the constitution or dissolving the association, a **25%** quorum is required as defined in section 25.1 of the Constitution.

B.17.7.1.a. In the case of the **election of Board Members** there will be an exception to the above rule where **Proxy and postal votes of ordinary and honorary members will be recognized** as participating and will count towards the 17% quorum.

## BOARD

### B.19. BOARD

B.19.3. If 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, **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, but must have a 2/3rds majority.

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

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 following three weeks.**

B.19.8.a. Board Elections on a rolling base: In order to enable continuity of Board decision making, **at least three existing members must stay on the Board** for the following year of office. This will be decided by the outgoing Board, before the election.

B.19.8.b Board members **cannot serve more than two years** without being re-elected.

B.19.8.c. At the AGM of every uneven year, the election must be for at least 4 Board Members. In even years the election must be for at least 3 Board Members.

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 two 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.

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 on all proposals are to be recorded by a member of the board for a period of 5 years.

## VOTING

### B.21. VOTING

B.21.1. Ways of participating, Majority and Quorum: With the exception of changing the constitution or dissolving the association, this is covered by section 16 and 17 of the Bylaws.

## BY-LAWS

### B.24. BY-LAWS

B.24.5: is defined in section 17.3 of the Bylaws

**CHANGING THE ARTICLES AND THE DISSOLUTION OF THE ASSOCIATION**

**B.25. CHANGING OF THE ARTICLES**

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, not in a referendum.  
B25.4 is defined in section 17 of the Bylaws.

**REFERENDUM**

**B.27. 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 membership with voting rights.

B.27.c. A referendum is carried out by a 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 within a specific period. Internet voting will be used in this case. After the voting period is closed the voting committee should check membership and voting rights.

Sources for the Bylaws:

- Founding Notes ESSDA (prepared by the committee of five people for the founding meeting in London, 18<sup>th</sup> February 2007),
- Bylaws EGLSF
- Bylaws UKSSDC

**These Bylaws were passed by the Board on .....**

**Board Members signatures:**

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