The Greater Washington Ceili Club, Inc. Revised Bylaws

Adopted 10/25/98

Article I - Purposes

The purpose of this Club shall be as follows:

a) To promote traditional Celtic dance, music, and culture
b) To encourage and support the teaching of traditional Celtic dance forms, with special emphasis on preserving the tradition of country set dances
c) To promote and sponsor programs and social gatherings, such as ceilis, concerts, festivals, retreats and instructional classes, at which members and the community may share and expand their appreciation of Celtic music, dance and culture.
d) To serve as a sponsor for local and visiting musicians and dancers, and to provide information to the community about these events.

Article II - Membership

Membership in the Corporation shall be through application. Application shall be open to any individual eighteen (18) years or older interested in the purposes of the Corporation. Each member shall pay such dues as may from time to time be set by the Board of Directors in accordance with the Bylaws. Each member shall be entitled to one vote in all matters coming before membership meetings. Each member shall have full voting rights immediately upon payment of dues.

Article III - Meetings

There shall be one (1) annual meeting of the Club for the transaction of its general business and for the election of its officers and the Board of Directors. This meeting shall be held in October of each year. Additional meetings for social or business purposes may be called by the President at a time and place designated by him/her.

Written notice of the annual meeting shall be sent through the newsletter or through a separate mailing, at least ten (10) days prior to the meeting, providing they are also to be considered at such meeting, the aforementioned notice shall specifically state that such business will be considered at this meeting.

Notification to the members of the Club by way of the GWCC Newsletter shall constitute "written notice" so long as the GWCC Newsletter is sent to every member at least ten (10) days prior to the scheduled meeting.

Article IV - Officers

The officers of the Club shall be as follows: President, Vice-President, Secretary, and Treasurer; and shall serve in their respective capacities with regard to membership and its meetings and the Board and its meetings.

To be President or Treasurer, an individual must have been a member of the Club in good standing for twenty-four (24) consecutive months and have, at some time, served on the Board of Directors for one (1) year. To be Vice-President or Secretary, an individual must be a member in good standing and have, at some time, served on the Board of Directors for one (1) year.

copied by Paul O'Donnell, Jan 08, 2004

The President shall preside at all meetings of the membership and the Board and shall perform such duties as are incidental to the office or are properly required of the president by the Board of Directors. The President shall have general management and direction of the business of the Club and powers ordinarily exercised by a president of such a club, and cast the deciding vote in the case of a tie-vote. The President shall be exempt from paying dues during his/her term of office.

The Vice-President shall exercise the authority of the President in the President's absence and perform such other duties as may be assigned by the President or the Board of Directors. The Vice-President shall be exempt from paying dues during the term of his/her office.

The Secretary shall keep the minutes of the meetings of the Club and the Board of Directors and shall publish the minutes to all members of the Board prior to the next regular meeting. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws; the secretary shall perform all the duties ordinarily incidental to the office of Secretary of such a club. The Secretary shall perform other duties as from time to time may be assigned by the Board of Directors or by the President, and shall be exempt from paying dues during his/her term of office.

The Treasurer, or the Treasurer's designate, shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit or cause to be deposited in the name of the Club all monies or other valuable assets in such banks, trust companies, or other depositories as shall from time to time be selected by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Club and in general shall perform all the duties ordinarily incidental to the office of treasurer of such a club, and other such duties as may from time to time be assigned by the Board of Directors or the President. All disbursements, except those of current operating expenses, must have the prior approval of the Board of Directors before the Treasurer shall pay same. The Treasurer shall be responsible for preparing and submitting all appropriate federal and state tax materials for the fiscal year of his/her term, even if the reporting date for these materials comes after the end of the term of office. The Treasurer shall be exempt from paying dues during the term of his/her office.

All Officers, Board members and Committee chairs shall be obliged to pass on records from the present term in good order and in a timely fashion to their successors.

Article V - Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors which shall have up to sixteen (16) members, four (4) of whom shall be the officers mentioned above, and the other twelve (12) will be specifically elected at annual elections. In addition to the sixteen directors, the immediate Past President shall serve for one year following the termination of office.

The Board shall meet once a month or as otherwise scheduled, at a time and place of meeting determined by the President, and notice of said meeting shall be communicated orally or in writing to all members of the Board of Directors at least five (5) days prior thereto, advising them of the time and place of same. An announcement in the monthly Newsletter shall constitute sufficient notice.

A total of 50% of the elected Board members shall constitute a quorum at the monthly Board meeting, and the Board's decisions shall be made by a simple majority vote of the members present. The business and property of the Club, except as otherwise provided by law or by the Articles of Incorporation or by these Bylaws, shall be conducted and managed by the Board of Directors. The Board of Directors shall keep minutes and a full account of its transactions.

The four officers mentioned in Article IV shall be elected for one (1) year terms at the annual Election meeting and shall take office at the next scheduled Board meeting. No officer shall serve more than three consecutive terms in any one office. The terms of the other twelve (12) Directors shall be for two (2) years, with the exception of any election in which the total number of those 12 positions being filled is greater than six; for such an election, six terms shall be for two years and the remaining terms shall be for one year, with the terms to be distributed by lot among the newly elected board members.

Article VI - Elections
Annual elections shall be held in the month of October and may be conducted by mailed ballot and by ballot at the annual meeting. Mailed ballots must be sent out at least ten (10) days prior to the deadline for their return posting. Election of Officers and Board of Directors shall be determined by a plurality of the total number of votes cast by members, both by those voting at the annual election meeting and by mailed ballots.

For each annual election the President shall appoint an election coordinator whose responsibility shall be to see that elections are conducted in a fair and equitable manner.

Article VII - Committees
The President, by resolutions, may provide such standing or special committees composed of Directors or members of the Club as the said President shall deem desirable and may discontinue the same at his/her pleasure. Each such committee shall have such powers and perform such duties as may be assigned to it by the President.

Article VIII - Amendments to the Bylaws
These Bylaws, or any additional Bylaws, may be altered or repealed; new Bylaws may be adopted at a general meeting of the membership, by a vote of two-thirds (2/3) of the members voting. Notice of intention to amend the Bylaws shall be given through written notice and/or through the Club Newsletter, as described in Article III hereof.

copied by Paul O'Donnell, Jan 08, 2004

Article IX - Disposition of Funds upon Dissolution
In the event that this Club shall dissolve and cease to exist, all funds in the Treasury after payment of all debts and obligations, shall be contributed to a charity decided upon by the members in good standing at a general meeting at the time that the Club is dissolved.

Article X - Conduct of Members
Should the conduct of any member at any Club function be such that it is detrimental to the best interests of the Club, the case shall be brought before the Board of Directors for consideration: a vote will be taken and if two-thirds (2/3) of the Directors vote for dismissal, the member will lose all vested interests in the Club. Membership may not be renewed by said member for a period of one year from date of dismissal and then only upon application as a new member.

Article XI - Conduct of Meetings
All meetings shall be governed by Robert's Rules, Newly Revised, latest edition, in all manners not satisfactorily provided herein.

Article XII - Indemnity

Each Director and Officer of the GWCC, now or hereafter in office, and his/her executors and administrators, shall be indemnified jointly by the GWCC and its insurance carrier against all expenses, as hereinafter defined, which shall necessarily or reasonably be incurred by him/her in connection with any action, suit or proceeding to which he/she is or shall be a party, or with which he/she may be threatened, by reason of his/her being or having been a Director or Officer of the GWCC, whether or not he/she continues to be a Director or Officer at the time of incurring such expenses. As used in this Section, expenses shall include all costs, counsel fees and amounts of judgments against, or amounts paid in settlement by, such Director or Officer, other than amounts payable by or paid to the GWCC, but shall not include any:

a) Expenses incurred in connection with any matters as to which such Director or Officer shall be adjudged in such action, suit or proceeding, without such judgement being reversed, to be liable by reason of his/her willful misconduct in the performance of his/her duties as such Director or Officer, or

b) Expenses incurred in connection with any matters which shall have been the subject of such action, suit or proceeding disposed of otherwise than adjudication on the merits, unless in relation to such matters such Director or Officer shall not have been liable for willful misconduct in the performance of his/her duties as a Director or Officer.

The foregoing right of indemnification shall be in addition to any rights to which any Director or Officer may be or become entitled by law, vote of membership or otherwise.