

**Madison Tango Society
Bylaws**

**Passed
September 13th, 2006**

**Amended and Passed
November 2, 2013**

**Amended and Passed
November 7, 2015**

1. Name & Structure

- 1.1. The name of the organization is The Madison Tango Society (MTS). It is a non-stock corporation in the State of Wisconsin with members.
- 1.2. MTS is governed and represented by a board of directors elected by general membership, and by officers elected by the board of directors.

2. Primary Purpose & Goal

- 2.1. MTS is a non-profit organization whose primary goal is to encourage, provide and promote Argentine Tango in and near the area of Madison, WI.

3. Board of Directors

- 3.1. Board member positions have a term length of two years, commencing on November 8th.
- 3.2. There is no limit to the number of terms a person may serve on the board of directors.
- 3.3. All elected board members will have one vote during board member votes.
- 3.4. Board members will receive no special compensation other than which is defined by §9.2.
- 3.5. The list of the board of directors and their email contact information shall be made publicly available on the MTS website and by request.
- 3.6. Upon leaving the board, board members shall transfer any records or other assets in their possession to the board of directors within 30 days.
- 3.7. A board member may be expelled by a unanimous vote of all other board members

4. Elections for Board of Directors

- 4.1. The board of directors is to be elected by a general membership vote.
- 4.2. The board will be divided into term classes, with up to 4 members for each two year term.
- 4.3. General members in good standing are eligible to be nominated for a position on the board of directors. The board shall nominate candidates for the vacant positions in each class.

- 4.4. Each member will be given a ballot listing all eligible nominees for each term class. Voting to elect the board of directors consists of marking up to four candidates yes on the ballot for each term class. Any ballot with more than four yes votes will be discounted.
- 4.5. The four candidates with the most votes, including those tied with them, become board members.

5. Voting by the Board of Directors

- 5.1. Any board member may call for a resolution to be voted on by the board. Another board member must second the resolution for further discussion and vote.
- 5.2. Proxy voting is not permitted.
- 5.3. Anonymous voting is not permitted.
- 5.4. A Quorum is required for the board to vote. A quorum is a simple majority of the board. A vote is passed with the majority of the quorum.

6. Board Meetings

- 6.1. The Board will meet once after November 8th to elect officers for the following calendar year. The officers shall be President, Vice President, Secretary and Treasurer. An individual may hold more than one title. The officers shall run the day-to-day business of MTS.
- 6.2. The Board will meet during the year in the event of the resignation of an officer or an officer becoming incapable of performing his duties or being deemed incapable by the Board of performing his duties, to elect a replacement.
- 6.3. The Board may hold a Special Meeting to discuss and vote on a specific item proposed by at least two Board members. The meeting shall be strictly limited to discussion and vote on that specific item.
- 6.4. The President may call for a Special Meeting of the Board to discuss and vote on a specific item. The meeting shall be strictly limited to discussion and vote on that specific item.
- 6.5. The chair of each meeting will be the President. The chair will lead the meeting. In the event the President is not available, the Vice President will chair the meeting. In the event the Vice President is also unavailable, the Treasurer will chair the meeting.

- 6.6. Minutes of the meeting will be recorded by the Secretary and will be sent out to board members and Officers. If the Secretary is not available, the chair will appoint a secretary for the meeting.
- 6.7. All MTS members and invitees may attend open meetings. MTS meetings are open unless the board closes the meeting for the purposes of discussing confidential matters, including, but not limited to, complaints, allegations and other matters requiring adjudication, and all matters related to litigation. All Officers are allowed to attend closed meetings.
- 6.8. Minutes from board meetings will be provided on request, unless the meeting is closed.
- 6.9. The President will schedule the date, time and location of every Board meeting, and determine if the meeting is closed. All Board members must be given at least one week of advanced notice of the meeting. The receipt of the advanced notice must be confirmed.
- 6.10. The Secretary will create the agenda for the meeting and send out a general email to all members announcing an open Board meeting, at least one day prior to the meeting.

7. Financial Administration

- 7.1. The Treasurer will administer finances. These responsibilities include but are not limited to:
 - 7.1.1. Provide a yearly financial status report to the Board of Directors
 - 7.1.2. Make payments and reimbursements from MTS's checking account or cash box
 - 7.1.3. Make MTS funds available to make change for admission to MTS events.

8. Committees

- 8.1. Committees may be formed by the President. These conditions apply:
 - 8.1.1. The President provides the committee with a primary purpose.
 - 8.1.2. The President provides the committee with a statement outlining expenses and/or income.
 - 8.1.3. Only an officer has the signature authority to commit MTS into any binding agreement.

- 8.1.4. The committee must include at least one MTS member and may also have other invitees.
- 8.1.5. The chair of the committee is appointed by the President and must be an MTS member. The chair will report back to the President on the findings of the committee.
- 8.1.6. The President may overrule any decision made by a committee and may replace the chair at any time.

9. General Membership & Participants

9.1. Eligibility

- 9.1.1. Membership and participation in MTS and events hosted by MTS are open to all members of the community without discrimination on the basis of race, color, religion, gender, sexuality, disability or national origin.

9.2. Compensation

- 9.2.1. People providing goods and/or services under the direction of the Board of Directors can be appropriately compensated. This includes the Officers.
- 9.2.2. People providing goods and/or services under the direction of the Officers can be appropriately compensated.
- 9.2.3. Board members will be MTS members during their terms of service on the Board without having to pay membership renewal. Board members must pay admission to MTS events. MTS membership ceases when membership on the Board ceases.
- 9.2.4. Officers will be MTS members during their terms of service without having to pay membership renewal. MTS membership ceases when the term as Officer has ended.
- 9.2.5. Committee chairpersons will have the same membership privileges as Board members.

9.3. Member Dues

- 9.3.1. The board shall consider the amount of dues once per year at the annual meeting. A change in the amount of dues requires a vote of the board.

9.4. Member Rights

- 9.4.1. Each member is entitled to:
 - 9.4.1.1. One vote in general elections;
 - 9.4.1.2. Attend meetings of the general membership and all other members' only events;
 - 9.4.1.3. Attend open board meetings;

9.4.1.4. Published membership discounts at MTS events, businesses, et al.;

9.4.1.5. Access to records of the club as specified by §11;

9.5. Responsibility

9.5.1. Participants shall demonstrate courtesy and respect for all persons involved. Due to the physical nature of dance, we emphasize that participants respect each other's personal boundaries and choose a dance position or style within the comfort level of their partner. If a comfort level cannot be agreed upon, then either person may choose not to dance with that partner; all participants must respect and comply with such a request. All members are expected to cooperate fully on matters of club policy.

9.6. Member Resignation

9.6.1. Any member may resign his/her membership by filing a written resignation with the board. Resignation shall not relieve the member of the obligation of paying unpaid fees or other charges. Membership fees or other charges already paid are not refundable.

9.7. Membership Transfer

9.7.1. Memberships are not transferable.

9.8. Member & Participant Suspension, Termination, Restriction & Expulsion

9.8.1. For a single event only, any board member or officer has the right to expel or deny entry to anyone. This expulsion is for the duration of the event. The board member or officer must attempt to notify all board members and officers as soon as is reasonably possible.

9.8.2. The board may vote to suspend, terminate, expel or otherwise restrict any member or participant for good cause after a right to a hearing before the board to which the member or participant is given at least one week's written notice.

9.8.3. Any member suspended or expelled from the club shall not be allowed to participate in any MTS sponsored activities. The duration of suspension shall be clearly stated in the written notice of suspension.

9.8.4. Good cause includes, but is not limited to, the following:

9.8.4.1. Inappropriate physical or verbal behavior;

9.8.4.2. Improper or disruptive conduct;

9.8.4.3. Other violations of MTS policy as determined by the board of directors

10. Record Keeping

10.1. The Secretary shall collect and maintain records to include but not be limited to the following:

10.1.1. Membership directory

10.1.1.1. The Secretary will maintain current listing of the each member's membership form, which will minimally include name and email address.

10.1.2. Attendance records

10.1.2.1. The Secretary will maintain records of the number of members/non-members attending events with admission.

10.1.3. Minutes of board meetings and general member meetings

10.1.4. Contracts

10.1.5. Contact information for instructors, event organizers, volunteers and venues

10.1.6. Events calendar for previous and upcoming events

10.1.7. Current Bylaws and Policies

10.2. The Treasurer will maintain financial records to be organized by calendar year and will contain at least the following:

10.2.1. Financial transaction forms

10.2.2. Financial statements presented at board meetings

10.2.3. Bank statements

11. Record Access

11.1. Upon written request and within a reasonable period of time, no longer than 30 days, MTS members may have access to all records. Records specifically excluded from this policy are:

11.1.1. Membership directory, full details

11.1.2. Minutes and notes from closed board meetings

11.1.3. Other records, as determined by the board of directors, to protect the identities of everyone involved in alleged misconduct

12. Amending Bylaws

12.1. A proposal to amend the bylaws requires a unanimous vote of board members. The proposed amendments must be approved

by a simple majority vote of the general membership in attendance at the annual meeting in November.

13. Dissolution

- 13.1. MTS may be dissolved by a unanimous vote of the Board of Directors.
- 13.2. MTS may be subject to administrative dissolution by the State of Wisconsin if it doesn't meet the requirements of at least three directors and one officer, or if it cannot pay the annual non-stock corporation fee due to lack of funds.
- 13.3. Upon the dissolution of MTS, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities, dispose of all remaining assets in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1986, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of MTS is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.