

Bylaws of
Alpentänzer Schuhplattler

A California Nonprofit Public Benefit Corporation

Approved December 07th, 2014

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Defined Terms Used in this Document

“Annual regular membership meeting” Section 8.2
“Board” Section 10.1
“Directors” Section 10.1
“Elected Officers” Section 11.2
“President” Section 10.1.1
“Vice President” Section 10.1.2
“Treasurer” Section 10.1.3
“Secretary” Section 10.1.4
“STV Section Representative” Section 10.1.5
“Dance Leader” Section 11.2.6
“Band Leader” Section 11.2.7
“Artistic Director” Section 11.2.1
“Appointed Officers” Section 11.3

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this nonprofit organization is Alpentänzer Schuhplattler – Sacramento, herein referred to as the “Alpentänzer”. The member band which accompanies the Alpentänzer Schuhplattler dancers at their exhibitions is named the Alpentanzkapelle, is part of this nonprofit organization, and is also referred to as the “Alpentänzer”.

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Alpentänzer may be established at any place, or places, within or outside the State of California by resolution of the Board.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Alpentänzer is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

The Alpentänzer is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public purposes. The Federal Identification number is 94-2823113, a 501(c)(4) designation; this Federal authorization was effective September 22, 1982. The State of California gave Article of Incorporation authority to the Alpentänzer on March 2, 1982 (Corporation #1104806).

Section 3.2 Specific Purpose

The specific purpose of the Alpentänzer is to carry on the traditions of the Austrian and Bavarian cultures, costumes (Tracht), music and dance, and to promote good fellowship among the members. In the course of conducting these activities, the Alpentänzer provide instruction in Austrian and Bavarian folk dances, perform these dances for recreational purposes, exhibit these dances to the general public, provide music for events and interact with other Austrian and Bavarian folk dance organizations with mutual goals.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Alpentänzer has been formed under California Nonprofit Corporation Law for the purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Alpentänzer shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Alpentänzer shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office or any proposed initiative statute.

Section 4.2 Prohibited Activities

The Alpentänzer shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Alpentänzer may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Alpentänzer to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the 'Code') or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 ORGANIZATIONAL MEMBERSHIP

Section 5.1 Sacramento Turn Verein Section

The Alpentänzer is a Section of the Sacramento Turn Verein (“STV”) and operates under the guidelines of the Sacramento Turn Verein Board and the Sacramento Turn Verein bylaws where these do not conflict with the Alpentänzer purposes and bylaws.

Section 5.2 Gauverband Nordamerika

The Alpentänzer is a Member Verein of the Gauverband Nordamerika. The Gauverband Nordamerika is dedicated to preserving and perpetuating the cultural heritage of Bavaria and Tyrol. The Alpentänzer operates under the guidelines and bylaws of the Gauverband Nordamerika where these do not conflict with the Alpentänzer purposes and bylaws.

Section 5.3 *American Federation of German Folk Dance Groups*
The Alpentänzer is a member of the American Federation of German Folk Dance Groups whose purposes include the practice and cultivation of traditional dance forms as found in Germany and in German minority communities.

Section 5.4 *Sacramento International Folk Dance & Arts Council*
The Alpentänzer is a member of the Sacramento International Folk Dance & Arts Council whose mission is to promote international folk dance and music.

ARTICLE 6 MEMBERSHIP

Section 6.1 *Regular Membership*
Membership is open to anyone with a desire to learn and exhibit authentic Austrian and Bavarian folk dances or to participate in the Alpentanzkapelle. Voting privileges shall be extended to all individuals who have danced, played in the band or otherwise actively participated in a minimum of two-fifths (2/5) of the exhibitions within the previous twelve months. Having complied with this requirement, the member shall be considered to be in good standing with the Alpentänzer.

Section 6.2 *Adjunct Membership*
Adjunct membership is granted to individuals who have been regular members for a minimum of ten years but can no longer do so. These individuals actively participate in the non-exhibition activities of the Alpentänzer. Adjunct members have voting privileges.

Section 6.3 *Honorary Membership*
Honorary membership is granted to any former regular member of the Alpentänzer who participated for a minimum of three years but are no longer active in the affairs of the group. Honorary members are non-voting members.

ARTICLE 7 FINANCES

Section 7.1 *Member Dues*
No membership dues will be assessed.

Section 7.2

Deposit and Distribution of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Alpentänzer. All revenues that are generated from exhibition performances, donations, or any other fund raising function shall only be used for the betterment of the Alpentänzer.

No funds shall be paid to any officer or member of the Alpentänzer except to reimburse that individual for pre-approved expenses incurred on behalf of the Alpentänzer.

The President, the Secretary, and the STV Section Representative have expenditure authority on behalf of the Alpentänzer. Any expenditure by each authorized officer in excess of \$500 per annum requires approval by a simple majority of the membership at a meeting where there is a quorum present.

Section 7.3

Books and Reports

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Alpentänzer, including accounts of its assets, liabilities, receipts, disbursements, gains, loses, capital, retained earnings, and other matters customarily included in financial statements. The book of accounts shall be open to inspection by any officer of the Alpentänzer.

ARTICLE 8 MEETINGS

Section 8.1

Deliberation and Debate

The rules contained in Robert's Rules of Order Revised shall govern all meetings in all cases to which they are applicable and in which they are consistent with the bylaws of the Alpentänzer.

Section 8.2

Calling a Meeting

Meetings shall be held at the call of the President, his designee, or by a majority of the Directors. A regular membership meeting will be held at least annually to conduct corporate business and elect directors and officers.

Section 8.3

Quorum

A majority of the voting membership in good standing, to include a majority of the Directors, shall constitute a quorum.

Section 8.4 *Conducting Business*

With a quorum in attendance, all issues shall be presented to the Directors and voting members and passed by a simple majority. Bylaws may only be amended by a two-thirds majority vote of those present with a quorum including a majority of the Directors in attendance at a meeting scheduled with at least 30 days' notice and specifically for the purpose of amending the bylaws.

ARTICLE 9 ASSETS

Section 9.1 *Physical Assets*

The Secretary will keep and maintain, or cause to be kept and maintained, a current listing of all physical assets owned by the Alpentänzer. The list of physical assets shall be open to inspection by any officer of the Alpentänzer at all times. If the asset was purchased, the physical asset list shall include, but is not limited to, a description of the item, date of purchase and cost. If the asset was donated, the list shall include, but is not limited to, a description of the item, the person or group that donated the item, and an approximate dollar value. Copies of the list of physical assets shall be provided to the Property Manager and the Treasurer.

Section 9.2 *Financial Assets*

All financial assets are the responsibility of the Treasurer.

Section 9.3 *Depreciation and Disposing of Assets*

The depreciation of physical assets shall be set by the fair market value of the asset.

The disposition of assets shall be voted upon in a general meeting.

Upon dissolution of the Alpentänzer, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Alpentänzer, will become the property of the Sacramento Turn Verein.

ARTICLE 10 DIRECTORS

Section 10.1 Number, Responsibilities, and Qualifications

The authorized number of Directors of the Alpentänzer (“Directors”) shall be seven. The seven Directors constitute and act as the Alpentänzer Board of Directors (“Board”). Directors must be voting members in good standing of the Alpentänzer. The Board shall keep and maintain, or cause to be kept and maintained, the Alpentänzer policies, procedures and guidelines that govern the actions of its Officers and members. The corporate offices held by the Directors are President, Vice President, Secretary, Treasurer, STV Section Representative, Dance Leader, and Band Leader.

Section 10.1.1 President

The President of the Alpentänzer (“President”) shall preside at meetings of the Board, and exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws. In the absence of the STV Section Representative the President, or President’s designee who must be an STV member in good standing for at least the past two years, represents the Alpentänzer at STV Board Meetings and Regular Membership meetings. The President is elected during the annual regular membership meeting with a term of one year.

Section 10.1.1.1 Qualifications

The President must be a regular member, or adjunct member, of the Alpentänzer and must have been an STV member in good standing for at least the past two years.

Section 10.1.2 Vice President

The Vice President of the Alpentänzer (“Vice President”) participates in the operations of the Board and, in the absence of the President, shall preside at meetings of the Board. The Vice President shall also exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws. The Vice President is elected during the annual regular membership meeting with a term of one year.

Section 10.1.2.1 Qualifications

The Vice President must be a regular member, or adjunct member, of the Alpentänzer.

Section 10.1.3 Secretary

The Secretary of the Alpentänzer (“Secretary”) shall attend to the Bylaws, meeting minutes, notices, correspondence, and corporate records, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws. The Secretary is elected during the annual regular membership meeting with a term of one year.

Section 10.1.3.1 Qualifications

The Secretary must be a regular member, or adjunct member, of the Alpentänzer.

Section 10.1.4 Treasurer

The Treasurer of the Alpentänzer (“Treasurer”) shall attend to the books of account, financial reports, and all deposits and disbursements of money or assets. The Treasurer shall also exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws. The Treasurer is elected during the annual regular membership meeting with a term of one year.

Section 10.1.4.1 Qualifications

The Treasurer must be a regular member, or adjunct member, of the Alpentänzer.

Section 10.1.5 STV Section Representative

The STV Section Representative of the Alpentänzer (“STV Section Representative”) participates in the operations of the Board and represents the Alpentänzer at STV Board and Regular Membership meetings. The STV Section Representative also exercises and performs such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws. The STV Section Representative is elected during the annual regular membership meeting with a term of one year.

Section 10.1.5.1 Qualifications

The STV Section Representative must be a regular member, or adjunct member, of the Alpentänzer and must have been an STV member in good standing for at least the past two years.

Section 10.1.6 Dance Leader

The Dance Leader provides, or causes to be provided, individual and group dance instruction for both men and women dancers, and ensures that all dances are performed in their authentic manner and style. The Dance Leader may minimally modify the choreography to match the needs of the exhibition group to ensure maximum participation of all dancers. The Dance Leader is responsible for coordinating the dance music with the Band Leader. The Dance Leader is responsible for creating a proposed annual budget for dance related expenses and presenting same at the annual regular membership meeting. The Dance Leader is responsible for making recommendations to the Artistic Director on the capabilities of the individual dancers along with recommending the dances to be performed at the exhibitions. The Dance Leader is responsible to make recommendations on dances to be added to the repertoire. The Dance Leader is nominated by the Alpentänzer dancers and is elected during the annual regular membership meeting with a term of one year. The Dance Leader reports to the Artistic Director.

Section 10.1.6.1 Qualifications

The Dance Leader must be a regular member of the Alpentänzer.

Section 10.1.7 Band Leader

The Band Leader provides, or causes to be provided, direction in all aspects of musical performance. The Band Leader acquires and maintains, or causes to be acquired and maintained, the sheet music and other band-related requirements of the Alpentanzkapelle. The Band Leader is responsible for coordinating the dance music with the Dance Leader. The Band Leader is responsible for creating a proposed annual budget for music related expenses and presenting same at the annual regular membership meeting. The Band Leader makes recommendations to the Artistic Director on the capabilities of the individual instrumentalists. The Band Leader is responsible for choosing the music apart from the dance exhibition. The Band Leader is nominated by the Alpentanzkapelle and is elected during the annual regular membership meeting with a term of one year. The Band Leader reports to the Artistic Director.

Section 10.1.7.1 Qualifications

The Band Leader must be a regular member of the Alpentänzer.

Section 10.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Alpentänzer, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Alpentänzer shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Alpentänzer to any person or persons, provided that the activities and affairs of the Alpentänzer shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 10.3 Terms

Directors shall be elected at each annual regular membership meeting of the Board for a one year term. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 10.4 Vacancies

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

Section 10.5 Resignations

Any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

Section 10.6

Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional Director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 10.7

Quorum

Four Directors shall constitute a quorum of the Board.

Section 10.8

Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 10.9

Interested Party Transactions

The Alpentänzer shall not be a party to any transaction: (i) in which a majority of its Directors has a material financial interest, or (ii) with any corporation, firm, association, or other entity in which a majority of the Directors has a material financial interest. All transactions that the Alpentänzer is a party to must be fair, reasonable and in the best interest of the Alpentänzer.

Section 10.10

Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Alpentänzer.

ARTICLE 11 OFFICERS

Section 11.1 Elected and Appointed Officers

The Board shall have the power to designate additional Officers with such duties, powers, titles and privileges as the Board may fix. Officer responsibilities in addition to those listed in the Bylaws are defined in the Alpentänzer policies. Any Officer may be removed, with or without cause, (i) by a majority of the Board, at any regular or special meeting of the Board, or at the annual regular membership meeting of the Alpentänzer, or (ii) by an Officer on whom such power of removal may be conferred by a majority of the Board. Any Officer may resign at any time by giving written notice to the Alpentänzer. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 11.2 Elected Officers

The elected officer of the Alpentänzer (“Elected Officers”) shall be the Artistic Director. Any number of offices may be held by the same person. All elected officers have a term of one year and are elected during the annual regular membership meeting.

Section 11.2.1 Artistic Director

The Artistic Director is responsible for all exhibition related activities. The Artistic Director has authority to represent the Alpentänzer dancers and the Alpentanzkapelle in all exhibition activities. The Artistic Director provides direction and guidance to the Dance Leader and Band Leader. The Artistic Director is elected during the annual regular membership meeting with a term of one year.

Section 11.2.1.1 Qualifications

The Artistic Director must be a regular member of the Alpentänzer.

Section 11.2.1.2 Dance Practice and Exhibition Responsibilities

The Artistic Director will obtain facilities for dance and band practice and will schedule dates and times for same. After receiving a recommendation from the Dance Leader the Artistic Director makes the final determination whether an individual is capable of performing specific dances. After receiving a recommendation from the Band Leader the Artistic Director makes the final determination whether an individual is capable of performing with the Alpentanzkapelle.

Section 11.3

Appointed Officers

The appointed officers of the Alpentänzer (“Appointed Officers”) shall be the Performance Coordinator, Property Manager, Costume Manager, and Webmaster. The Board shall have the power to designate additional Appointed Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person. All appointed officers have a term of one year and are elected during the annual regular membership meeting.

Section 11.3.1

Performance Coordinator

The Performance Coordinator manages all hosted public events sponsored by the Alpentänzer. The Performance Coordinator, in conjunction with the Treasurer, is responsible for finances related to hosted public events which are reported separate and distinct from the regular funds of the Alpentänzer. The Performance Coordinator makes arrangements for the hall and food for hosted public events. The Performance Coordinator makes recommendations to the Artistic Director for dates, times and committee chairs for each hosted public event. The Performance Coordinator is appointed by the Artistic Director with a term of one year.

Section 11.3.1.1

Qualifications

The Performance Coordinator must be a regular member, or adjunct member, of the Alpentänzer.

Section 11.3.2

Property Manager

The Property Manager is responsible for the care and maintenance of the physical property owned by the Alpentänzer. The Property Manager maintains a list of said property and provides a copy of same to the Secretary. The Property Manager is responsible for creating a proposed annual budget for property related expenses and presenting same at the annual regular membership meeting. The Property Manager is appointed by the Board with a term of one year.

Section 11.3.2.1

Qualifications

The Property Manager must be a regular member, or adjunct member, of the Alpentänzer.

Section 11.3.3 Costume Manager

The Costume Manager is responsible for the care and maintenance of the Alpentänzer costumes. The Costume Manager assigns costumes to the Alpentänzer, maintains a list of who has received Alpentänzer costumes and provides a copy of same to the Secretary. The Costume Manager is responsible for creating a proposed annual budget for costume related expenses and presenting same at the annual regular membership meeting. The Costume Manager ensures that all members wear their costume in an appropriate manner to all exhibitions. The Costume Manager is appointed by the Board with a term of one year.

Section 11.3.3.1 Qualifications

The Costume Manager must be a regular member, or adjunct member, of the Alpentänzer.

Section 11.3.4 Webmaster

The Webmaster is responsible for the support and maintenance of the Alpentänzer web site and domain name. The Webmaster is responsible for creating a proposed annual budget for web site related expenses and presenting same at the annual regular membership meeting. The Webmaster is appointed by the Board with a term of one year.

Section 11.3.4.1 Qualifications

The Webmaster must be a regular member, or adjunct member, of the Alpentänzer.