

INTERNATIONAL DANCE CLUB, INC.

By-laws

As Amended March 25, 2011

ARTICLE I - NAME

Section 1 - The name of this organization as specified in the Articles of Incorporation shall be: INTERNATIONAL DANCE CLUB, Inc.

Section 2 - All property owned by or operated by the club under Its Articles of Incorporation shall be called by the name, INTERNATIONAL DANCE CLUB, INC., i.e., building, Exhibition dancers, bingo, etc.

Section 3 - The name INTERNATIONAL DANCE CLUB, INC. shall be used on all transactions for purchases, on all business stationary, and all other business transacted exclusively for the club.

ARTICLE II - PURPOSE

Section 1 - The Intentional Dance Club is organized as a non-profit social club for the enjoyment and entertainment of its members centered mainly in charitable work through donations and dance exhibitions and mutual interest in the polka and other related dances, and arranging for dances for its members.

ARTICLE III - BOARD of DIRECTORS

Section 1 - The International Dance Club shall be governed by a Board of Directors consisting of seven (7) dues-paying members, in good standing, of the club.

Section 2 - TERMS - The Board of Directors shall be elected for a term of three (3) years.

Section 3 - BOARD DIRECTORS SEATED - The newly elected Directors shall be seated immediately after the election held at the annual meeting each February in accordance with Article V, Section 1. The new Board of Directors shall meet to elect officers immediately following the annual meeting in accordance with Article III, Section 7 and will officially take office at the General Meeting in March.

Section 4 - RE-ELECTION - No member of the Board of Directors can run for re-election to the board of Directors until a period of one (1) year has elapsed since the expiration of their previous term of office. The (1) year period may be suspended by majority vote of the seated board members to allow members with key managerial skills to continue to serve without interruption for one additional year.

Section 5 - NOMINATIONS - Board Members shall be nominated by a nominating committee or from the floor, as per Roberts Rules of Order pertaining to nominations at the January membership meeting each year and voted upon at the annual meeting held February of each year. A majority of the total valid votes cast shall elect a candidate; voting may be done in person or by proxy. Members will be notified in

accordance with Article V, Section 2.

Section 6 - NO REMUNERATION - The Board of shall receive no Pay, salary or other remuneration for their services as Board members other than reimbursement for out-of-pocket expenses for legitimate, Board approved, purchases of supplies, equipment or services. They will not undertake to use their offices in the International Dance Club, Inc. for monetary gain. A member of the club and/or Board member may be hired for Jobs pertaining to construction, cleaning, or other duties not pertaining to an office of the organization, and should be hired without prejudice if his or hers is a most acceptable bid or in case of identical bids, the possibility of best service.

Section 7 - OFFICERS - The officers of the Club shall be elected by and from within the members of the Board at their first meeting following the annual election. The officers to be: president, vice-president, treasurer, secretary, none of which shall be the same person. To be eligible for election to the presidency the board member must have served on the Board for at least one year prior to allow sufficient time to become familiar with the club policies, history, culture and procedures.

Section 8 - NON-OFFICER BOARD MEMBERS -The Board members not serving as officers shall perform whatever duties and have whatever powers the Board of Directors may from time to time prescribe.

Section 9 - AUTHORITY - The Board of Directors shall have the authority to act as the representative of the general membership, and is empowered to transact all business, sign all legal papers, appoint or approve all committees, elect replacement officers if and when circumstances require that action, assign, revise or revoke members assignments as required, make all reasonable purchases and other necessary acts without waiver from the members, but accountable to the general membership. Reasonable purchase and contracts for work being defined as within the limits of prices and needs at the time and date these needs incur. A majority vote of the Board of Directors is required to transact business of the organization.

Section 10 - VACANCIES - Vacancies in the Board of Directors by reason of death, resignation, or other causes shall be filled by a majority vote of the remaining Directors, provided the Board, prior to the appointment of replacement Directors, is comprised of at least four (4) remaining directors. In the event that less than four Directors remain on the Board prior to appointment of replacement Directors, a vote of the membership shall be required to fill the vacancies, and for a period not to exceed 60 days, temporary Directors may be appointed by the remaining Director or Directors to carry on the day-to-day business of the organization and to bring the appointment of replacement Directors to the membership for a vote.

Section 11 - QUORUM - A quorum for any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board as then constituted.

Section 12 - MEETINGS OF THE BOARD OF DIRECTORS - Regular monthly meeting of the Board of Directors shall be held without notice at the principal office of the Corporation in Colorado Springs, Colorado. A member may request an audience with the Board of Directors, which must be granted. The Board can specify the time so as not to interfere with the business meeting.

Section 13 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS - Special meetings of the Board of Directors may be called at any time by the President, or in the president's absence or disability, by the Vice-president, or by any two (2) members of the Board. Notice of the time and place of holding meetings of the Board shall be given to each Director so as to allow him reasonable time to be present at the meeting.

Section 14 - DUTIES OF OFFICERS - (President) The President shall preside at all meetings of the members and the Board of Directors and discharge the duties of a presiding officer, shall present at each annual meeting of the members a report of the business of the corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe.

(Vice-President) The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President. The Vice President shall also perform whatever duties and have whatever powers the Board of Directors may from time to time prescribe.

(Secretary) The Secretary shall record all meetings of the Board of Directors and members and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He or she shall keep the corporate seal of the corporation and when directed by the Board of Directors, shall affix it to any instrument requiring it. He or she shall give cause to be given notice of all meetings of the Board of Directors or of the members as provided herein and shall perform whatever additional duties the Board of Directors may from time to time prescribe. The Secretary shall provide for all members, copies of the By-Laws and membership list plus additions to the list. An accurate updated membership list shall be provided for use in special and regular elections.

(Treasurer) The Treasurer shall have custody of the corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depository (ies) designated by the Board of Directors. He or she shall disburse the funds of the corporation and shall render to the Board of Directors an account of all transactions as Treasurer and of the financial condition of the corporation. A monthly or quarterly report shall be furnished to the membership by mail. There shall be an audit of the financial condition of the corporation each time a treasurer is elected or appointed; such audit shall occur not less than once a year.

Section 15 - RECALL - Any Board member may face recall by written petition by the general membership for any bonafide and just cause that is deemed to be detrimental to the welfare of the International Dance Club, Inc. This petition for removal of the offending Board Member must contain the signature of no less than two-thirds (2/3) votes of a quorum; and a quorum shall be deemed to be 45% of the membership who are in good standing with voting rights.

ARTICLE IV - MEMBERSHIP

Section 1 - MEMBERSHIP - Membership is open to anyone who expresses the desire to participate in the activities and abide by the rules of the Club. Upon

payment of the initiation fees and/or dues, acceptance of application for membership by the Membership Committee and the Board of Directors, such applicant shall become an equal member of the International Dance Club, Inc. receiving his or her certificate of membership, copy of by-laws, and membership list. The Board of Directors has authority to reject an applicant for membership if evidence is presented showing it would be in the best interest of the organization.

Section 2 - JUNIOR MEMBERSHIP - There is created a junior membership for persons under the age of eighteen (18) who express the desire to participate in the activities and abide by the rules of the club, and upon payment of initiation fees and/or dues, acceptance of application for membership by the Membership Committee and Board of Directors. The Board of Directors has the authority to reject an applicant for membership if evidence is presented showing it would be in the best interest of the organization.

Section 3 - ASSOCIATE MEMBERSHIP - There is created an Associate Membership in the International Dance Club, Inc. These Associate Memberships may be sold for a one-event visitation to any guest who may be present or wish to attend an event.

Section 4 - MEMBERSHIPS NOT TRANSFERABLE - Membership is not transferable. The certificate is not a chattel and carries only the value of paid membership in the club. For the membership to be valid the certificate must bear the signature of the President and Secretary.

Section 5 - MEMBERSHIP SUSPENDED OR CANCELED - Membership can be suspended or canceled for any bona fide and just cause that is deemed to be detrimental to the welfare of the International Dance Club, Inc. by 100% affirmation by the Board of Directors. If the membership in question is that of a member of the Board of Directors it can be suspended or cancelled by a majority vote of the other six Board members. The offending party shall be notified by Certified Mail, Return Receipt Requested, of the offense and shall be requested to meet with the Board of Directors to show just cause why the membership should not be suspended or cancelled. Such notice to meet with the Board of Directors and notice of membership suspension or cancellation shall be signed by the President and Secretary. If the membership in question is that of the President or Secretary, the notification will be signed by the Vice President in lieu of the officer in question.

Section 6 - MEMBERSHIP FEES - All types of membership fees and/or initiation fees shall be determined by a majority of the valid votes cast with notification to all members with voting rights in accordance with Article V, Section 2.

Section 7 - MEMBERSHIP YEAR - The membership year is March 1 through the last day of February. Memberships are due and payable on or before March 1st each year; memberships not renewed by March 1st can be reinstated without penalty if paid prior to April 30th, however, during this period these individuals will not be in good standing and forfeit their voting rights.

Section 8 - VOTING RIGHTS - All general members in good standing shall have equal voting rights; one vote per member on all proceedings and motions coming before the general membership. Junior memberships and Associate memberships contain no voting rights.

Section 9 - MEMBER PARTICIPATION - All members have a responsibility to contribute voluntarily some of their time, their skills and their ideas for the benefit of the organization. In this manner we will be able to attain our goals and fully enjoy our membership in the Club.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING - The annual meeting of the members of this corporation shall be held at the principal office of the corporation in Colorado Springs, Colorado on the fourth Friday of February at 8:00 p.m. of each year, if not a legal holiday, and if a legal holiday, then on the next Friday following that is not a legal holiday.

Section 2 - At least thirty (30) days before an annual or special called meeting, a written or printed notice of the time, place and purpose thereof, signed by the President and Secretary of the corporation shall be served upon each member by mail, postage prepaid, at his or her last known address. It is the responsibility of each member to advise the Secretary of change of address or marital status.

Section 3 - GENERAL MEETINGS - General membership meetings shall be held at the principal office of the organization on the fourth Friday of each month, EXCEPT, no meeting shall be scheduled for the month of December. If the fourth Friday falls on a holiday, an alternate date shall be designated by the Board of Directors and notice of such change shall appear in the preceding monthly newsletter.

Section 4 - SPECIAL GENERAL MEMBERSHIP MEETINGS - Special meetings of the members may be called by the President at any time upon resolution of the Board of Directors or upon request in writing of one-third (1/3) of the membership of the corporation; notice of such meeting shall be given in accordance with Article V, Section 2.

Section 5 - QUORUM - A quorum for any meeting of the membership shall consist of at least seven (7) members, provided, that in any case where the Articles herein require the vote of a large percentage of the membership, such requirement shall prevail.

Section 6 - VOTES - Each member shall be entitled to one (1) vote for his membership and the simple majority of those present at any general membership meeting is needed to pass any resolution or to pass any form of business which may come before said members, provided, that In any case where the Articles herein require the vote of a larger percentage of the membership, that percentage shall take precedence.

Section 7 - PROXIES - Members may appear and vote in person or may vote by proxy duly appointed in writing, and when appearing by proxy the written appointment of such a proxy shall be exhibited for inspection at the meeting and surrendered to the Secretary before such proxy shall be entitled to vote.

ARTICLE VI - PROPERTY

Section 1 - REAL PROPERTY - Real property owned solely or in part by the

International Dance Club, Inc. shall not be disposed of by any means unless approved by a two thirds (2/3) vote of a quorum; and a quorum shall be deemed to be forty-five (45%) of the membership.

Section 2 - PERSONAL PROPERTY - Personal property owned solely or in part by the International Dance Club, Inc. shall not be disposed of by any means for a period of 60 days after notice to members. Notice of such disposal shall appear in two (2) newsletters and then voted upon at a general membership meeting; **EXCEPTION**; the necessity of replacement of worn or faulty equipment which needs to be replaced with a like and/or equal item at present day value.

Section 3 - INVENTORY - A committee other than the Board of Directors shall take an inventory and account for all property owned in full or in part by the corporation in February of each year; this report to be presented at the annual meeting in the same month.

ARTICLE VII - AMENDMENTS

Section 1 - AMENDMENTS - The By-laws and the Articles of Incorporation of the International Dance Club, Inc. may be altered, amended, or revoked by two thirds (2/3) vote of a quorum; the membership to be notified in accordance with Article V, Section 2; and a quorum for the purposes of amendment of the Articles of Incorporation and Bylaws shall be deemed to be forty-five percent (45%) of the membership.

ARTICLE VIII - CORPORATION DISSOLUTION PROCEDURE

Section 1 - Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), 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 the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operating exclusively for such purposes, as follows:

(a) References to “charitable organizations” or charitable organization” means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States any state or territory, the District of Columbia or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private member or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statement), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article shall be entitled to exemption for Federal Income Tax under Section 501(c)(3)

of the Internal Revenue Code of 1986, as now in force or afterwards amended; and

(b) More specifically this organization shall upon dissolution convey to charitable or educational organizations of the following nature, in order of priority: (1) elderly service organizations within El Paso County; (2) educational organizations of the following nature: organizations providing scholarships to accredited Colorado institutions of higher education; or (3) medical research organizations within El Paso County.

Section 2 - DISSOLUTION COMMITTEE - Upon any resolution to dissolve, the membership shall elect a steering committee to advise the Board of Directors as to the dissolution process, and to serve as the "Dissolution Committee" to carry out the dissolution process.

ARTICLE IX - Parliamentary Procedure

Section 1 - The rules contained in "Robert's Rules of Order Revised" shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these by-laws.