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ByLaws

ARTICLE 1: *General*

Section 1. "Name"

The name of this organization shall be Harmony Dance Foundation, Inc. (Harmony Foundation)

Section 2. "Purpose"

The purpose of Harmony Foundation shall be:

- To provide performance opportunities for dancers to enhance their study and enjoyment of dance.
- To promote and popularize the art of dance and to culturally enrich the community with the art of dance by presenting programs of professional quality and thereby giving qualified dancers the opportunity to participate in such programs.
- To provide scholarships to deserving members when possible.

Section 3. "Organizational"

The Company is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 4. "Earnings"

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding and other provision of these articles, the organization shall not carry on any other activities not permitted to be carried in (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or by (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax code

Section 5. "Asset Distribution"

ARTICLE II: *Board of Directors*

Section 1. "Composition"

The Board of Directors shall be composed of not more than 10 members. Two positions shall always be reserved for the Artistic Directors and/or an appointed Associate Director (of which will be assigned by the Director/Partner of Harmony Dance Academy, LLC.

Section 2. "Term of Office"

Members of the Board shall serve for one-year with the exception of the 2 nominated Directors whose terms shall be continuous.

Section 3. "Selection of Board Members"

The President shall appoint a nominating committee to present a slate of candidates to fill expiring positions on the Board of Directors. The slate then is presented to the Executive Board for vote. The President will appoint replacements to fill vacant positions.

Section 4. "Attendance Requirement"

A board member who, without reasonable cause, fails to attend 50% or more of the meetings in any 12 month period, shall be considered as having resigned.

Section 5. "Duties of the Board of Directors"

The Board of Directors shall serve as an administrative board responsible for program implementation as directed by the Executive Board.

Section 6. "Limitations of the Board of Directors"

At no time shall the Board of Directors become involved in the category of artistic decisions (which includes but is not limited to: repertoire, casting, music, sets and costumes, frequency of training, company membership, technical training, dancers' rules and regulations and discipline).

ARTICLE III: *Officers and Executive Board*

Section 1. "Listing of Officers and Terms"

The Executive Board (Officers) shall consist of President, Vice President, Secretary and Treasurer. Officers shall be elected as part of the slate of candidates presented by the nominating committee. The officers are elected for a one year term.

Section 2. "Appointments"

Officers shall assume their official duties at the beginning of the dance calendar year (August) or until successor(s) are chosen. Officers who, without reasonable cause, fail to attend 75% or more of the executive board meetings and board of directors meetings, shall be considered for removal from office.

Section 3. "Removal"

Any officer may be removed from office by the vote of two thirds of the Executive Board.

Section 4. "Duties of Officers"

President

1. Plan and preside over:
 1. Board meetings, election of officers, annual meeting, orientation of new board members
2. Attend and contribute to:
 1. Executive board meetings, board committee meetings, performances and company functions and events; attends 25% of committee meetings
3. Responsible for Nominating committee and appointment of committee chairs
4. Update and organize board manual
5. Responsible for public speaking engagements
6. Serves on the finance committee

Vice President

1. Vice President shall perform all duties of the president in their absence
2. Plans and executes two board meetings per year
3. Assist the president

4. Serves on finance committee
5. Manages committee meeting calendar and is responsible for scheduling attendance of at least one of the President, Vice President, Artistic Directors and/or Associate Director at each committee meeting. Logs attendance and assures that the above-mentioned attends a minimum of 25% of the meetings
6. Attends and contributes to:
 1. Executive board meetings, board committee meetings, performances and company functions and events; attends 25% of committee meetings

Secretary

1. Attends meetings of the Board and Executive Board
2. Takes minutes at the Executive Board Meeting
3. Is responsible for all correspondence incidental to the general affairs of the organization such as, thank you notes, notes of condolences, company members, company members birthday, resignations, welcome to new members, mailings, etc. which includes typing and computer work
4. Keeps attendance records of company members
5. Prepares income log and distributes with monies for deposit to assistant secretary-treasurer; gives copies to president and treasurer
6. Assists the President
7. Maintains Board and Executive Board attendance records and advises President when a someone is lacking the necessary time commitment
8. Checks members mailboxes periodically (especially prior to vacations) and mails necessary handouts to members who have been absent
9. Formats, types copies and distributes newsletter and list of company members
10. Updates the committee list of volunteers
11. Obtains Company Calendar of Events from Artistic Directors, formats and distributes to members

Treasurer

1. Manages General Accounts and is accountable for all general account funds by keeping accurate records of all monies received and all monies spent.
2. Pays fees and bills on behalf of the company
3. Attends meetings of the Board and Executive Board
4. Maintains files for information pertinent to work involved and submits journals, ledgers, invoices, deposit slips, bank statements, files, etc. to the secretary for file; prepares monthly statement of revenue and expenses of all accounts
5. Submits financial reports at all Board and Executive Board Meetings
6. Prepares the proposed annual budget of the company in collaboration with the president, Artistic Directors and Secretary
7. Prepares an annual report at the close of each year
8. Maintain contact with the Secretary and Assistant Secretary-Treasurer
9. Assumes the responsibility for securing and completing bank signature cards
10. Serves on finance committee
11. Annual financial advisory audit preparation and execution

ARTICLE IV: *Executive Board*

Section 1. Composition

The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, Artistic Directors, and Associate Artistic Director (when named) and shall serve as the policy-making board. Persons may be asked to join the Executive Board in an advisory position without voting privilege as needs dictate. Other than the 2 nominated positions of Harmony Dance Academy, LLC, at no time may two individuals of the same family serve on the Executive Board or one serve on Executive Board and one serve on the regular Board of Directors.

Section 2. Term of Office, Appointments and Removals

The term of office shall be the same as the office elected for (Article III, Section 1, 2, 3).

Section 3. Duties and Responsibilities

The duties of the Executive Board shall be to serve as the policy-making board that shall plan, evaluate, hire and enforce policy and monitor programs of the Company. It shall delegate necessary duties to the committee chairs. Issues shall be decided by a simple majority; each member shall have one vote.

ARTICLE V: *Committees*

Section 1. Appointment Authority and Duties

The Executive Board shall appoint committees as deemed necessary. Board and non-board members may serve on committees or as a committee chairman

Section 2. Standing Committees

Such Standing Committees shall exist as are necessary to maintain the viability and continuation of the Company. The following committees shall be considered as standing committees: Finance, Public Relations, Scholarship, Local Performances, Annual Recital, Conventions & Competitions, Guest Classes, Remote Performances.

Section 3. Special Committees

Such special committees as may be necessary to carry out the purposes and projects of the Company shall be established by the Executive Board. Examples of special committees are not limited to the following: Advisory, Awards, Ways and Means and Special Events.

Section 4. Naming of Committees

The Executive Board may change the name of the committee as necessary so long as the continuation of duties remains the same.

ARTICLE VI: *Meetings*

Section 1. Annual Meeting

The annual meeting of the Board of Directors shall be held in June or July (prior to the Opening of the Season) of each year. Notice shall be given by the secretary to all members.

Section 2. Regular Board Meetings

In addition to the annual meeting, the Board of Directors shall hold regular meetings at least 2 times per year. The date and place shall be fixed by the Executive Board. Issues of committees and general business that need to be discussed must be presented for consideration to the Executive Board one week prior to the Executive Board meeting.

Section 3. Committee Meetings

Committee meetings may be called at any reasonable time upon the call of the committee chairperson and the notification of the President and the Artistic Directors.

ARTICLE VII: *Artistic Management /Staff*

Section 1. Composition

The Artistic Staff shall consist of the Director and those deemed necessary by the Director for proper development of the Company such as Artistic Assistant or Ballet Mistress or Master.

Section 2. Salaries

The salary of any Artistic Staff, Scholarship or Paid Company Member shall be reviewed annually as part of the budget process. Artistic Management shall be vested solely in the Artistic Staff.

Section 3. Vacancies

Vacancies in staff shall be filled at the discretion of the Artistic Director.

ARTICLE VIII: *Finances*

Section 1. Funds

All monies paid to the organization shall be placed into one of two accounts – general, and scholarship. Other accounts can be added at the vote of the Executive Board. Additional special purpose accounts may be established by the board of directors as needed.

Section 2. Calendar Year

The year of the organization shall end on the 31st day of July in each year.

Section 3. Budget

Prior to the end of each fiscal year, a budget of estimated revenue and expenses for the coming year shall be submitted by the Finance Committee to the Executive Board for approval.

Section 4. Obligations

No officer, committee member, board member or associate may incur any expense or obligation chargeable to the company, except as authorized by the Executive Board or Artistic Directors.

ARTICLE IX

Performing Membership Requirements

Section 1. Requirements

The Artistic Staff (led by the Director) will specify what is required as far as training, audition, rehearsals and dress code in order to be eligible to perform.

Section 2. Policies

The Company Rehearsals and Performance Policies will be updated annually by the Artistic Staff.

ARTICLE X: *Liability and Indemnification of Officers and Directors*

Section 1. Limitation of Liability of Directors

No director of the Company shall be personally liable for monetary damages for any action taken or any failure to act, including negligence, unless

a.) In violation of applicable Florida law.

b.) The breach or failure to act constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Paragraph 1 shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a director for payment of taxes pursuant to Federal, state, or local law.

This paragraph 1 shall apply to any action taken and any failure to act by any director.

ARTICLE XI: *Amendments*

Section 1. Revisions

These by-laws may be amended by a majority vote of the Executive Board. Changes shall be submitted to the Board of Directors in writing.