

BYLAWS

OF

Ballroom Dance Club of Fairbanks, Incorporated Revised Dec.2005

ARTICLE I

PURPOSE

Section 1. PURPOSE. The purpose of the Ballroom Dance Club of Fairbanks, Incorporated is to promote ballroom dance, to provide an opportunity for instruction, to provide an opportunity to dance, or any other legal purpose relating to dance that the Board of Directors deem fit.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of the Ballroom Dance Club of Fairbanks, Incorporated, hereinafter entitled the Corporation, shall be in the Fairbanks North Star Borough.

ARTICLE III

MEMBERS

Section 1. RIGHTS. Members will control the Corporation. All Members shall have the same rights, privileges, restrictions and conditions. Any person can be a Member of the Corporation. There is no limitation on the number of Members of the Corporation. Membership interests in the Corporation are not transferable.

Section 2. MEMBERSHIP DUES. Anyone wishing to become a Member of the Corporation shall pay annual dues to the Corporation in an amount set from time to time by resolution by the Board of Directors. Any change in dues established by the Board of Directors shall have effect only on dues paid after the action by the directors; dues paid or prepaid prior to the action shall not be affected.

Section 3. MEMBERSHIP LIST. The Corporation shall maintain a membership list consisting of the name, address and electronic mail address, if any, of each Member. The list shall also contain the date the membership of any Member in the Corporation

ceases. The membership list will be kept in the principal place of business of the Corporation.

Section 4. NONLIABILITY OF MEMBERS. Should the Corporation be a party to any form of litigation, no Member by virtue of just being a Member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

Section 5. TERMINATION OF MEMBERSHIP. A Member's membership interest in the Corporation shall terminate on the occurrence of any of the following events:

- a. Upon receipt by an Officer or Director of a Member's written resignation of membership in the Corporation,
- b. Upon death of a Member,
- c. Upon the failure of a Member to pay membership dues by the due date. Termination of membership for non-payment of dues occurs automatically without notice being given by the Corporation. Membership may be reinstated in full if delinquent dues are paid within thirty (30) days of the due date, or
- d. If, after being given an opportunity to be heard, the Board of Directors for the Corporation finds that a Member has engaged in conduct that:
 - 1) violates the purposes for which the Corporation was formed
 - 2) is deemed detrimental to the Corporation
 - 3) has breached the duty of good faith owed to the Corporation

to such a degree that the Member's membership interest in the Corporation should be terminated. In the event of a termination, the Member so terminated will receive a pro-rated refund of dues paid to the Corporation.

Section 6. ANNUAL MEETINGS OF MEMBERS. At least one meeting of the Members will be held each year in November, unless the Board of Directors selects an alternative date and notice is given to members before October 1 or at least 30 days notice of the alternative date. This annual meeting will be held at the principal office of the Corporation designated in Article 1 or such other place as chosen by the Board of Directors. The annual meeting of Members shall be held on a date and at a time designated by the Board of Directors beginning in the year 2002. The purpose of the annual meeting will be to transact any and all business of the Corporation including but not limited to the nomination of candidates for the Board of Directors.

Section 7. SPECIAL MEETINGS. Special meetings of the Members may be called for any purpose or purposes by:

- a. A majority of the Board of Directors, or

b. A written request of any three of the active Members of the Corporation.

All requests for a special meeting of Members must state the reason for which the special meeting of Members is being sought. Requests to have a special meeting of Members will be considered served on the Board of Directors of the Corporation if they are given to any member of the Board of Directors or any Officer of the Corporation by either personal delivery or certified mail or certified electronic mail.

Upon receipt of a valid request for a special meeting by a Member, the Board of Directors will schedule a special meeting at a date not less than fifteen (15) days or no more than thirty (30) days from the receipt of the request. The Board of Directors shall give notice of the special meetings to all members entitled to vote.

If the Board of Directors fails to give the notice of the special meeting, the person or persons making the request for the special meeting may set the date and time of the special meeting and give the notice themselves.

At a special meeting of Members, the business transacted therein shall be limited to that which is stated in the notice of the meeting unless all of the Corporation's Members are present in person or by proxy and all agree to additional business being conducted.

Section 8. NOTICES OF MEETINGS. Notices of all Member meetings shall be in writing and must be signed by the President, Vice President or Secretary of the Corporation. All notices of a Members meeting must contain a statement about the purpose for which the meeting is to be called and any special business that is to be conducted therein. The notice must also state the date, time and place of the meeting. The notice must be delivered, mailed, or sent by electronic mail to each Member at least fifteen (15) days before the meeting. If the notice is mailed, it must be sent to the last known address of the Member as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete.

The officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote.

If a meeting is adjourned after being properly called for less than thirty (30) days, no new notice need be given to the Members. If a meeting is adjourned for more than thirty (30) days, a new notice of the date, time and place or the resumption of the meeting must be given to the Members.

Section 9. QUORUM FOR MEETING. If Members representing fifteen percent (15%) of the corporate membership entitled to vote are present either in person or by proxy, a quorum shall exist for conducting the meeting. If, however, a quorum does not exist either in person or by proxy, a valid meeting cannot be held.

If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

Section 10. VOTING. The Board shall conduct an election for the Board of Directors by mail ballot containing:

- a. The names of all persons nominated as directors at the Annual Meeting, or,
- b. If there was no quorum at the Annual Meeting, containing the names of all persons nominated in writing by at least three members on or before the date of the Annual Meeting.

The mail ballot shall be sent to all members within ten (10) days of the Annual Meeting, and the Board shall count all ballots received within thirty (30) days of the Annual Meeting. The mail ballot shall also include the text of bylaw revisions proposed at the Annual Meeting for members to approve or reject.

At a duly called meeting with a present quorum, the vote of a majority of the Members of the Corporation present, either in person or by proxy, shall determine the passage of any corporate resolution or other business matter unless either state law, the Articles of Incorporation, or the Bylaws require a different percentage of vote, provided that elections and bylaw revisions shall be submitted to the membership for vote by mail ballot.

A simple majority of the returned ballots received will determine the results of the mail ballot, provided a quorum of Members' ballots was returned.

Section 11. RECORDS DATE. Only those persons who are shown to be Members in the records of the Corporation on the day of any meeting of Members or such other day as fixed by the Board of Directors shall be entitled to vote.

Section 12. PROXIES. At any Member meeting, a Member may be represented by a person or persons to vote for the Member. A proxy must be in writing and designate under what terms the person holding the proxy may vote. A proxy shall not be valid for more than ninety (90) days after the date of its execution unless the Member executing it specifies the time for which it will last, but in no event shall it remain in force for more than two years from the date of its execution. Once duly created, a proxy shall remain in effect until it expires, is revoked or another proxy is subsequently given to another person.

Section 13. CONSENT TO MEETING. The actions undertaken at a meeting of Members, that was not properly called and noticed shall nevertheless be valid if:

- a. A quorum was present either in person or proxy, and

- b. Each of the Members entitled to vote and who were not present in person or by proxy sign a written waiver of notice or consent to the holding of such meeting and the approval of the actions taken therein.

All such waivers and consents must be filed with corporate meeting therein. A Member's attendance of a meeting that was not properly called and noticed shall constitute a waiver of notice unless an objection is made on the record at the meeting.

Section 14. CONDUCT OF MEETING. The President, if present and if not then the Vice President, if present and if not then the Treasurer, if present and if not then the Corporation Representative, if present and if not then the Secretary, shall call a meeting of Members together and preside over the meeting as the Chair. If neither the President nor the Vice President nor the Treasurer nor the Corporation Representative nor the Secretary is present, the Members shall appoint a person to serve as the Chair. The Secretary of the Corporation, if present and not acting as Chair and if not a person chosen by the Members, shall serve as the secretary of the meeting of Members.

Meetings of the Members will be held using Roberts Rules of Order, Revised, as the parliamentary authority unless a rule in Roberts conflicts with the Articles of Incorporation or Bylaws of the Corporation, in which case the articles or bylaws will rule.

ARTICLE IV

DIRECTORS

Section 1. NUMBER OF DIRECTORS. The number of Directors which will compose its Board of Directors shall be not less than five (5) nor more than thirteen (13) as the Board of Directors may from time to time decide by resolution. All Directors shall be of legal age and at least one Director shall be an American citizen. All but one of the Directors shall be elected at the annual meeting of Members except where a vacancy is filled pursuant to Section 4 below. Each Director shall hold office until a successor is elected or appointed. The directors shall each year prior to the annual meeting of the Northern Lights Council of Dancers, Inc. elect one member to serve as Corporation Representative and as a director of the corporation. Each director shall have one vote on the Board.

Section 2. TERMS OF OFFICE. Directors, except for the Corporation Representative, shall be elected for two-year terms, with half of the directors elected each year. As a transition measure, the 2002 Directors shall determine by consensus, or lacking consensus, by lot, which Director's terms expire in 2002 and which Director's terms expire in 2003.

Section 3. STANDARD OF CARE. Each Director shall perform that Director's duties, including those of being a Member on any corporate board, in good faith. Each Director

shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the Corporation. In making all decisions, a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

Section 4. VACANCIES ON THE BOARD. Vacancies on the Board caused by the resignation or removal of a director may be filled by a vote of the majority of the remaining Directors even though they may constitute less than a majority of the full Board. Vacancies on the Board caused by increasing the number of Directors shall be filled by a member vote using a mail ballot procedure similar to the procedure used following the Annual Meeting.

A vacancy on the Board shall be deemed to exist upon the death, resignation, or removal of any Director, an increase in the number of Directors or a failure of the Members to fill all Board vacancies at any meeting of Members to elect Directors.

The Members may elect Directors at any time to fill vacancies on the Board that have not been filled by the Directors. Such election shall be held using a mail ballot procedure similar to the procedure used following the Annual Meeting.

Section 5. REMOVAL OF DIRECTORS. The Members may at any time remove the entire Board of Directors or any individual Director. Ten percent of the Members may submit a petition to the Board of Directors calling for a mail ballot to remove the entire Board of Directors or any individual Director. The Board shall prepare a mail ballot containing the name(s) of Director(s) who are proposed to be removed within 10 days of receiving a request, and shall count all ballots received within 30 days. The remaining board, or the Members, by mail ballot, may elect directors to fill such vacancies as may result.

Section 6. POWERS OF THE BOARD OF DIRECTORS. The Board of Directors is responsible for the management of the Corporation's business and legal affairs. Towards this end, the Board will exercise all of the corporate powers to do such lawful acts that are not prohibited by either state law or the Articles of Incorporation.

Section 7. ELIGIBILITY TO SERVE ON BOARD OF DIRECTORS. Any person receiving financial compensation from the Corporation shall be ineligible to serve on the Board of Directors of the Corporation.

MEETINGS OF THE BOARD OF DIRECTORS

Section 8. DIRECTORS MEETINGS. The Board of Directors shall set all meetings of the Board, both regular and special, pursuant to these Bylaws.

Section 9. MEETINGS. The Board of Directors shall hold an annual meeting within 30 days after the Annual Meeting of the Members, as provided in Article III, Section 10, and at the same place as the annual meeting of members and at the date and time of the

regularly scheduled monthly board meetings. The purpose of the meeting is to count the mail ballots and seat the new Board of Directors. All incoming and outgoing members of the Board of Directors are encouraged to attend the annual meeting of the Board of Directors.

Regularly scheduled monthly meetings of the Board of Directors shall be held at the corporate offices or such other place at a set date and time as adopted by resolution of the Board of Directors. No notice for a regularly scheduled meeting need be given to the membership. However, the membership shall be notified at least 14 days in advance of any change in normal place, day and/or time of the regularly scheduled monthly Board meetings.

Section 10. SPECIAL MEETINGS. The President or Secretary may call special meetings of the Board of Directors upon receipt of a written request to do so from a Director. Written notice of Special Meetings shall be given to each Director at least fifteen (15) days prior to the meeting. Such notice shall be given either personally, by mail, or by electronic mail to each director.

If the notice is mailed or sent by electronic mail, then it must be sent to the last known address of the Director as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete.

The actions taken at a special meeting of Directors which was not properly called and noticed will nonetheless be considered valid if:

- a. All of the Directors are present at the meeting and sign a written consent to the meeting and the actions taken therein, or
- b. A majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken therein. Such consent may be given either before or after the meeting has been held.

If a Director attends a special meeting that was not properly called and noticed without objecting upon arrival, that Director waives such notice and the actions taken therein shall be as valid as if the meeting was properly called.

Section 11. QUORUM. At any meeting of the Board of Directors no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute a majority of duly elected and appointed Directors. Unless state law specifies a higher percentage, every act or resolution of the Board, except motions to submit to the members' revisions to the Articles of Incorporation and these Bylaws, or election or removal of a Director, shall need only a majority vote of the quorum to pass. Motions to submit to the members' revisions to the Articles of Incorporation and these Bylaws, or election or removal of a Director, shall need a majority of the Board of Directors to pass.

Section 12. RESIGNATION. A Director may resign at any time effective upon giving written notice to the Board of Directors. Upon notice of the resignation the Board shall notify the members and either fill the vacancy by appointment or schedule a special meeting of Members for the election of a new Director.

Section 13. COMPENSATION OF DIRECTORS. The Directors may not be paid a salary or a fixed amount for serving on the Board or for attending meetings set by the Board. The Corporation may pay any expenses incurred by its Directors in attending any meeting of the Board. Expenses incurred by a Director and approved by the Board may be reimbursed as Corporation expenses. The receipt of any payment for services rendered to the Corporation while a Director shall not prevent the person from serving the Corporation in any other capacity and receiving compensation for such other work such as bookkeeping, DJ services, etc.

COMMITTEE OF DIRECTORS

Section 14. UTILIZATION OF COMMITTEES. The Board of Directors has the authority to create as it deems necessary committees of one or more Directors to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs. A committee so formed may be given the power to affix the corporate seal to documents that it may execute.

Section 15. COMMITTEE MINUTES. All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors.

Section 16. CONSULTANTS. The Board of Directors has the authority to appoint one or more persons to serve as consultants to the Board. Such consultants perform such special assignments as delegated to them by the President and furnish such consultations on such matters as requested by the Board.

ARTICLE V

NOTICES

Section 1. NOTICE TO DIRECTORS AND MEMBERS. All notices to Directors and Members must be in writing and given by personal delivery, by mail, or by electronic mail. If the notice is mailed or sent by electronic mail, then it must be sent to the last known address of the Director or Member as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete.

Section 2. WAIVER OF NOTICE. If a person who is entitled to vote at any meeting, be it a Members or Directors meeting, is not given such a valid notice of the meeting, no action undertaken at such meeting will be valid unless the person gives a valid waiver of

notice or unless the person failed to give the Corporation a current address to which to mail or electronic mail a notice. A waiver of notice is accomplished by:

- a. Being present at the meeting and either not objecting to the meeting or entering oral consent to the meeting on the record, or
- b. Executing a written waiver of notice for the meeting and the business to be transacted therein.

Once a waiver of notice has been validly executed, the transaction undertaken at the meeting, if a quorum was present, shall be as valid as if the meeting had been properly called and noticed.

ARTICLE VI

OFFICERS

Section 1. APPOINTMENT. The Board of Directors shall appoint the officers of the Corporation from within the Board and the Members of the Corporation. The initial Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and Corporation Representative. The Board may appoint assistants to the above officers, as it deems appropriate. Any person can hold two or more offices unless precluded by state law. The election of officers, with the exception of the Corporation Representative, shall normally occur, except for the filling of vacancies, at the annual meeting of Directors following the annual meeting of Members.

Section 2. OFFICERS' TERM OF OFFICE. The term of office for the officers of the Corporation shall be for one year, or until a successor has been appointed to fill the officer's position. The Board may remove any officer from office at any time by a majority vote. The Board of Directors shall fill any vacancy in any office of the Corporation.

Any officer may resign at any time by giving written notice to the Board of Directors. A resignation shall take effect on the date specified in the notice unless the Board of Directors votes to have a sooner date and removes the resigning officer prior to the effective date of the resignation.

Section 3. PRESIDENT. The President shall be the principal executive officer of the corporation and, subject to the direction and control of the Board of Directors, shall control the business and affairs of the corporation. The President shall preside at all meetings of the Members and the Board of Directors. The President may sign, with the Secretary, Member certificates, deeds, mortgages, bonds, contracts and other instruments, which the Board of Directors has authorized to be executed. The

President shall in general perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

Section 4. VICE PRESIDENT. In the absence of the President or in the event of the President's death or inability to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Vice-President may sign, with the Secretary, Member Certificates, and perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors. The office of Vice-President may be filled or left vacant, in the discretion of the Board of Directors. By written resolution, the Board of Directors may establish more than one Vice-Presidency in the corporation, but shall designate one Vice-President as the person to act in the absence of the President, as described in this Section.

Section 5. SECRETARY. The Secretary shall:

- a. Keep the minutes of the meetings of the Members and the Board of Directors, in one or more books provided for that purpose,
- b. See that all notices are timely given in accordance with the provisions of these Bylaws or as required by statute,
- c. Be custodian of the corporate records and of the seal of the corporation and see that the seal is affixed, when authorized, to all appropriate documents,
- d. Keep a register of the post office and electronic mail address of all members, and
- e. Sign with the President or Vice-President Member Certificates, contracts or other instruments, when properly authorized.

The Board of Directors may combine the office of Secretary and Treasurer. The Board of Directors may create Assistant Secretaries.

Section 6. TREASURER. The Treasurer shall:

- a. Keep the books, ledgers, checkbooks and other financial records of the corporation,
- b. Prepare or supervise the preparation of tax returns and annual reports,
- c. Pay taxes and fees when due,
- d. Prepare or supervise the preparation of any annual audit, and

- e. In general, perform all other duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

Section 7. CORPORATION REPRESENTATIVE. The Corporation Representative shall represent the Corporation in the Northern Lights Council of Dancers, Inc. or any successor organization responsible for the Pioneer Park Dance Center.

ARTICLE VII

CORPORATION BOOKS AND RECORDS

Section 1. BOOKS AND RECORDS. The corporation shall maintain:

- a. Correct and complete books, records, and minutes of Member, Board of Directors, and committee proceedings;
- b. A record of members, containing the names and addresses of all members; and
- c. Accounts of corporate business and properties.

Such books, records, and accounts may be in written form or in any other form capable of being converted into written form within a reasonable time. All such books, records, and accounts shall be kept at the corporation's principal place of business or registered office as fixed by the Board of Directors, except as otherwise provided by law.

Section 2. INSPECTION. All books and accounts of the corporation shall be open to inspection and copying by a member, or a member's agent or attorney, at the registered office or principal place of business of the corporation, in the manner and to the extent required by law. The Corporation shall produce the books and accounts in a timely fashion after receiving a request, generally within two weeks.

Section 3. INSPECTION OF ARTICLES OF INCORPORATION AND BYLAWS. The original or a copy of the Articles of Incorporation and the Bylaws, and any amendments thereto, certified by the Secretary, shall be open to inspection by the Members and Directors of the corporation, in the manner and to the extent provided by law.

ARTICLE VIII

AMENDMENTS

Section 1. PROCEDURE. Unless otherwise stated in these Bylaws, amendments to these Bylaws may be made by the procedure established in this section. The Board of

Directors shall propose an amendment to the Members by provisionally adopting that amendment at a meeting of the Board of Directors. The proposed amendment shall be recommended to the Members by a simple majority vote of the Board of Directors.

Ten percent of the members may propose adoption of an amendment to these bylaws.

After the proposed amendment has been recommended by the Board of Directors, or by ten percent of the members, Members may consider the amendment at a regular or special meeting. The amendment shall be sent to all members by mail ballot, and all ballots received within 30 days of mailing shall be counted. The proposed amendment shall become effective after that proposed amendment has received a two-thirds majority vote of the votes cast by mail ballot. Proposed amendments shall be tendered to the President seven (7) days prior to the annual or special meeting at which approval is sought.

Section 2. IMPLEMENTATION. Upon amendment of these Bylaws, the Secretary shall attach the text of any amendment to the Bylaws at the end of the amended Section after being embossed with the corporate seal.

ARTICLE IX

MISCELLANEOUS

Section 1. SEAL. The Board of Directors shall provide for a corporate seal of the Corporation, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

Section 2. FISCAL YEAR. The fiscal year of the corporation shall end on December 31.

Section 3. DISSOLUTION. The Corporation may be dissolved only by majority action of the Members at a duly called regular or special meeting. Upon such action, the Board of Directors shall, after settling all liabilities of the Corporation, transmit all remaining assets of the Corporation to the Northern Lights Council of Dancers, Inc. or a successor organization.

Section 4. ELECTION PROCEDURES. Election procedures using mail ballots shall be set by the Board of Directors, and may include electronic ballot procedures approved by the Board of Directors by resolution.

APPROVED by the Membership of the Ballroom Dance Club of Fairbanks, Inc., on this ___ day of _____, 2005.

Attest: _____, Secretary