

BYLAWS
OF
WaltzPlay, Inc.

Incorporated under the Georgia Nonprofit Corporation Code
Adopted March 25, 2007

(proposed amendments 8-5-07)

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Article One
Name, Location and Offices

1.1 Name. The name of this corporation shall be WaltzPlay, Inc.

1.2 Registered Office & Agent. The corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located within Metro Atlanta, State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

Article Two
Purposes and Governing Instruments

2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable and Educational Purposes. The corporation WaltzPlay, Inc. is a voluntary association of individuals who are board members of WaltzPlay, Inc. The purposes of which, as set forth in the articles of incorporation, are exclusively charitable, within the meaning of section 501(c)(3) of the Internal Revenue Code. The purposes of the corporation is to operate as an educational center for the promotion, preservation and study of traditional and historic dance, music and song. The activities of WaltzPlay, Inc. shall include, but are not limited to:

- a) Promoting the knowledge of and encouraging the practice of the traditional and historic music and dances of all waltz forms across the world.

- b) Encouraging the development and practice of historical and contemporary music and dances which flow from these traditions,
- c) Conducting classes, parties, workshops, and music and dance events.
- d) Training teachers, musicians, and leaders in these traditions.
- e) Publicizing WaltzPlay, Inc. objectives and activities.
- f) Assembling and maintaining a library of materials related to traditional, historical, and folk dance, music, and song
- g) Encouraging research into this heritage
- h) Working with other non-profit corporations and charitable organizations whose objectives are compatible with those of WaltzPlay, Inc.
- i) Seeking and administering gifts and grants to support WaltzPlay, Inc. activities and objectives.

Governing Instruments

The corporation shall be governed by its articles of incorporation and its bylaws, subject to the Georgia Nonprofit Corporations Code and the limitations of Section 501(c)(3) of the Internal Revenue Code.

Article Three Board of Directors

3.1 Authority and Responsibility. The governing body of WaltzPlay, Inc. shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objective and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances; however, shall the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, directors, officer, or other private person or individual.

3.2 Initial and Regular Boards of Directors. The initial directors of the corporation shall be four persons. At the first meeting of the initial Board of Directors, the directors shall elect a regular Board of Directors, to consist of the president, the vice president, the treasurer, and the secretary of the corporation, together with such other directors as may be elected by the affirmative vote of majority of the members of the organization.

3.3 Manner of Election and Term of Office. The directors shall be elected at the annual meeting of the Board of Directors by a majority vote of the members of the organization and each director shall continue in office for a term of two (2) years or until his/her successor shall have been elected and shall have qualified or until her or her earlier death, resignation, or removal. There shall be a minimum of three (3) directors, and the Board of Directors is authorized to fix by resolution the exact number of directors from

time to time. At all times the total number of directors shall always be an odd number. At no time shall more than two-thirds of the director's term expire within year. No member of the Board of Directors shall be eligible for two consecutive terms, but may be re-elected after a lapse of one year.

3.4 Removal. Any director may be removed either for or without cause at any special, regular, or annual meeting of the Board of Directors, by the affirmative vote of the majority of the directors then in office. A removed director's successor may be elected at the same meeting to serve the unexpired term.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the expiration of their term.

3.6 Committees of the Board of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more executive committees, each consisting of two (2) or more directors. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Director may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority to set forth in the resolution establishing said committee. See Article Nine ("Committees of Directors").

3.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director.

Article Four Membership

4.1 Membership.

- (a) All persons interested in dance and music are eligible to become members of WaltzPlay, Inc. upon payment of dues.
- (b) Members in good standing are entitled to attend annual, regular and special meetings; to vote on all questions coming before the membership; to hold office and serve on committees.
- (c) Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.
- (d) Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.
- (e) The Board of Directors may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

- (f) The Board of Directors reserves the right to reprimand unacceptable behavior at WaltzPlay, Inc. events and to suspend or revoke membership from individuals whose conduct is incompatible with the organization's goals, pursuant to Section 14-3-621 of the Official Code of Georgia Annotated.

Article Five

Meetings of the Board of Directors

5.1 **Annual Meeting; Notice.** The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by email or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.

5.2 **Regular Meetings; Notice.** Regular meetings of the Board of Directors shall be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by email or by telegram not less than seven (7) nor more than thirty (30) days before such regular meeting.

5.3 **Special Meetings; Notice.** Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally, or by telephone, or by mail, or by email, or by telegram at least twenty-four (24) hours before such meeting.

5.4 **Waiver.** Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

5.5 **Quorum.** At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case; however, shall less than two (2) directors constitute and quorum.

5.6 **Vote Required for Action.** Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.5 of these bylaws. A director or member may send her/his vote by proxy on a specific issue before the Board of Directors. Such proxy availability shall not be counted when determining a quorum.

5.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as an unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.8 Telephone and Similar Meetings. Directors may participate in and hold meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.10 Spirit of Cooperation. Board of Director meetings shall be conducted in a spirit of cooperation. Should questions or disputes as to procedure arise, they shall be settled by reference to the most recent available edition of Robert's Rules of Order.

Article Six Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Five. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

6.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

Article Seven Board of Advisors

7.1 Appointment. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of representatives of the professional social service and or business communities and the educational community. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

7.2 Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the corporation, and to suggest or be available for consultation with regard to projects or activities which the corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

Article Eight Officers

8.1 Number and Qualifications. The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of the president and the secretary.

8.2 Election and Term of Office. The officers of the corporation shall be chosen from the elected Board of Directors by the Board of Directors annually within three (3) weeks after the annual meeting.

8.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

8.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

8.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

8.6 President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. He/she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, and statements and

reports required to be filed with the state or federal officials or agencies; and he/she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he/she shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his/her supervision and control during such interim. He/she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

8.7 Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. He/she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

8.8 Secretary.

- (a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.
- (b) He/she shall give, or cause to be given, notice of all meetings of the Board of Directors.
- (c) He/she shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his/her signature or by the signature of the treasurer or an assistant secretary.
- (d) He/she shall be under the supervision of the president. He/she shall perform such other duties and have such other authority and powers and the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

8.9 Assistant Secretary. The assistant secretaries in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

8.10 Treasurer.

- (a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name

and to the credit of the corporation into depositories designated by the Board of Directors.

- (b) He/she shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.
- (c) If required by the Board of Directors, he shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his/her office and for the restoration to the corporation, in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.
- (d) He/she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

8.11 Assistant Treasurer. The assistant treasurers in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

Article Nine

Committees of Directors

9.1 Executive Committees. By resolution adopted by a majority of the directors in the office, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of two (2) or more directors, including the president and vice-president of the corporation, which executive committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of such executive committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law.

9.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the majority of directors present at a meeting at which a quorum is present. Any member of any committee may be removed by the person(s) authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

9.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

9.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.5 Chairman. One member of each committee shall be appointed chairman thereof.

9.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

9.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article Ten

Contracts, Checks, Deposits, and Funds

10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confirmed to specific instances.

10.2 Checks, Drafts, Notes, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in

such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the corporation.

10.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

10.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article Eleven Indemnification and Insurance

11.1 Indemnification. In the event that any person who as or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

11.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of the incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

11.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer,

employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Article Twelve Miscellaneous

12.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

12.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate. The fiscal year shall be January 1st to December 31st.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table of Contents; Reading. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

Article Thirteen Amendments

13.1 Power to Amend Bylaws. The Board of Directors, or any executive committee of the Board of Directors, shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

13.2 Member Rights. Any member in good standing may propose changes and/or amendments to the ByLaws at called Board of Director meetings.

13.23 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a two-thirds majority of the directors present at a meeting at which a quorum is present as provided in Section 5.6 of these bylaws. Action by any executive committee of the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the members of such committee present at a meeting at which a quorum is present.

Article Fourteen Periodic Meetings

14.1 Periodic Meetings. The Board of Directors, Board of Advisors, officers, members of the corporation and interested members of the community shall meet from time to time at times and places to be determined by the president of the Board of Directors. Notice of each such meeting, time and place shall be given to the directors, advisors, officers, and members of the corporation and to those individuals who have caused their names to be placed on the corporation mailing list. The mailing list shall be kept by the secretary. The date of the meeting may be changed by the president or any two (2) members of the Board of Directors, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

Article Fifteen Tax-Exempt Status

15.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure status as a “publicly supported” organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code. The organization subscribes to the general purposes of The Country Dance and Song Society, Inc.

Conflict of Interest Policy

Any director, officer, or key employee of WaltzPlay, Inc. who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the board members entitled to vote, whether the disclosure shows that a conflict of interest is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.