



## **BailaCura**

"Using the power and passion of dance to raise funds and support for cancer research and patient care."

### **BYLAWS**

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**BAILACURA**

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### **OUTLINE. BYLAWS OF BAILACURA**

Article I. Name of Organization

Article II. Corporate Purpose

Article III. Board of Directors

Article IV. Officers

Article V. Corporate Staff

Article VI. Membership

Article VII. Volunteers

Article VIII. Corporate and Nonprofit Structure

Article IX. Meetings of the Organization

Article X. Conflict of Interest and Compensation

Article XI. Indemnification

ARTICLE XII. Books and Records

ARTICLE XIII. Amendments

ARTICLE XIV. Adoption of Bylaws



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## ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is BailaCura.

## ARTICLE II. CORPORATE PURPOSE

### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

BailaCura uses the power and passion of dance to raise funds, support and awareness for cancer research and patient care. The specific objectives and purpose of this organization shall be:

- a. to host dance festivals for the purpose of connecting people through dance to our mission;
- b. to host charity gala events for the purpose of fundraising.

## ARTICLE III. BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of the Organization shall be managed by its Board of Directors. The Board of Directors are members of the Organization but shall have control of and be responsible for the management of the affairs and property of the Organization.

### Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: President, Vice-President, Artistic Director, Secretary, and Treasurer. Official duties of Officers are specifically enumerated in Article IV. All board members not elected as an Officer will have the title: Board Member. All Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All new members of the Board of Directors must be approved by a majority vote of the present and voting Board of Directors. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors will vote for consecutive three-year terms as outlined in Article III, Section 8. Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year. No financial requirement is required of the Board of Directors to serve.

### Section 3. Regular and Annual Meetings

The Board of Directors will meet monthly, either in person or online as necessary. The Secretary will record the Minutes and retain all Minutes. The October meeting will be the annual meeting of the Board of Directors. Time and place of all meetings will be designated by the President. The President, with a simple majority vote by the Board of Directors, may provide by resolution the time and place, for the





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holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

## Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons that call the special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone and electronic mail.

## Section 5. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Article III, Section 2-8 shall automatically forfeit his or her seat on the Board. The Secretary shall notify the entire Board of Directors in writing of any seat that has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements in Article V, Section 2 are not entitled to vote at the annual meeting, are not entitled to benefits in Article V, Section 6, and are not entitled to the procedure outlined in Article V, Section 9.

## Section 6. Compensation and Benefits

The Board of Directors shall not receive any monetary compensation for their services as Directors; however, all directors will receive free and full access to all BailaCura festivals and galas for the Board of Director during their tenure. Directors will receive lifetime access to the festival after fulfilling 5 years of service on the Board of Directors and remaining in good standing throughout the duration. Lifetime free and full access will only be denied upon removal without good standing, as defined by Article III, Section 9, or if Board Member withdraws without just cause.

## Section 7. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation. Upon being voted onto and accepting a position on the Board of Directors constitutes agreement with the confidentiality agreement outlined in Article III, Section 7.

## Section 8. Initial Terms

As defined in Article III, Section 2, newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, the Board of Directors will vote for a consecutive three-year term. During the initial one-year term, if the Board Member fails to meet the requirements of a Board Member or fails to remain in good standing in the Organization, the Board Member may be removed immediately, and without process.

## Section 9. Removal





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Any member of the Board of Directors or members may be removed with or without cause, at any time, by 2/3 vote of the members of the Board of Directors, if in their judgment the best interest of the Organization would be served thereby, or the Board Member fails to remain in good standing with the Organization. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

## Section 10. Good Standing

Good standing is defined as having complied with all obligations, on a timely basis, remains competent, in compliance with all rules and requirements, is not facing any disciplinary, civil, or criminal action, has not withdrawn without cause, has not broken confidentiality as defined by Article III, Section 7, and remains in a general manner that satisfactorily represents the Organization.

## ARTICLE IV. OFFICERS

The Officers of the Board of Directors shall be the President, Vice-President, Artistic Director, Secretary, and Treasurer. All officers must be active members of the Board of Directors.

### Section 1. President

The President shall:

- a. Preside all meetings.
- b. Have general and active management of the business of the Board of Directors.
- c. Have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. Submit a report of the operations of BailaCura for the fiscal year to the annual meetings of the organization and the annual meeting of the Board of Directors, and from time to time, shall report to the Board all matters that may affect this program.
- e. Have power and duties usually vested in the office of the President.

### Section 2. Vice-President

The Vice-President shall:

- a. Be vested with all the powers and shall perform all the duties of the President during their absence.
- b. Be responsible for organizing and directing the fundraising goals for both the events and annually for the Organization.
- c. Have powers and duties usually vested in the office of the Vice-President.

### Section 3. Artistic Director

The Artistic Director shall:

- a. Be responsible of organizing and directing all events, with the President and members with roles of responsibility.
- b. Be responsible for contracting artists for all events.
- c. Be responsible for all artistic endeavors for all events.

### Section 4. Secretary

The Secretary shall:

- a. Attend all meetings and will act as a clerk thereof.

