



## **BailaCura**

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

### **BYLAWS**

Prepared by:  
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President, BailaCura



# BailaCura

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## OUTLINE. BYLAWS OF BAILACURA

Article I. Name of Organization

Article II. Corporate Purpose

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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 compiled 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.



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- b. Record all votes and minutes of all proceedings in a book to be kept for that purpose.
- c. In concert with the President shall make the arrangements for all meetings of the organization.
- d. Send notices of all meetings to the Board of Directors, and if necessary, members, and shall take reservations for the meetings.
- e. Perform all official correspondence from the Board of Directors.

## Section 5. Treasurer

The Treasurer shall:

- a. Present a complete and accurate report of the finances raised by the Organization at the annual meeting.
- b. Have the right of inspection of the funds, including budgets and subsequent audit reports.
- c. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. Be responsible for all federal, state, and local requirements.

## Section 6. Election of Officers

The Board of Directors shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices. The election shall be held at the annual meeting of the Board of Directors. Those Officers elected shall serve a term of three (3) years. There are no term limits for Officer positions.

## Section 7. Removal of Officer

Officers may be removed from their position with cause and elect a successor for the unexpired term with unanimous vote from the Board of Directors. No Officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the officer in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

## Section 8. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of Officers. Nominations shall be sent in writing to Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

# ARTICLE V. CORPORATE STAFF

## Section 1: Hiring of Paid Staff

Contractors and artists are not considered paid staff. Paid corporate staff may be hired in the future if the Board of Directors so directs the need for staffing. Three-quarters (3/4) approval vote by the Board of Directors may hire paid staff, such as an Executive Director, and shall serve until removed by the Board of Directors by the same voting margins. Such removal may be with or without cause. If paid staff are hired, Article VIII will be revamped to outline the roles and responsibilities of the staff.



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## ARTICLE VI. MEMBERSHIP

### Section 1. Eligibility for Membership

Application for membership shall be open to any person that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues, if required, and upon a simple majority vote of the board, or approval by the President.

### Section 2. Annual Dues

There is no amount required for annual dues. Continued membership is contingent upon active membership in the organization, as exclusively defined by the Board of Directors.

### Section 3. Rights of Members

Membership includes full access to all BailaCura festivals and galas for the member. Other benefits can be provided as necessary, with approval by 2/3 vote by the Board of Directors. Membership does not include voting rights, and all decisions are exclusive to the Board of Directors. All members will work directly with the Board of Directors to accomplish their purpose.

Members are non-paid and provide advice and support to the Board of Directors on the matters pertaining to the mission of the organization. Member’s opinions and involvement will be heavily weighed upon during all decision-making processes of the Board of Directors. Members may attend meetings of the Board of Directors at the invitation of a member of the Board of Directors.

### Section 4. Purpose of Members

The purpose of members is to support the mission and vision of BailaCura, and the purpose statement in Article VI, Section 2. Members shall possess the desire to serve the community and support the work of the organization by providing expertise and professional knowledge. Members will be assigned roles and responsibilities by the Board of Directors. Membership is crucial to allow the Board of Directors the ability to lead the organization and membership is directly contingent on successful execution of all assigned roles and responsibilities.

### Section 5. Work Requirements

Members shall support the mission of the organization by working during events organized and/or supported by BailaCura. Positions and work hours during events will be outlined and approved by the Board of Directors, with notice given a minimum of three (3) weeks before the event to the members. If a member is unable to fulfill the position and/or work hours at the event, notice must be provided to the Board of Directors a minimum of three (3) days of receipt of the notice. If a member is unable to attend an event, notice shall be given to the Board of Directors as early as reasonably possible. The Board of Directors are flexible and will work with the circumstances of the members but will not tolerate abuse of the good nature of the Board of Directors.

### Section 6. Confidentiality

Members 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. Members shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the



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foregoing, Members may discuss upcoming fundraisers and the purposes and functions of the Corporation.

Upon being voted onto and accepting a position as member of BailaCura constitutes agreement with the confidentiality agreement outlined in Article VI, Section 6.

## Section 7. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of any unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors, if they do not fulfill any of the requirements as outlined in Article VI, Sections 3-6. Any member may also be removed by the President with cause, for not remaining in good standing; unanimous vote by the Board of Directors may override removal by the President.

## Section 8. Good Standing

Good standing is defined as having compiled 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 VI, Section 6, and remains in a general manner that satisfactorily represents the Organization.

## Section 9. Voting Membership

The board retains the authority to establish and define voting categories of membership, if it so desires in the future.

# ARTICLE VII. VOLUNTEERS

## Section 1. Eligibility for Volunteers

Application to be a volunteer shall be open to any person that supports the purpose statement in Article II, Section 2. Volunteers must complete a volunteer application and submit annual dues, if required. Volunteers are accepted upon approval by a Board Member, Officer, or preferably, the Registration Director.

## Section 2. Rights of Volunteers

A volunteer does not automatically grant full access to all BailaCura festivals and galas. Volunteers are non-paid. Volunteers may attend meetings of the Board of Directors at the invitation of a member of the Board of Directors. Volunteers may not have voting rights.

## Section 3. Purpose of Volunteers

Volunteers are critical to the successful execution of the mission and events of the Organization. Volunteers are non-paid and will be approved to fulfill a specific role or responsibility at the designation of a Board Member, Officer, or preferably, the Registration Director. Volunteers shall support the mission of the organization by working during events organized and/or supported by BailaCura. If a volunteer is unable to attend an event, notice shall be given to the Board of Directors as early as reasonably possible. The Board of Directors are flexible and will work with the circumstances of the members but will not tolerate abuse of the good nature of the Board of Directors.





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## Section 4. Compensation and Benefits

Volunteers shall not receive any monetary compensation for their services; however, free and full access to a BailaCura festival and/or gala may be granted in exchange for the fulfillment of the specific role or responsibility of the Volunteer. Free and full access may be revoked at any point, with or without cause, for not fulfilling the volunteer’s specific role or responsibility, or not remaining in good standing with the organization.

## Section 5. Confidentiality

Volunteers 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. Volunteers shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Volunteers may discuss upcoming fundraisers and the purposes and functions of the Corporation.

Upon being voted onto and accepting a position as volunteer of BailaCura constitutes agreement with the confidentiality agreement outlined in Article VII, Section 5.

## Section 6. 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 VII, Section 5, and remains in a general manner that satisfactorily represents the Organization.

## ARTICLE VIII. CORPORATE AND NONPROFIT STRUCTURE

### Section 1. General Structure

The structure of Bailacura is divided between the Nonprofit Organization and the Nonprofit Corporation. The Organization consists of the Board of Directors, led by the Officers. The Corporation consists of two entities: Administrative Committee and Operations Committee. The Administrative Committee maintains focus on year-round operations, led by the Nonprofit Director. The Administration focuses on marketing, personal relations, finance, fundraising, sponsorships, outreach, and others, organized and directed by the Nonprofit Director. The Operations Committee maintains focus on planning for the annual festival and gala, led by the Logistics and Artistic Directors. The Operations Committee contains both a logistic team and an artistic team, led by their respective Directors, and also directs any other teams, such as the production team, stage design, artists, master of ceremonies, and others, designated by the Artistic and Logistic Directors. The Board of Directors advises both Committees to ensure collaboration and communication.

### Section 2. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. Majority decision of the Board of Directors will appoint committee chairs. If committees are created in the future, their purpose, leadership, and responsibilities will be outlined in subsequent Sections.



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## ARTICLE IX. MEETINGS OF THE ORGANIZATION

### Section 1. Regular Meetings

Regular meetings of the members are important to the function of the organization. Regular meetings will be designated at a time and place by the Secretary.

### Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall receive reports on the activities of the association and discuss the direction of the organization for the coming year.

### Section 3. Notice of Meetings

Notice of each meeting shall be given to each member (if invited) and board member, not less than two weeks prior to the meeting, if possible.

## ARTICLE X. CONFLICT OF INTEREST AND COMPENSATION

### Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2: Definitions

**Interested Person** – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

### Section 3. Procedures

**Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material



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facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy:

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Section 5. Compensation



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A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Section 6. Recognition of Conflict of Interest Policy

Upon appointment to the director, officer, and member:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

## Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

# ARTICLE XI. INDEMNIFICATION

## Section 1. General

To the full extent authorized under the laws of North Carolina, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## Section 2. Expenses



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Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

## Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## ARTICLE XII. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## ARTICLE XIII. AMENDMENTS

### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors. Specific written notice of the proposed amendment of the Articles or changes to be effected must be given to each director at least three (3) days in advance of the meeting. Amendments require unanimous vote by the Board of Directors.

### Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each directorate least (3) days in advance of the meeting.




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### ARTICLE XIV. ADOPTION OF BYLAWS

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 16<sup>th</sup> day of January 2021.

  
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Matthew Bergens - President

The Board of Directors unanimously approved verbally during virtual meeting on the 14<sup>th</sup> of January 2021.