Revised, amended and effective
The 2nd day of October, 2005
As amended the 6TH day of April, 2008
As amended the 11th day of April, 2020
As amended June 1, 2023
As amended the 14th day of December, 2024
As amended the 9th day of August, 2025

BY LAWS
Of
INTERCLUB SQUARE AND ROUND DANCE COUNCIL
Of
RENO, NEVADA, INC.

dba NORTHERN NEVADA SQUARE DANCE ASSOCIATION

ARTICLE I - PURPOSE

SEC. 1. To promote square and round dancing and other related dance activities in a geographical area within a 100-mile radius of Reno.

SEC. 2. To promote and support the Silver State Square and Round Dance Festival in Reno, Nevada.

SEC. 3. The Interclub Square and round Dance Council of Reno, NV, Inc. agrees to adhere to the By-Laws and Standing Rules of the United Square Dancers of Aerica and further agrees to subscribe to the United Square Dancers of America Code of Conduct and Code of Ethics.

ARTICLE II - MEMBERSHIP

SEC. 1. This association shall have only one (1) type of membership, that membership as defined herein.

SEC. 2. Membership shall be approved by a majority vote of the Board of Directors after application by the prospective member.

SEC. 3. All applications for membership must be presented to the Board of Directors by a representative from the prospective member.

SEC. 4. Application for membership in the corporation must be submitted in writing.

SEC. 5. A club/group applying for membership must supply the president of the corporation, at a regular meeting of the ICC Board of Directors, with a written set of its club/group bylaws and a list of its members that includes the address, telephone number and email address of each member. The names of the club/group officers and proposed ICC directors and alternate directors shall be specified.

SEC. 6. Acceptance as an ICC member shall be voted on at the next regular meeting of the ICC Board of Directors.

SEC. 7. In order to qualify for membership, the club/group shall: (a) be composed of a minimum of sixteen (16) members; (b) have a regular place of dancing; (c) have acceptable club/group by-laws and appointed or elected officers and (d) have been organized as a club/group for a period of twelve (12) months or more. The Board reserves the right to waive any of the above requirements when considering new clubs/groups for membership.

SEC. 8. Upon application for membership, associate status may be extended to any square or round dance club, any association of callers/cuers, teenage clubs, out of the area clubs

or any other dance club/group. Associate status does not constitute membership in the corporation with insurance coverage, the right to vote or the right to hold office. An associate club shall designate one (1) of its members to attend all ICC board meetings.

SEC. 9. The voting power of the members of the corporation shall be equal and is only through the designated directors and alternate directors of that member.

SEC. 10. Membership in the corporation may be terminated by the Board of Directors on any one (1) of the following grounds:

A. The failure of a member to have and maintain at least eight (8) active members in their club/group;

B. The failure of a member to pay its dues or assessments to the corporation for more than ninety (90) days past the due date as established herein;

C. The failure of a member to have at least one (1) director or alternate director present at two (2) consecutive meetings of the Board of Directors.

SEC. 11 Associate status may be terminated by the Board of Directors for any of the reasons set forth in Sec. 10.

SEC. 12. Each year all members and associates of the corporation shall deliver, by the October ICC Board Meeting, to the treasurer of the corporation, a list of all current members of their club/group. An annual non-refundable membership fee or assessment, to be an amount determined by the corporation Board of Directors shall accompany the roster.

ARTICLE III - OFFICERS

SEC. 1. The officers of the corporation and the Board of Directors shall be a president, a vice-president, a secretary, and a treasurer. These officers shall comprise the members of the Executive committee of the Board of Directors. There shall also be an advisor who is the most immediate past president of the corporation and whose office is honorary. There shall also be an advisor who is the current chairman of the Silver State Festival whose office is honorary. The advisor shall not be considered a member of the Executive committee.

SEC. 2. Officers, with the exception of the ICC president, may represent their club on the Board of Directors of the corporation.

SEC. 3. No director shall hold more than one (1) office in the corporation at a time.

SEC. 4. The officers shall be elected and hold office at the pleasure of the Board of Directors. Any officer may be removed by two thirds (2/3) vote of the entire Board of Directors. This may be done at a regular or special meeting of the board.

SEC. 5. To be eligible for office, a nominee should have been a member of a recognized member club/group for one (1) year. The president also should have been at some time a member of the Board of Directors of the corporation.

SEC. 6. The officers shall be elected by secret ballot to serve for a minimum of one year. In the event there is only one nominee for an office, a motion to have the secretary cast a White Ballot for all UNOPPOSED Nominee/s for an Office, followed by a second, and an Affirmative Vote by the Majority of the Members present, may be made to confirm the election of the unopposed nominee/s. The election of officers for the upcoming year shall be at the August meeting of the Board of Directors. Their term of office shall begin at the close of the August meeting.

SEC. 7. An office shall be considered vacant upon receipt of a letter of resignation or upon the failure of an officer to attend two (2) consecutive board meetings.

SEC. 8. An office which becomes vacant shall be filled at the next regular meeting of the Board of Directors following the vacancy, such election being for the unexpired term of the officer being replaced.

SEC. 9. No director shall hold the office of president and vice president for more than four (4) consecutive years.

ARTICLE IV - DUTIES OF OFFICERS

SEC. 1. The PRESIDENT shall:

A. Preside at all meetings of the board of directors;

B. Have the general powers and duties of management usually delegated to the office of corporation president, subject to control by the Board of Directors.

C. Appoint committees necessary or desirable for specific duties in furtherance of the work of the corporation.

D. Supply brief highlights of the corporation's regular meetings to the editor of "Dance Notes".

SEC. 2. The VICE-PRESIDENT shall:

A. Assume the duties of the president in his/her absence;

B. Shall sit as a member of the Festival Executive Committee. Shall attend Festival committee meetings and shall assist the Festival Committee officers in reporting to the ICC Board of Directors the activities of the Festival Committee;

C. Act as an archivist and manager of supplies and equipment of the corporation to include the distribution of hearing enhancement equipment and spares.

D. Assume special duties (eg: ICC Food Bank Dance) which the Board of Directors may reasonably request;

SEC. 3. The SECRETARY shall:

A. Keep, or cause to be kept, a book of records which includes a copy of minutes of all meetings of the Board of Directors and the record of attendance of officers and members of the Board of Directors;

B. Supply each member of the Board of Directors, before the beginning of each meeting, a copy of the minutes of the previous meeting;

C. Give written notice of regular meetings or special meetings of the Board of Directors;

D. Notify, in writing, the president of member clubs/groups when their ICC directors or alternate directors have missed two (2) consecutive meetings of the Board of Directors. Notify the Board of Directors at a regular meeting of the absences;

E. Oversee the keeping of a one (1) year master calendar of all forthcoming regular and special dances of members and associates.

SEC. 4. The TREASURER shall:

A. Oversee the receipt of and accountability for all money and records of property of the corporation to include the Silver State Square and Round Dance Festival committee;

B. Oversee the maintenance of full and accurate accounts of receipts and disbursements in books belonging to the corporation;

C. Oversee the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;

D. Oversee the disbursal of the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements;

E. Oversee the payment of all authorized debts and obligations by check, co-signed by the Treasurer and the President or Vice President of the corporation. Checks drawn to pay expenses related to the Silver State Festival may be co-signed by the Festival Committee Chairman;

F. Oversee the endorsement of all checks, drafts or other orders payable to the corporation in a manner specified by the Board of Directors;

G. Make a financial report to the Board of Directors at each regular meeting or as requested by the ICC executive committee;

H. Render to the president or the Board of Directors, whenever either may reasonably require them, explanations of financial transactions by the treasurer and of the financial condition of the corporation;

I. Open to inspection by representatives of the board of directors, at any reasonable time, all accounts and records;

J. Keep and publish a master list of the membership of all member clubs/groups of the corporation to include those given an associate status and individuals who are not a member of an ICC club or group and have paid directly to ICC their fee for dance notes;

K. Coordinate the audit of the corporation books and the completion and the filing of appropriate tax returns.

ARTICLE V - MEETINGS

SEC. 1. The Board of Directors of the corporation shall meet no less than six (6) times a year with additional meetings to be at the discretion of the officers of the corporation.

SEC. 2. A majority of the Board of Directors, not counting the President, shall constitute a quorum for conducting official business.

SEC. 3. Special meetings may be called by the president or upon petition by 50% of the Board Members.

As amended the 9th day of August, 2025

ARTICLE VI - BOARD OF DIRECTORS

SEC. 1. The Board of Directors shall have full power and authority over the affairs of the corporation.

SEC. 2. The president of the corporation shall also be the president of the Board of Directors. Although the president maintains membership with a member club/group, the president shall not be one of the directors or alternate directors from that member and shall have no vote except to break a tie.

SEC. 3. Each member, recognized by the corporation, shall be entitled to be represented by two (2) directors or alternate directors on the Board with one (1) vote each. At each ICC Board of Directors' meeting, each ICC member may be represented by only two (2) of their directors or alternate directors, with one vote each. Each person may be an ICC Board of Director or alternate Board of Director representing only one (1) ICC member at any given time.

SEC. 4. The term of office of a director and alternate director shall begin on the first 1st day of September of each year and conclude at the end of a one (1) year term. Members of the corporation shall make known to the ICC secretary at the regular meeting in June who those directors and alternate directors shall be. A list with names, addresses and telephone numbers must be submitted in writing.

SEC. 5. The board of directors may employ, appoint and remove such agents as it deems advisable and delegate to them such duties as it shall determine.

SEC. 6. The board of directors may authorize any officer or officers, agent or agents and employee or employees to enter into any contract or execute any instrument in the name of the corporation or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.

ARTICLE VII - FESTIVAL COMMITTEE

SEC. 1. The Festival Committee shall plan, organize and carry out the annual Silver State Square and Round Dance Festival.

SEC. 2. The Festival Committee shall be composed of two (2) parts, an Executive committee and a General committee.

The Executive committee shall consist of the chairman, vice chairman, secretary, treasurer, registration coordinator, square dance coordinator, round dance coordinator, publicity/marketing coordinator, flooring coordinator, vendor coordinator, the immediate past chairman of the Silver State Festival and ICC vice president. The Executive committee shall be responsible for the day to day operations of the Silver State Square and Round Dance Festival. Prior to May 1st of each year, the Executive committee will select a chairman and vice chairman for the following year from within their Executive committee or General committee. The term of the Executive committee members shall be from July 1 through June 30. The members to serve on the Executive committee for the following year shall be selected by the current Executive committee prior to June 1st, at which time the names and capacity of all of the members to comprise the Executive committee shall be submitted to the ICC Board of Directors for approval at their next regularly scheduled meeting. Should a vacancy occur (receipt of a letter of resignation or upon the failure of the member to attend two (2) consecutive meetings) on the Executive committee during their term, the vacancy may be filled by majority vote of the members of the Executive committee.

The General committee shall consist of the members of the Executive committee and the committee members as needed and appointed by the Executive committee. The General committee shall also consist of one (1) member or alternate member from each ICC member club/group. This person may be a volunteer (preferred), appointed or be an elected member, but can only represent one ICC member club/group. If an ICC member fails to provide a Festival general committee member, the Executive committee may appoint an individual to fill that vacancy for the current year. The term of office of the members of the General committee, except for the members of the Executive committee, shall begin on September 1st and they shall serve through the end of the Festival the following year. A member club or group having associate status shall be entitled to one (1) representative with no vote.

The general committee shall be responsible for the overall implementation of the Silver State Square and Round Dance Festival.

SEC. 3. The Festival committee has the authority to formulate plans for succeeding Silver State Square and Round Dance Festivals. All plans for the Silver State Square and Round Dance Festival are subject to final approval of the ICC board of directors.

SEC. 4. Members of the Festival committee must be a member of an ICC member club/group.

SEC. 5. The Festival executive committee shall be allowed to set up and revise the internal structure of its members to enable uninterrupted scheduling of the Silver State Square and Round Dance Festival.

SEC. 6. The Festival executive committee shall have the right of scheduling the months of their meetings during the period June through May. By August 1, the Festival executive committee will present to the Festival general committee and to the ICC Board of Directors a schedule of meetings and a proposed budget for the Silver State Square and Round Dance Festival. The proposed budget will be for the fiscal year July 1 thru June 30 and shall be presented to the ICC Board of Directors for approval at their meeting scheduled in August.

SEC. 7. The internal structure of the festival committee and minutes of all meetings must be kept in writing. A copy shall be placed in the records of the secretary of ICC and the Festival committee secretary.

SEC. 8. All authorized debts and obligations shall be paid by check, signed by the ICC treasurer and by either the festival committee chairman, ICC president or ICC vice chairman.

ARTICLE VIII – STANDING COMMITTEES

SEC. 1. THE NOMINATING COMMITTEE shall be appointed at the first regular meeting of the calendar year. The committee shall canvas the membership of the corporation to find at least one (1) qualified individual who is willing to run for each office. The committee shall report to the Board of Directors at the first regular meeting of the board of directors after the year's Silver State Festival. Nominations may also be made from the floor.

SEC. 2. BUDGET COMMITTEE shall be composed of the ICC Executive committee. This committee shall formulate the budget for the fiscal year of January 1 through December 31. This budget will include the proposed budget submitted by the festival committee. The proposed budget shall be presented at the December meeting for approval by the ICC board of directors.

SEC. 3. Such other committees, standing or special, shall be appointed by the president of the board of directors, from time to time, as are deemed necessary to carry on the work of the corporation.

As amended the 9th day of August, 2025

ARTICLE IX – DISSOLUTION

Sec. 1. Upon majority vote of the Board of Directors to dissolve the Corporation, the Executive Committee shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of the Corporation to any exempt corporation or entity organized for purposes similar to those set forth under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) as the directors shall determine. Any actions taken to dissolve the Corporation shall conform to the appropriate Nevada State Statutes.

ARTICLE X – MONIES

SEC. 1. A budget shall be set up before the fiscal year of January 1 through December 31 to cover the anticipated expenses of the ICC, to include the Silver State Square and Round Dance Festival, for that fiscal year.

SEC. 2 Any funds not required to be held in the Operating Fund shall be transferred into an Investment Fund. This fund shall be a secure, interest-bearing account(s). The selection of the investment(s) shall be approved by the Executive Committee.

ARTICLE XI – ARCHIVES AND STORAGE

SEC. 1. Provisions shall be made for keeping all non-current financial records, minutes, and publications of the corporation, including rosters, calendars of dances, issues of Dance Notes, festival programs, supplies and equipment owned by the corporation. The location of a depository or depositories shall be determined by the board of directors.

ARTICLE XII – PARLIMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the corporation in cases to which they are applicable and in which they are not inconsistent with the corporation's "Articles of Incorporation", these bylaws or any special rules which the corporation may adopt.

ARTICLE XIII – DISSOLUTION

Sec. 1. Upon majority vote of the Board of Directors to dissolve the Corporation, the Executive Committee shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of the Corporation to any exempt corporation or entity organized for purposes similar to those set forth under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) as the directors shall determine. Any actions taken to dissolve the Corporation shall conform to the appropriate Nevada State Statutes.

ARTICLE XIV - AMENDMENTS OF BY LAWS

SEC. 1. These bylaws can be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of those present, provided the amendment has been submitted in writing at the previous regular meeting.

SEC. 2. These bylaws can be amended via an online vote upon receiving a two-thirds vote of the entire board of directors provided that such a procedure is approved by a two-thirds vote of the board of directors at a regular meeting provided that the proposed amendment has been submitted in writing at the previous meeting.

SEC. 3. Amendments shall be recorded with the copy-of-record of the current bylaws being kept in the corporation's "Book of Bylaws". Additions, deletions and changes should be dated.

As amended the 9th day of August, 2025

I, the undersigned, as President of this corporation, namely, INTERCLUB SQUARE AND ROUND DANCE COUNCIL of RENO, NEVADA, INC., do hereby acknowledge and certify that the foregoing amended By-Laws constitute the By-Laws of this corporation as agreed to by its Board of Directors at that particular meeting thereof held on the 14th day of December, 2024 in Sparks, Washoe County, Nevada and will become effective on the 14th day of December, 2024.

INTERCLUB SQUARE AND ROUND
DANCE COUNCIL OF RENO, NEVADA, INC.
A Nevada Corporation

BY: Timothy Stephens

TITLE: President of the ICC Board of Directors

DATE: August 9, 2025