

**REGULATIONS
OF
THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY
CINCINNATI BRANCH**

ORIGINAL APPROVED 3 OCT 1993
AMENDMENTS INCLUDED AS APPROVED BY RSCDS 1 OCT 1994
AMENDMENTS INCLUDED AS APPROVED BY MEMBERSHIP 7 JUN 2009
AMENDMENTS INCLUDED AS APPROVED BY MEMBERSHIP 7 MAY 2011

ARTICLE I

NAME

1. This organization shall be known as the Royal Scottish Country Dance Society Cincinnati branch, an Ohio corporation not-for-profit (the "Corporation"), headquartered in Cincinnati, Hamilton County, State of Ohio.

ARTICLE II

POLICY

- 2.1 The Corporation shall be constituted as a "branch" of The Royal Scottish Country Dance Society ("Society"), an international association, and is subordinate to and subject to the authority of the Society.
- 2.2 The Board of Trustees replaces the Committee of Management of the unincorporated society to which the Corporation succeeded but may be referred to as either the Board of Trustees or the Committee of Management.

ARTICLE III

OBJECTIVES

3. The objectives of the Corporation shall be:
 - 3.1 To preserve and further the practice of traditional Scottish Country Dances and modern dances of merit in the traditional style;
 - 3.2 To provide or assist in providing instruction in the dancing of Scottish Country Dances;
 - 3.3 To promote the enjoyment and appreciation of Scottish Country Dances by any suitable means;

- 3.4 To encourage and assist our local Member Groups; and
- 3.5 Generally to do such other things as are or may be considered by the Corporation to further the aims of the Society.

ARTICLE IV

MEMBERS

- 4.1 **TYPES:** Membership in the Corporation shall be of three (3) types:
 - 4.1.1 **FULL BRANCH MEMBERS:** All persons eighteen (18) years old or over who are interested in the objectives of the Corporation and who pay the required annual membership fee and current subscription and such life members of the Society as shall indicate their wish to be considered branch members and pay the required annual membership fee are eligible for membership in the Corporation. Each branch member shall be entitled to one (1) vote. Full Branch Members shall be a member of the Society in any category of membership stipulated by the Society for persons eighteen (18) years or older.
 - 4.1.2 **HONORARY MEMBERS:** Persons who have rendered distinguished or meritorious service to the Corporation shall be eligible for honorary membership. Honorary members shall be entitled to attend all meetings and classes of the Corporation without being subject to payment of fees, dues, or assessments, but are not entitled to receive Society publications unless they pay or have already paid the subscription as determined by the Society. Each honorary member shall be entitled to one (1) vote. Honorary membership can only be conferred by a two-thirds (2/3) majority vote of the members present at a general meeting, after two (2) weeks notice to the members of intention to confer the honorary membership.
 - 4.1.3 **ASSOCIATE (Youth) MEMBERS:** Persons under the age of eighteen (18) interested in the objectives of the Corporation are eligible for membership as Youth Members. Youth Members shall not be entitled to vote or hold an office in the Corporation, nor to have an interest in the property of the Corporation. Annual dues for Youth Members shall be determined by the Committee of Management.
- 4.2 **ADMISSION:** Individuals desiring membership in the Corporation shall complete a membership form and submit it, together with payment of annual dues, to the membership secretary.
- 4.3 **TERMINATION:** Subject to the provisions of Clause III.5 of the Society's Constitution a branch member may be terminated for:
 - 4.3.1 Failure to make payment of annual dues, despite written notice, on or before August 30 of each year.
 - 4.3.2 A three-fourths (3/4) majority vote of the branch members in general meeting due to the failure of a member to adhere to the Rules and Regulations of the Corporation, and whose continued behavior is likely to prove detrimental to the welfare of the Corpora-

tion. The member under consideration for expulsion must be brought before the Committee of Management to be notified of the charges against him or her and then given time to prepare his or her defense prior to the case being brought before the general meeting.

4.4 REINSTATEMENT: A branch member may be reinstated:

4.4.1 By payment of annual dues if termination was for non-payment.

4.4.2 By three-fourths (3/4) majority vote of the branch members in general meeting after approval of the Committee of Management upon written application from the expelled member if termination was by membership vote.

4.5 FEES AND DUES:

4.5.1 Annual membership dues shall be required of each member, payable not later than August 30 of each year, or upon application for membership.

4.5.2 The annual membership dues shall include the annual membership fee as approved by the membership and the subscription as determined by the Society. Life members of the Society are exempt from payment of the annual subscription but not the annual membership fee in order to enjoy the services of the Corporation and the privilege of voting.

4.5.3 All guests, after their first visit, and all members attending a dance class shall be asked to contribute an amount, toward the expenses of the event.

4.5.4 The amount of the annual membership fees shall be recommended by the Committee of Management and approved by the members.

4.6 ANNUAL MEETING: The annual meeting of the members of the Corporation shall be held for the purpose of electing new officers to the Committee of Management and for the consideration of reports to be presented at the meeting. The annual meeting shall be held at the Corporation's principal office in Hamilton County, Ohio or such other place within or without this state, as the Committee of Management may designate, on the first Saturday of May at 4:00 P.M., beginning with the calendar year 1993, or such other date and time as the Committee of Management may designate.

4.7 SPECIAL MEETINGS: Special meetings of the members of the Corporation shall be held, at such times and places within or without the State of Ohio, as may be specified in the notice therefore, whenever called by any of the following: the President; in the case of the President's absence, death or disability, the Vice President authorized to exercise the authority of the President; the Secretary; a majority of the members of the Committee of Management acting with or without a meeting, or by the lesser of (a) 10% of the whole number of voting members of the Corporation or (b) 25 of such members. Upon a request in writing delivered to the President or to the Secretary, by any persons entitled to call such meeting of members, stating the purposes for which such meeting is called, it shall be the duty of the President or the Secretary to give notice thereof to the members in the manner set forth in Article IV, sec-

tion 4.8, and if such request be refused, then the persons making such request may fix the time of the meeting, and give the notice thereof in the manner set forth in Article IV, Section 4.8.

- 4.8 NOTICE OF MEETINGS: Written notice of the annual and all special meetings of members shall state the time, place and purposes thereof and shall, unless waived in writing by such members, be given by the President or the Secretary to each member entitled to notice of such meeting, by personal delivery or by postal or electronic mailing such notice at least fourteen (14) days but not more than thirty (30) days before the date fixed for such meeting to each member so entitled to notice of such meeting. Notice need not be given to junior members. If such notice is mailed, such notice shall be addressed to the member at his/her postal or electronic address as the same appears upon the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- 4.9 WAIVER OF NOTICE OF MEETING: A member may waive notice of the time, place and purpose of any meeting of members, either (a) by written waiver, specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting or (b) by the attendance in person or by proxy of such member at such meeting, without protesting, prior to or at the commencement of such meeting, the lack of proper notice.
- 4.10 QUORUM: At any meeting of members, there shall be present, in person or by proxy, in order to constitute a quorum, one-fourth (1/4) of the members or twenty-five (25) members of the Corporation, whichever is less. The majority of members present in person or by proxy at any meeting of members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally notified.
- 4.11 VOTING: At any meeting of members, each person who is a member of the Corporation on the date fixed pursuant to Article VI, Section 6.12 of this Code of Regulations as the record date for the determination of members entitled to vote at such meeting, or if no such record date shall have been fixed, then at the time of such meeting, shall be entitled to one (1) vote on each matter properly submitted to the members for their vote, consent, release or other action. At any meeting of members at which a quorum is present, all questions coming before the members for decision shall be decided by a vote of a majority of members present at the meeting.
- 4.12 PROXIES: At any meeting of the members, annual or special, any voting members of record including natural persons, may be represented and vote by proxy or proxies, evidenced by an instrument in writing or by an electronic mail sent from the member's electronic mail address of record, but such written proxy must first be filed with the Secretary of the Corporation before the person authorized may vote there under.
- 4.13 MEMBERSHIP RECORD: The Corporation shall maintain a membership record, which shall contain the name and address of each member of the Corporation and the date of his or her admission to membership. Only individuals whose name is reflected in the membership

record shall be entitled to vote on any matter properly submitted to the members for their vote, consent, waiver, release or other action.

- 4.14 ACTION WITHOUT MEETING: Any action which may be authorized or taken at a meeting of members, may be authorized or taken without a meeting in a writing or writings or by an electronic mail sent from the member's electronic mail address of record signed by not less than a majority of the members who would be entitled to notice of a meeting of such members held for such purpose. Any such writing or writings or electronic mail shall be filed with or entered upon the records of the Corporation.
- 4.15 ORDER OF BUSINESS: At all members' meetings, after the ascertainment of members present in person or by proxy, and the presentation, approval and filing of proxies with the Secretary, the business of the Corporation shall be considered in such order as the President or a majority of the members deem advisable and expedient.
- 4.16 CONDUCTING MEETINGS: "Robert's Rules of Order (Latest Revision)" and the "Constitution and Rules of the Royal Scottish Country Dance Society" shall govern the meetings of the members, the Committee of Management and the committees of the Corporation to the extent they are not inconsistent with the Code of Regulations of the Corporation.

ARTICLE V

GUESTS

- 5.1 Anyone may, as a guest, attend any dance class or social function.
- 5.2 Guests shall be entitled to one (1) free dance class.
- 5.3 Membership may be encouraged of persons after continued attendance of dance classes or social functions.

ARTICLE VI

COMMITTEE OF MANAGEMENT

- 6.1 NUMBER OF COMMITTEE OF MANAGEMENT MEMBERS; QUALIFICATIONS; TERM: All of the authority of the Corporation shall be exercised, and all of the property and assets of the Corporation shall be managed and controlled, by the Committee of Management, except as otherwise provided in the articles of incorporation or by Chapter 1702, Ohio Revised Code. The Committee of Management shall be composed of
- 6.1.1 Elective Officers: President, Vice-President, Secretary, Treasurer, and Membership Secretary.
- 6.1.2 Representatives: Teachers' Representative, Immediate Past President, and Member Group Representative.

- 6.1.3 Each member of the Committee of Management shall hold office for a term of one (1) year commencing on July 1, or longer if he or she is elected to office for an additional term, except that the Immediate Past President shall hold office for a term of only one (1) year.
- 6.2 ELECTION OF COMMITTEE OF MANAGEMENT MEMBERS: At each annual meeting, successors to the Committee of Management elective officers whose term then expires shall be elected, by the members present. A Committee of Management elective officer shall continue to hold office for the term specified and until his successor is elected and qualified.
- 6.3 VACANCIES: The office of a Committee of Management elective officer shall become vacant if he or she dies or resigns, which resignation shall take effect immediately or at such other time as said Committee of Management elective officer resigning may specify. Vacancies shall be filled as provided in Article VII, Section 7.4.
- 6.4 REMOVAL: All of the Committee of Management elective officers or any individual Committee of Management elective officer may be removed from office by a vote of the majority of members present at a meeting of members called for the purpose of removing Committee of Management elective officers, if a quorum is present. Such removal shall create a vacancy or vacancies on the Committee of Management.
- 6.5 COMPENSATION: Committee of Management members shall not receive any salary or other compensation for their services as Committee of Management members.
- 6.6 ANNUAL MEETING; SPECIAL MEETINGS: The annual meeting of the Committee of Management shall be held following the annual meeting of members at which the Committee of Management elective officers are elected and prior to the commencement of the new fiscal year on July 1, and notice shall be given in the manner provided for special meetings. The annual meeting will include both incoming and outgoing Committee of Management members. Special meetings of the Committee of Management may be held from time to time, whenever called by the President or by the Vice President. The President or Secretary shall call a meeting at any time upon the written request of three (3) members of the Committee of Management. All meetings of the Committee of Management shall be held at the office of the Corporation in the City of Cincinnati, Hamilton County, Ohio or at such other place within or without the State of Ohio, as the President or the Committee of Management may determine from time to time and as may be specified in the notice thereof. Meetings of the Committee of Management may be held through any means of communication equipment if all persons participating can hear each other.
- 6.7 NOTICE: Notice of any special meeting of the Committee of Management shall be mailed to each Committee of Management member at least seven (7) days prior to the holding of such meeting. Such notice shall be addressed to the member at his/her postal or electronic address as the same appears upon the records of the Corporation. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Committee of Management need not be given to any Committee of Management member, however, if waived by him or her in writing and such waiver is filed with the Secretary either before or after the holding thereof, or if he or she shall attend such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper no-

tice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

- 6.8 QUORUM: At all meetings of the Committee of Management three (3) elective officers and at least twenty-five percent of the Representatives shall constitute a quorum, but less than a quorum present may adjourn such meeting. Except as otherwise provided by law or in this Code of Regulations, any business may be transacted at any meeting of the Committee of Management at which a quorum is present and the act of a majority of the Committee of Management members present at a meeting at which a quorum is present shall constitute the act of the Committee of Management.
- 6.9 BYLAWS: For the government of its actions, the Committee of Management may adopt by-laws consistent with the Articles of Incorporation and the Regulations.
- 6.10 ACTION WITHOUT MEETING: Any action which may be authorized or taken at a meeting of the Committee of Management may be authorized or taken without a meeting in a writing or writings signed by all of the Committee of Management members who would be entitled to notice of a meeting of the Committee of Management held for such purpose, and such writing or writings shall be made a part of the records of this Corporation. For purposes of this article, electronic mail sent from the member's electronic mail address of record shall be considered equivalent to a signed writing or writings.
- 6.11 PROVISIONAL COMMITTEE OF MANAGEMENT MEMBER: Upon the petition of not less than one-fourth (1/4) of the Committee of Management members of this Corporation, the Court of Common Pleas of Hamilton County, Ohio, may, pursuant to Section 1702.521, Ohio Revised Code, appoint a provisional Committee of Management member for this Corporation. Such appointment may be made even though a different number of Committee of Management members has been fixed by or pursuant to Article VI, Section 6.1.
- 6.12 RECORD DATE FOR MEMBERS: The Committee of Management shall fix a time not exceeding sixty (60) days preceding the date of any meeting of members, as a record date for the determination of the members entitled to notice of any right to vote at any such meeting, and in such case, only the persons who are members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any termination of membership on the books of the Corporation after any record date fixed as aforesaid, and such persons shall conclusively be deemed to be the members of the Corporation on such record date notwithstanding notice or knowledge to the contrary; and the Committee of Management may close the books of the Corporation against the admission or termination of membership during the whole or any part of such period.
- 6.13 DUTIES: The duties of the Committee of Management shall include, but not be limited to, the following:
- 6.13.1 Establish Dates for branch activities;
 - 6.13.2 Locate and engage suitable facilities;
 - 6.13.3 Obtain, maintain and control the use of the Corporation's assets;
 - 6.13.4 Cause announcements to be made of all activities sponsored or undertaken by the Corporation and of other upcoming events of interest to the members;

- 6.13.5 Establish an annual budget of expenses for approval by the members at the annual general meeting. Extraordinary expenses, not previously approved, which exceed One Hundred Dollars (\$100.00) must be approved by the Committee of Management at a special meeting;
- 6.13.6 Perform any other duties necessary to carry out the purposes of the Corporation, including the creation of any necessary committees; and
- 6.13.7 All actions of the Committee of Management must be consistent with the Constitution and Rules of the Society.

ARTICLE VII

ELECTIVE OFFICERS

7.1 POSITIONS AND DUTIES:

7.1.1 President:

- i. The President is an executive officer of the Corporation and shall be responsible for the satisfactory operation of the Corporation.
- ii. The President shall preside at the Corporation's business meetings and meetings of the Committee of Management and shall have a casting, as well as a deliberative vote.
- iii. The President shall be an ex officio member of all committees, and shall be invited to attend all committee meetings.
- iv. The President shall be the official representative of the Corporation, unless the Committee of Management delegates otherwise.

7.1.2 Vice President:

- i. The Vice President shall preside whenever the President is absent or leaves the chair and shall, in such circumstances, assume all of the powers, duties, and responsibilities of the President's office. In the absence of both the President and the Vice President, the members may appoint a pro tem chairman from those present to conduct the meeting, a quorum being present.
- ii. The Vice President shall assist the President as required, and shall be social chairman responsible for:
 - a. Coordinating branch social calendar.
 - b. Serving as chairman of any special events unless the Committee of Management otherwise appoints a chairman for any event.

7.1.3 Secretary:

- i. The Secretary shall keep proper minutes of all meetings for presentation as well as for permanent record. Minutes of Corporation business meetings and Committee of Management meetings shall be posted for member review and copies shall be distributed to all members of the Committee of Management.
- ii. The Secretary shall attend to all correspondence and shall bring to the notice of the Committee of Management all communications received from the Society.

- iii. The Secretary shall cause notices of Corporation activities and of upcoming events of interest to branch members to be posted.
- iv. The Secretary shall submit annually, to the secretary of the Society, a brief report of the activities of the Corporation during the preceding year.

7.1.4 Treasurer:

- i. The Treasurer shall be responsible for receiving, disbursing, and banking the Corporation funds. The Treasurer shall keep proper accounts, presenting a current summary report at each Committee of Management meeting, and presenting an annual financial report at the annual general meeting.
- ii. The Treasurer shall sign all checks. An alternate authorized signatory shall be the President or other elected officer as designated by the Committee of Management.
- iii. The Treasurer shall turn over to the Society the required percentage of the annual subscription in a timely manner.
- iv. The Treasurer shall prepare an audited copy of the accounts of the Corporation in the prescribed form and shall submit it to the secretary of the Society not later than one (1) month following the end of the fiscal year.

7.1.5 Membership Secretary:

- i. The Membership Secretary shall prepare and maintain a register of the names, addresses and telephone numbers of all members of the Corporation.
- ii. The Membership Secretary shall accept and maintain a record of all membership forms.
- iii. The Membership Secretary shall maintain a record of all members of the Corporation who are life members of the Society.
- iv. When a life member of the Society is transferred to another branch, the Membership Secretary shall arrange the transfer in accordance with the Rules of the Society.
- v. The Membership Secretary shall be responsible for the collection of all annual membership fees and annual subscriptions. All funds collected are to be recorded and then turned over to the Treasurer in a timely manner.
- vi. The Membership Secretary shall be responsible for disbursing membership cards and subscription publications to all paid up members of the Corporation.

7.2 TERM OF OFFICE AND QUALIFICATIONS:

- 7.2.1 The term of any elective office shall be for a period of one (1) year commencing on July 1.
- 7.2.2 All members are eligible to hold an elective office.
- 7.2.3 No member can hold the same elective office for more than four (4) consecutive terms.

7.3 ELECTIONS:

- 7.3.1 Elections shall be held at the annual general meeting of the members.

- 7.3.2 The candidates for each elective office shall consist of:
- i. A slate of proposed five elective officers submitted by the Committee of Management at least two (2) weeks prior to the elections.
 - ii. Eligible nominations submitted by the members.
 - iii. All nominees must have consented to the nomination.
- 7.3.3 The officers shall be elected by a majority vote of the members present, in person or by proxy, at the annual general meeting.
- 7.3.4 At all elections of officers, the candidates receiving the greatest number of votes shall be elected.
- 7.3.5 The newly elected officers shall assume their duties on July 1, the start of the Corporation's fiscal year. At that time the retiring officers shall turn over to their successors any final reports as required by their office. The retiring officers shall, however, act in an advisory capacity until after the first Committee of Management meeting of the new fiscal year.

7.4 VACANCIES:

- 7.4.1 Should a vacancy occur within the first six (6) months of the term, the Committee of Management shall submit the names of nominees at a special meeting. Elections shall then be held in accordance with Article VII, Section 7.3.
- 7.4.2 At the discretion of the Committee of Management, vacancies occurring with less than six (6) months remaining in the term may be filled by: Committee of Management appointments, special elections in accordance with Article VII, Section 7.3, or the position may be left vacant for the remainder of the term.
- 7.4.3 A person elected to fill an unexpired term of more than six (6) months shall be considered to have served for a full term in that office.

7.5 REMOVAL:

- 7.5.1 Any officer may be removed, with or without cause, by the members authorized to elect or appoint him or her without prejudice to the contract rights of such officer. The election or appointment of an officer for a given term shall not be deemed to create contract rights.
- 7.5.2 The persons authorized to elect or appoint officers may fill any vacancy in any office occurring for whatever reason.

ARTICLE VIII

REPRESENTATIVES AND SPECIAL POSITIONS

- 8.1 REPRESENTATIVES. The following representatives serve on the Committee of Management as a voting member. Such representatives must be members and may also hold an elective office or another appointment but may not, except as President, exercise more than one (1) vote per person.
- 8.1.1 Teachers' Representative: The Teachers' Committee shall appoint from among them a Teachers' Representative to serve on the Committee of Management. Such Teachers' Representative must hold the teachers' certificate of the Society.
- 8.1.2 Member Group Representative: Each Member Group may appoint a Member Group Representative to serve on the Committee of Management.
- 8.1.3 Immediate Past President
- 8.2 SPECIAL POSITIONS: The Committee of Management may appoint special positions to serve for an indefinite period. These positions may include librarian, historian, newsletter editor, webmaster, and "sunshine" person. Such appointees must be members.
- 8.3 Delegate to the Royal Scottish Country Dance Society General Meeting: Subject to any restrictions on numbers and any procedures contained in the Society's constitution, the branch at a general meeting, (which failing, the Committee of Management) may appoint a delegate or delegates; all of whom shall have attained the age of 18 years, to attend a general meeting of the Society and represent the branch at such meeting. In the event of an appointed delegate being unable to attend such meeting, an accredited substitute, who shall also have attained the age of 18, shall be allowed.

ARTICLE IX

MEMBER GROUP

- 9.1 MEMBER GROUP: A local group may become a "twig" or Member Group of the Corporation upon application to and acceptance by a vote of the Committee of Management. The member group shall establish written bylaws describing the group's governance which shall be consistent with the objectives and the regulations of the Corporation and the Society. The Member Group shall submit bylaws approved by the membership of said group to the Committee of Management within fifteen (15) months of acceptance by the Committee of Management, or within fifteen (15) months of the implementation of this requirement, whichever is later. The Member Group holds fiscal responsibilities for all of its activities.
- 9.1.1 Dance classes shall be held at such times and locations agreed to by the teachers and management of the Member Group.

- 9.1.2 Member Groups are encouraged to host social dances or workshops at such times and locations agreed to by the teachers and management of the Member Group. Such special events should be coordinated with the branch calendar.
- 9.1.2 The Member Group Representative shall be elected or appointed by the members of the Member Group as stipulated by the Member Group's regulations and reported to the Committee of Management at the Annual General Meeting.
- 9.1.3 The Member Group should encourage Society membership through the Corporation. In addition, Member Group may establish local membership that does not require membership of the Corporation.
- 9.1.4 The Member Group may apply to the Committee of Management for financial support for special events and assistance for teacher or new class development.
- 9.1.5 Upon dissolution of a Member Group, all assets shall revert to the Corporation or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as specified in the regulations of the Member Group.
- 9.1.6 Member groups not fulfilling the requirements stated herein may be removed from the Corporation by the Committee of Management.

ARTICLE X

TEACHERS' COMMITTEE

- 10.1 The Teachers' Committee shall consist of branch members who are actively teaching in a class held by a Member Group of the Corporation or who hold Part I or Part 2 of the RSCDS Teachers' Certificate or equivalents.
- 10.2 The Teachers' Committee shall be responsible for encouraging and developing new teachers and providing continuing education for established teachers.

ARTICLE XI

FISCAL YEAR

- 11. The fiscal year of the Corporation shall begin on the first day of July in each year and shall end on the last day of June next following, unless otherwise determined by the members.

ARTICLE XII

DISSOLUTION

- 12.1 Notice of intention to dissolve the Corporation shall be given to the Secretary of the Society at least two (2) months before the date proposed for such dissolution.
- 12.2 Upon the dissolution of the Corporation, the Committee of Management shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Committee of Management shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- 12.3 All corporate books, records, documents, information and any other material relating to the Corporation is to be delivered to the Executive Council of the Society.
- 12.4 A copy of the final accounts of the Corporation and inventory of such property, duly certified by the appropriate officers shall be delivered to the Executive Council of the Society.

ARTICLE XIII

AMENDMENTS

13. The Regulations of the Corporation may be amended by a two-thirds (2/3) majority of members present and entitled to vote, a quorum being present, at a business meeting of the Corporation. Written notice of the proposed amendment must be submitted to the Secretary and must be submitted to the members at least one (1) month prior to voting. Any amendment approved by the members must be approved by the Executive Council of the Society before becoming effective.

ARTICLE XIV

INTERPRETATION

14. The Constitution and Rules of The Royal Scottish Country Dance Society shall be the authority on any matter not provided for in the foregoing Regulations, provided that they are not inconsistent with the articles of incorporation of the Corporation nor contrary to law.

ARTICLE XV

INDEMNIFICATION

- 15.1 Each Committee of Management member, officer, director, employee, agent or volunteer of this Corporation, and any Trustee, officer, director, employee, agent or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.
- 15.2 If any part of this Article should be found in any action, suit or proceeding to be invalid or ineffective the validity and the effect of the remaining parts shall not be affected.