

Preamble

We that Prosper, Love, Laugh, and Learn, so humbly recognize the need to fulfill our Civil Duty that is the act of Kind Service in order to Engage and Empower children Battling cancer in University Hospitals, while maintaining constant financial and emotional support for their families, hereby ordain and establish this Constitution of Dance Marathon at Case Western Reserve University.

Article I. Defined Terms

Capitalized terms shall have the definition set forth below:

- (a) “*Ab Initio*” shall have the meaning set forth in Article V Section 2.
- (b) “*Aspirant*” shall have the meaning set forth in Article V Section 3(b).
- (c) “*Board*” means the Board of Directors.
- (d) “*Carpe DM*” shall have the meaning set forth in Article V Section 3(a).
- (e) “*Class A Organization*” refers to any organization with over 90 members and/or has an annual budget of over \$250,000.
- (f) “*Classes*” refers to Case Western Reserve University classes.
- (g) “*Conduct Unbecoming of an Officer*” shall be regarded as any conduct deemed unlawful, against this Constitution of Dance Marathon at Case Western Reserve University (the “*Organization*”), or adverse to the point of putting the Organization in jeopardy as determined by the Board.
- (h) A “*Donor*” shall be any person, group, organization, or company that gives a gift to Dance Marathon at Case Western Reserve University.
- (i) “*Entire Board*” shall have the meaning set forth in Article III Section 2(a).
- (j) “*Entire Organization*” refers to all members and advisers.
- (k) “*Executive Protocols*” shall have the meaning set forth in Article X Section 2.
- (l) “*General Orders*” shall have the meaning set forth in Article X Section 3.
- (m) “*In Medias Res*” shall have the meaning set forth in Article V Section 3.
- (n) “*Mission*” shall be a one sentence summary of the goals and beliefs of the organization as set forth from time to time by the Board.
- (o) “*Organization*” means Dance Marathon at Case Western Reserve University.

- (p) “*Performance and Accountability Report*” shall be an annual report that summarizes the previous years efforts including a full financial review.
- (q) “*Petition for Nomination*” shall have the meaning set forth in Article III Section 4(c)(ii)(b).
- (r) A “*Postulant*” shall be any person seeking membership in the Organization after the start of fall Classes and until the end of *Carpe DM*.
- (s) “*Seal*” shall be the official and formal symbol of the Organization that may be affixed to any official correspondence internal or external to the Organization.

Article II. Organs

The work of the Organization shall be performed by:

- (a) the Board of Directors;
- (b) the Dance Marathon Assembly;
- (c) the General Assembly.

Article III. The Board of Directors

Section 1. Executive Power

The executive power of the Organization shall be vested in the Board of Directors of Dance Marathon at CWRU, wherein the prominence of directing and managing shall be its due charge.

By virtue of this charge, the Board shall have the duty and authority to:

- (a) carry out the Mission of the Organization;
- (b) hold itself accountable for performance;
- (c) set the date for the Marathon Assembly;
- (d) set the dates for all General Assemblies;
- (e) act as the executive body of the Marathon Assembly;
- (f) act as the executive body of all General Assemblies;
- (g) review and approve the Seal of the Organization;
- (h) review and approve an annual budget of the Organization;
- (i) provide and carry out a strategic plan for fundraising of the Organization;
- (j) recruit for, and foster, advantageous succession of the Organization;
- (k) be blind to race, creed, sex, and orientation throughout the Organization;
- (l) instill and uphold proper standards of conduct for all members of the Organization;

- (m) review and approve all Executive Protocols;
- (n) publish and make available to all Donors of the Organization or any seeking body, an annual Performance and Accountability Report (PAR);
- (o) commit to any other act that becomes necessary and beneficial pursuant to this Article III Section 1(a).

Section 2. Number

- (a) The number of officers constituting the Entire Board shall be the number of officers currently serving on the Board at any particular time.
- (b) The size limits of the Board shall be no fewer than 5 and no greater than 20 members.

Section 3. Officers

The officers of the Organization shall sit as the Board of Directors. All officers are expected to serve on the Senior Executive Council once his or her time of duty on the Board is completed. The officers of the Organization shall be an Overall Chairperson, a 1st Officer, a Chair of Communications, a Chair of Finance, Chair of Donor Relations, an Ombudsman, and other such officers with such titles and such duties as the Board by resolution deems necessary. No person is allowed to hold more than one office unless otherwise specified. The duties of said officers are as follows:

- (a) Overall Chairperson: The Overall Chairperson (hereinafter called the Chair) shall have the overall responsibility of carrying out the Mission of the Organization. In doing so, the Chair shall have the overall duty and authority for the conduct of business and affairs of the Organization; all of which is subject to oversight and approval by the Board. The Chair shall preside over all meetings of the Board, the Marathon Assembly, and all General Assemblies.
- (b) 1st Officer: The 1st Officer shall be appointed by the Chair and must be serving another position on the Board. The Board must approve of this appointment. The 1st Officer is second in command.
- (c) Chair of Communications: The Chair of Communications shall be responsible for all correspondence internal and external to the Organization. The Chair of Communications shall be responsible for taking minutes or assigning someone to take minutes at all meetings of the Board, the Marathon Assembly, and all General Assemblies. The Chair of Communications shall preside over the Communications Committee. The Chair of

Communications shall give a report at the Marathon Assembly and all required General Assemblies.

- (d) Chair of Finance: The Chair of Finance shall be responsible for all funds of the Organization. As such, the Chair of Finance shall oversee all transactions of Organization money and report directly to the Chair. The Chair of Finance shall preside over the Finance Committee. The Chair of Finance shall give a report at the Marathon Assembly and all required General Assemblies.
- (e) Chair of Donor Relations: The Chair of Donor Relations shall be responsible for maintaining positive relationships with the Donors of the Organization. As such, the Chair of Donor Relations shall keep record of, provide pertinent information to, and maintain all means of correspondence for all Donors of the Organization. The Chair of Donor Relations shall preside over the Donor Relations Committee. The Chair of Donor Relations shall give a report at the Marathon Assembly and all required General Assemblies.
- (f) Ombudsman: The Ombudsman shall serve as the neutral, impartial mediator of all complaints or concerns either internal or external to the Organization. The Ombudsman shall be responsible for keeping strict confidentiality of these grievances and report directly to the Chair. The Ombudsmen shall give a report at the Marathon Assembly and all required General Assemblies.

Section 4. Election

- (a) General. The Marathon Assembly shall elect all officers, unless otherwise specified, pursuant to this Section 4.
- (b) Eligibility. Only Case Western Reserve University undergraduate students are eligible to hold office in this Organization. The following stipulations revoke one's eligibility:
 - (i) if he or she is graduating at the end of the school year; or
 - (ii) if he or she is in the top executive position of any other organization; or
 - (iii) if he or she holds an executive position in a Class A Organization.
- (c) Nomination. Nominations shall be made either by the Board or by petition pursuant to Article III Section 4(b). Nominations by the Board and by petition shall open on the first day of fall classes.

- (i) Nomination by the Board. Each Board member shall place one nomination for the office he or she holds. An eligible board member is entitled, but not required to nominate his or her self. The nominees' names shall be made available to the Organization no later than 30 days prior to the date of the Marathon Assembly.
- (ii) Nomination by Petition. (a) Any member of the organization may nominate persons to be elected as officers to the Board at the subsequent Marathon Assembly by submitting a petition. A person nominating his or her self for any position except the one he or she currently holds must submit a petition in the form of a written letter of intent pursuant to Article III Section 4(c)(ii)(b). The Communications Committee must receive all nominations by petition no later than 20 days prior to the date of the Marathon Assembly. If a petition is to be mailed, it must be postmarked no later than 19 days prior to the date of the Marathon Assembly.
 - (b) Each Petition for Nomination shall state (1) the nominee's name, (2) the current position of the nominee (if any), (3) the office to which the nomination stands, and (4) sufficient information to enable the Board to approve the nomination on the grounds that said nominee holds the ability and necessary qualifications to carry out the duties and responsibilities of the office to which the nomination stands.
 - (c) The Board has the sole power to accept or reject any nomination made by petition.
- (d) Election. A simple two-thirds presence of all authorized members of the Organization shall constitute quorum for elections. A majority vote must be met to elect an officer. Voting by proxy is prohibited.

Section 5. Term of Office

Each officer shall be elected at the Marathon Assembly following his or her nomination and take office at the first General Assembly of the subsequent year. All officers shall serve a term of one year. There is no term limit.

Section 6. Resignation; Removal; Vacancies/Newly Created Board Positions

- (a) Resignation. Any member of the Board may resign at any time under written notice to the Board. The resignation will take effect at the time outlined therein, or in such

absence of this, the resignation will take effect immediately. No acceptance of said resignation is necessary for it to take effect.

- (b) Removal. The Board may remove any officer at any time on the grounds of Conduct Unbecoming of an Officer or inability to fulfill duty. A two-thirds vote of the Board must be met to remove an officer. The General Assembly or Marathon Assembly may remove any officer when in session on the grounds of conduct unbecoming of an officer or inability to fulfill duty. A two-thirds vote of the General Assembly or Marathon Assembly must be met to remove an officer. A removed officer may not serve again on the Board.
- (c) Vacancies/Newly Created Board Positions. Any vacancy on the Board due to resignation, removal, death, a newly created position, or otherwise shall be filled by resolution of the Board unless otherwise specified. The officer filling said vacancy shall hold his or her office until the next Marathon Assembly. Vacancies do not affect the duties or authority of the Board. The Entire Organization shall receive notice of any vacancy on the Board.

Section 6. Meetings

- (a) Regular Meetings. Regular meetings of the Board shall be held on a weekly basis, wherein the time and place of these meetings shall be determined by resolution of the Board. Regular meetings of the Board shall be held on the campus of Case Western Reserve University.
- (b) Special Meetings. Special meetings of the Board may be held at such times and at such places as deemed necessary by the Board or by the Chair. Either the Board or the Chair shall call these meetings. Reasonable notice shall be given to the Entire Board of the time and place of these meetings. Special meetings shall be held on the campus of Case Western Reserve University unless otherwise deemed necessary by the Board.
- (c) Participation By Means of Communication Equipment. A Board member not able to be physically present at a meeting may participate by means of electronic communication in the form of teleconferencing by which all members must be able to, at the least, hear said member and that member must be able to, at the least, hear all other attending members of the meeting.

- (d) Action Without Meeting. Any action permitted or required to be taken by the Board may be done so without meeting only if the Entire Board consents to by writing or electronic communication.
- (e) Quorum. Two-thirds of the entire Board shall constitute quorum.
- (f) Proxies. Voting by proxy is prohibited.

Article IV. The Dance Marathon Assembly

Section 1. General

The Marathon Assembly is the annual meeting of the Entire Organization wherein all electoral proceedings take place. During this meeting, any transaction of business may also occur. The current Board shall set the time and place of this meeting at least two months prior to its incidence. This meeting must occur on either the second or third Saturday in November. The function of the Marathon Assembly is to:

- (a) elect officers to the Board pursuant to Article III Section 4;
- (b) advise the Board on matters concerning (i) budget, (ii) fundraising strategy, (iii) dates of events, (iv) dates of meetings, and (v) any other issues on the competence of the Organization;
- (c) to review and establish committees;
- (d) to review and establish advisory boards;
- (e) to review and approve all General Orders.

Article V. The General Assembly

Section 1. General

The General Assembly is the meeting of the Organization wherein all business transactions may occur. Contrary to the Marathon Assembly, the General Assembly may not elect officers. The required meetings of the General Assembly shall take place (1) the first Saturday following the start of spring Classes, (2) once during the month of April, and (3) once during the first two weeks following the start of fall classes. The Board of Directors has the power and authority to call a General Assembly other than those required so long as written notice is made available to the Organization at least 5 days prior to its occurrence. The function of the General Assembly is to:

- (a) advise the Board on matters concerning (i) budget, (ii) fundraising strategy, (iii) dates of events, (iv) dates of meetings, protocol, and (v) any other issues on the competence of the Organization;
- (b) to review and establish committees;
- (c) to review and establish advisory boards;
- (d) to review and approve all General Orders.

Section 2. *Ab Initio*

The first General Assembly following the start of spring Classes, hereinafter referred to as *Ab Initio*, shall swear in the newly elected Board of Directors. This process shall be outlined in an Executive Protocol.

Section 3. *In Medias Res*

The first General Assembly following the start of fall Classes, hereinafter referred to as *In Medias Res*, shall accept potential new members of the organization as Postulants.

- (a) Carpe DM. *Carpe DM* shall be a four-week period following *In Medias Res* wherein all Postulants must either be placed to a position on a committee or held as an Aspirant.
- (b) Aspirants. An Aspirant is any person seeking membership in the Organization following *Carpe DM*. An Aspirant may be as involved in the Organization as he or she wishes so long as his or her participation does not impede the work of the Organization. An Aspirant may be appointed to a committee at any time upon resolution of the Board. An Aspirant is not a member of the Organization.

Article VI. Advisory Boards

Section 1. Standing Advisory Boards

Advisory boards shall advise the Organization on all matters concerning its competence. There shall be two standing advisory boards of the organization. These boards shall be the Staff Advisory Board and the Senior Executive Council. The functions of these boards are as follows:

- (a) the Staff Advisory Board. The Staff Advisory Board shall consist of Case Western Reserve University faculty or staff. These faculty/staff must be first agreed upon by the Board, then invited to become members, and finally, he or she will be considered on the Staff Advisory Board only under written acceptance of his or her invite. The Staff Advisory Board shall have no fewer than three members and no more than 8. The main responsibility of the Staff Advisory Board is to provide the Organization with advise

from the perspective of a university professional. Members of the Staff Advisory Board may step down at anytime under written notice to the Board.

- (b) the Senior Executive Council. The Senior Executive Council shall consist of all veteran members of the previous year's Board of Directors that are no longer active on the Board. It is the duty of the Senior Executive Council to oversee and assist the current Board as it transitions from the previous Board.

Section 2. Ad Hoc Advisory Boards

The Marathon or General Assembly may from time to time establish or remove any non-standing advisory board as deemed necessary.

Article VII. Committees of the Board of Directors

Section 1. Standing Committees of the Board

There shall be three standing committees of the Board: a Communications Committee, a Finance Committee, and a Donor Relations Committee. Membership in these committees is open to any person seeking membership in the Organization. The Board shall appoint all committee members. Board members outside of the Chair shall not officially serve on a committee they do not chair. Standing Committees must have at least three members and no more than 30. Each committee shall have an Executive Protocol outlining its internal structure. The functions of each of the standing committees are as follows:

- (a) Communications Committee. The Communications committee shall be responsible for the access, distribution, and keeping of all correspondence internal and external of the Organization.
- (b) Finance Committee. The Finance Committee shall be responsible for all keeping and transaction of Organization funds, assets, and holdings, shall be responsible for maintaining the financial standing of all Donors, and shall be responsible for maintaining the Endowment Fund.
- (c) Donor Relations Committee. The Donor Relations Committee shall be responsible for maintaining strong relationships with all Donors along with developing and implementing fundraising techniques and strategies.

Section 2. Ad Hoc Committees of the Board

Any authorized member of the Organization may propose a committee to be formed. The formation of said committee must be put to vote at the subsequent Marathon or General

Assembly, whichever comes first. Once formed, a new Board position that will preside over said committee must be established. This new vacancy in the Board must be filled pursuant to Article III Section 6(c).

Section 3. Subcommittees

Subcommittees may be formed within committees to better distribute and handle work. Once created, a subcommittee must adhere to all rules and regulations of the Organization and must select a leader to serve on the committee (hereinafter called the parent committee) that it is under. This selected leader may be a person already serving on the parent committee, or in the absence of this, the leader may be a Postulant or Aspirant, wherein he or she shall become a recognized member of the Organization by filling a newly created position on the parent committee for the sole responsibility of representing said subcommittee. Subcommittees are subject to rolling review and may be dissolved at anytime by resolution of the Board. If a new position on a committee has been formed due to the creation of subcommittee, the position will be removed upon the dissolving of its respective subcommittee.

Article VIII. Membership

Membership in the Organization is only open to undergraduate students of Case Western Reserve University. Persons serving on an advisory board are not considered to be members of the Organization. A member is:

- (a) any person serving on the Board;
- (b) any person holding a position on a committee.

Article IX. Funds of the Organization

Section 1. Authority to Receive

The Organization may receive gifts of any kind for such purposes as are within the general extent of Organization powers.

Section 2. Endowment Fund

Any gift received by the Organization, wherein the Donor requests it to be permanently retained, shall be placed in the Endowment Fund.

Section 3. General Fund

Except as outlined in this Article IX Section 2., there shall be held and retained in a general fund all gifts of any kind to the Organization.

Section 4. Deposit & Investment

All funds of the Organization shall be deposited in such banks or other financial institutions as the Board from time to time designates. The funds of the Organization shall be used to first, offset Organization expenses, and to second, endow a sole beneficiary that perpetuates the Mission of the Organization.

Article X. Miscellaneous

Section 1. Amendments

This constitution may be amended if deemed necessary. Any authorized member of the Organization can propose an amendment to be put to vote by all authorized members of the Organization. Amendments can only be voted on in a General Assembly or Marathon Assembly. A two-thirds presence of all authorized members of the Organization constitutes quorum. A majority vote is needed to pass an amendment. Amendments will take effect at the next *Ab Initio* or *In Medias Res*; whichever comes first.

Section 2. Executive Protocols

Executive Protocols shall be any document produced by the Board of Directors that prescribes a manner of acting, a mode of transport, or any method of transition, transaction, compliance, or communication.

Section 3. General Orders

A General Order is a procedure that all members of the Organization must follow under special circumstance as ordered by the Chair. These orders need not be commonplace and should be designed for specific scenarios and situations.