

BYLAWS

WASATCH TANGO CLUB

A NONPROFIT CORPORATION

ARTICLE I

Purpose

Section 1.1 Provide a forum where members may communicate with each other and meet to learn, practice, perform, and otherwise enjoy Argentine tango dancing, music and culture.

Section 1.2 Promote interest, growth, and involvement of its members and the public in Argentine tango dancing, music and culture by holding, hosting, sponsoring, organizing, or otherwise encouraging Argentine tango classes, practice sessions, workshops, demonstrations, and social events, and by collaborating with musicians and other dance organizations in joint projects designed to encourage the growth of Argentine tango dancing in communities along the Wasatch Front.

Section 1.3 Promote appreciation for variety in Argentine tango dancing and encourage a congenial atmosphere where all are welcome and where differences in dance style are respected and dancers are considerate of each other.

ARTICLE II

Offices

Section 2.1 Principal Office. The principal office of the corporation shall be the mailing address of the corporation's registered agent in the State of Utah. The corporation may have such other offices either within or outside the State of Utah as the Board of Directors may designate or the affairs of the corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the corporation shall be the same as the principal office of the corporation, unless otherwise designated by the Board of Directors of the corporation.

ARTICLE III

Membership

Section 3.1 Members. Membership in the corporation shall consist of one class and shall be open to any person who meets the criteria for membership established by the Board of Directors. Any business entity consisting of more than one individual shall be considered one member. No person may be admitted as a member without such person's consent.

Section 3.2 Dues. Membership in the corporation shall not entail the payment of any initiation fee or periodic dues, unless the Board of Directors of the corporation otherwise establishes membership fee or dues amounts and methods of payment.

Section 3.3 Suspension and Termination of Membership. A member who fails to pay any dues or other assessments within a period of time as established by the Board of Directors shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Board of Directors, by a two thirds (2/3) majority vote of all members of the Board, may suspend or expel any member for cause. Any member who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of a majority of all members of the Board or by a vote of the majority of the membership at large. A suspended member shall not be entitled to exercise the rights and privileges of membership during any period of suspension.

Section 3.4 Transfer of Membership. Membership in the corporation is not transferable. Members have no ownership rights or beneficial interest of any kind in the assets of the corporation.

Section 3.5 Annual Meeting. An annual meeting of the members of the corporation shall be held at the time and place determined by the Board of Directors for the transaction of such business as may come before the meeting. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action by the Board of Directors or officers of the corporation.

Section 3.6 Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the Board of Directors, and shall be called by the president at the request of a majority of the Board of Directors or by a quorum of the members of the corporation.

Section 3.7 Quorum. Ten percent (10%) of the members entitled to vote, represented in person, shall constitute a quorum at any meetings of the members of the corporation. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed seventy days without further notice. At such an adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally noticed. Once a member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is set for adjourned meeting.

Section 3.8 Notice of Meeting. Notice of any meeting of the members of the corporation shall be given at least five (5) days prior to convening the meeting. Notice shall be in person, in writing, by telephone, FAX, e-mail or any other means of electronic communication.

Section 3.9 Committees. The Board of Directors may at any time and from time to time appoint members of the corporation to one or more committees for any purpose, and may dissolve any such committees. The members of any such committee shall elect a chairperson who shall preside at committee meetings and generally supervise the activity of the committee. The committee shall establish, as necessary, procedural rules governing its meetings and the conduct of its activities.

Section 3.10 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote shall be the act of the members, unless the vote of a greater proportion is otherwise required by statute or by the Articles of Incorporation. All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of Robert's Rules of Order.

Section 3.11 Voting. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members.

Section 3.12 Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two thirds (2/3) of the members entitled to vote with respect to the subject matter thereof.

Section 3.13 Voting by Ballot. Voting on any question or in any election may be by voice vote, unless the presiding officer shall order or any member shall demand that voting be by ballot.

Section 3.14 Voting by Proxy. A member entitled to vote may vote or otherwise act in person or by proxy. The proxy may be in any form authorized by the corporation. The appointment of a proxy is revocable by the member, by attending the meeting in person.

Section 3.15 Voting Electronically. Votes cast electronically on any issue for which the Board of Directors has authorized members to vote electronically shall be deemed the same as a vote cast in person by the member of the corporation.

ARTICLE IV

Board of Directors

Section 4.1 General Powers. Its Board of Directors shall manage the business and affairs of the corporation, except as otherwise provided in the Utah Nonprofit Corporation and Co-operative Association Act, the Articles of Incorporation, or these Bylaws.

Section 4.2 Membership, Election and Tenure. The Board of Directors shall consist of members of the corporation, odd in number, greater than one (1) and less than nine (9), elected by the membership at the annual meeting of the corporation. Each member of the Board of Directors shall hold office for a period of one year or until his successor is elected and qualified.

Section 4.3 Chairman. From among its members the Board of Directors may elect a chairman to facilitate the conduct of business.

Section 4.4 Nomination. The Board of Directors may create a nomination committee who will nominate eligible members for election at the annual meeting of the members. Any voting member may nominate any eligible member from the floor at the annual meeting.

Section 4.5 Vacancies. An interim vacancy in the Board of Directors may be filled by election by the general membership or by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director elected to fill a vacancy shall be elected for the unfulfilled term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an affirmative vote of a majority of the members at an annual or special membership meeting.

Section 4.6 Removal. Any director may be removed from office by a two-thirds (2/3) majority of the members entitled to vote at a membership meeting.

Section 4.7 Performance of Duties. A director of the corporation shall perform his or her duties as a director, including his or her duties as a member of any committee on which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the corporation.

Section 4.8 Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons calling the special meeting may fix the time and place within the State of Utah for holding the special meeting of the Board of Directors.

Section 4.10 Notice. Notice of any special meeting of the Board of Directors shall be given at least 48 hours prior to the beginning of the meeting. Notice shall be in person, in writing, by telephone, or by electronic mail.

Section 4.11 Quorum. Two-thirds of the number of directors fixed by this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.12 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Robert's Rules of Order.

Section 4.13 Informal Action by Directors. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board of Directors waives the right to demand that the meeting be held and either: (a) votes for such action; or (b) votes against such action or abstains from voting.

Section 4.14 Resignation. Any director may resign at any time by giving written notice to the president of the corporation. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 4.15 Compensation. Directors shall not receive any sum of money or salary for service to the corporation in the capacity of a director.

Section 4.16 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as secretary for the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

Officers

Section 5.1 Number. The officers of the corporation shall be president, vice-president, secretary, and treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 5.2 Election and Term of Office. The president, vice-president, secretary, and treasurer of the corporation shall be elected at the annual meeting of the members of the corporation. Each officer of the corporation shall hold office for a period of one year or until his successor is elected and qualified.

Section 5.3 Removal. The Board of Directors may remove any officer or agent of the corporation at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5.4 President. The president shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the corporation. He or she shall, when present, and in the absence of a Chair of the Board, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The president shall also propose and present an annual budget to the general membership. He or she shall also represent the club in its relationship with outside individuals and groups.

Section 5.5 Vice-President. The vice-president shall, in the absence of the president or in the event of his or her death, inability or refusal to act, perform all duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 5.6 Secretary. The Secretary shall: (a) maintain a record of attendance at and keep and appropriately publish the minutes of the proceedings of Board of Directors and annual membership meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) maintain a record the members of the corporation; (e) provide regular reports to the membership summarizing decisions of the Board of Directors; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 5.7 Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions

of these Bylaws; (c) present a written report of the financial status of the corporation at the annual membership meeting; (d) submit all records to an auditor as often as determined by the Board of Directors; (e) prepare or supervise the preparation of appropriate tax deposits and submit or supervise the timely submission of appropriate tax forms for the corporation; and (f) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 5.8 Compensation. Officers of the corporation shall receive no compensation or salary for their service to the corporation unless the Board of Directors specifically authorizes compensation.

Section 5.9 Loans to Officers. The corporation shall make no loans to any officer or director of the corporation.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors.

Section 6.3 Checks, Drafts, etc. All checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors.

Section 6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.5 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, or bequest for the general purposes of or for any special purposes of the corporation.

ARTICLE VII

Nondiscrimination

The officers, directors, committee members, employees, and members of this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

ARTICLE VIII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each calendar year.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the laws of the State of Utah, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments

Section 11.1 Manner of Amending. Proposed amendment to these Bylaws shall be submitted to any officer or member of the board of directors of the corporation in writing at least thirty (30) days prior to the meeting at which voting on the amendment will take place. The proposed amendment together with the Board of Directors' recommendations for accepting, rejecting or altering the amendment shall be made available to all members of the corporation at least fourteen (14) days prior to the meeting at which voting on the amendment will take place. The Board of Directors may not alter or discard a proposed amendment without the consent of its originator.

Section 11.2 Authority to Amend. A majority of the members present and eligible to vote shall be required to amend these Bylaws.

ARTICLE XII

Dissolution

Section 12.1 Distribution of Assets. In the event that it becomes necessary to dissolve the corporation, any assets held by the corporation shall be donated to the Salt Lake Arts Council.