



# **USA Dance, Inc.**

## **Bylaws**

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Version 2020B

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# USA DANCE BYLAWS

## ARTICLE I - NAME AND SEAT

- A. NAME: The name of the Corporation is "USA DANCE, INC." (herein called the "Corporation" or "USA Dance" ). The Corporation was incorporated in the state of Virginia on September 17, 1984, under the name of "UNITED STATES AMATEUR BALLROOM DANCERS ASSOCIATION, INC." and "USABDA". The Corporation filed a Certificate of Amendment and was granted the name change to USA DANCE, INC, on January 10, 2005. On March 21, 1985, the Corporation was granted exemption from taxation within the meaning of Section 501(c) (3) of the Internal Revenue Code.
- B. SEAT: The seat of USA Dance is the address of the incumbent President unless otherwise directed by the Board of Directors (BoD).
- C. AKA: (also known as) USA Dance may do business under other such names as approved by the BoD and in accordance with corporate regulations in its State of Incorporation.

## ARTICLE II - ORGANIZATION, FUNCTIONS, & LIMITATIONS

The Corporation is organized and operated exclusively for charitable and/or educational purposes as set forth in its Certificate of Incorporation.

- A. STRUCTURE: USA Dance is an organization open to individuals, constituents, and organizations involved in DanceSport, recreational dance, and other social dance activities. It is managed by elected officers, directors, and chairpersons (as ratified under these bylaws), and other eligible organization delegates as shall qualify for representation as specified in these bylaws. At the local level, USA Dance operates through chapters. To coordinate chapter and individual member activities on a geographic basis, the United States is divided into districts. Additionally, USA Dance, in its role as the USOPC Recognized Sports Organization governing DanceSport, operates three (3) divisions:
1. DanceSport Council (DSC)
  2. Social Dance Council (SDC)
  3. Professional Dance Council (PDC)
- B. ACTIVITIES: USA Dance may:
1. act as the national governing body for DanceSport in the United States subject to the statutes of the World DanceSport Federation (WDSF) and the statutes of the United States Olympic and Paralympic Committee (USOPC)
  2. organize and foster programs for the recreational enjoyment of dancing by all ages and create opportunities for the general public to participate in dancing and other dance activities
  3. promote DanceSport as a sport both nationally and internationally and foster its inclusion in the Olympic, Paralympic, and Pan-American Games
  4. organize and foster DanceSport events internationally and nationally including national, regional, and local competitions
  5. organize and foster educational programs for the public about the health, training, equipment, performance analysis, and sporting aspects of DanceSport and recreational dancing
  6. organize and foster programs which assist in the expansion of DanceSport and recreational dance assist in the elevation of dancing skills including beginner, intermediate, and elite level development
  7. encourage and provide assistance to athletic programs and competitions for disabled individuals in DanceSport and recreational dance including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in DanceSport competition
  8. provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis
  9. encourage and support research development and dissemination of information in the areas of sports medicine and safety
  10. formulate standards and rules relating to the eligibility, organization, and conduct criteria for DanceSport events and ensure that these rules and standards are observed and maintained
  11. assist in obtaining for the U.S. the most competent representation in international DanceSport competitions and

- facilitate that representation
12. provide an equal opportunity to athletes, coaches, organizers, and officials to participate in DanceSport competitions, without discrimination on the basis of race, color, religion, age, gender, or national origin, and with fair notice and opportunity for a hearing to any athlete, coach, organizer, or official before declaring such individual ineligible to participate
  13. keep members informed of policy matters and reasonably consider the views of such members in its policy decisions
  14. organize and foster programs for DanceSport and recreational dancing in colleges, high schools, middle schools, primary schools, and other dance organizations
  15. organize and foster educational programs for the public about the healthful aspects of dancing such as its physical, mental and social benefits
- C. **AUTONOMY:** Except for compliance with the rules of WDSF and USOPC, USA Dance is autonomous in the governance of its affairs and may not delegate determination or control of matters central to such governance. Nor will USA Dance maintain any affiliations with any organization(s), except WDSF and USOPC, which would bind USA Dance to the other organizations' rules or decisions. Autonomy includes self-determination of the titles, locations, dates, authorization, and rules for the conduct of USA Dance sanctioned dance events (both Championships and others), and such other items as may periodically be required and/or considered such in accordance with USOPC regulations and practices.
- D. **USA DANCE WILL NOT:**
1. carry on, propagandize, or participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office
  2. carry on any activities not permitted:
    - a. by a corporation exempt from Federal income taxes under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future U. S. Internal Revenue Law) or
    - b. by a corporation as defined in Section 170 (c) (2) of the Internal Revenue Code (or the corresponding provision of any future U. S. Internal Revenue Law)
  3. violate the following, or any other rules of the USOPC:
    - a. USA Dance may not be a member of more than one international amateur sports federation which governs DanceSport and
    - b. USA Dance will have no eligibility criteria relating to participation in USA Dance sanctioned activities which is more restrictive than the criteria of the WDSF

### **ARTICLE III – MEMBERSHIP IN USA DANCE**

- A. **ELIGIBILITY:**
1. Individual membership is restricted to United States citizens, or to those who currently reside in the United States or one of its possessions, or to individuals in an active DanceSport Partnership with a United States Citizen or Lawful Permanent Resident.
  2. Organizational membership is restricted to organizations that are located in the United States or one of its possessions.
  3. Individual membership will at all times be open to any recreational dancer, athlete, coach, trainer, organizer, or official who is active in DanceSport or recreational dancing. USA Dance will not discriminate on the basis of race, color, religion, age, gender, sexual orientation, or national origin.
  4. Membership in USA Dance is a privilege. An individual or organization is and continues to be eligible provided they are in compliance with the applicable good standing requirements that may be periodically established by USA Dance. Noncompliance is subject to suspension or loss of membership.
- B. **USA DANCE MEMBERSHIP CATEGORIES:** The Board of Directors will determine and publish Membership Categories and determine Voting Members status from those eighteen (18) years of age or older and in good standing with USA Dance.
- C. **VOTING MEMBERS:** have full voice and voting privileges and, by membership, assume the obligation to uphold and promote the ideals, purposes, and functions of USA Dance.
- D. **CONDUCT:** USA Dance will keep its members informed of its rules and standards. Members must abide by the rules and standards of USA Dance and must conduct themselves in a sportsmanlike, courteous, and orderly manner. Members also have an obligation to keep USA Dance informed of their current permanent address, phone number, and email for purposes of notification.

E. RIGHTS TO PARTICIPATE:

1. OPPORTUNITY TO PARTICIPATE: Participation in a DanceSport competition is restricted to members meeting the eligibility criteria for the respective competition. Neither USA Dance, nor any member of USA Dance, may deny or threaten to deny an Athlete the opportunity to compete in the Olympic or Pan American Games, World Championship competitions, or other such protected competitions as defined in the USOPC Constitution from time to time; nor may USA Dance, nor any such member of USA Dance, subsequent to such competition, censure or otherwise penalize any such athlete who participates in such competitions. Any Athlete who alleges such denial by USA Dance, or a member of USA Dance, of a right established in this Section, should immediately inform the President of USA Dance, who will cause an investigation to be made and steps to be taken to settle the controversy. The athlete may refer the matter promptly to the Executive Director of the USOPC for action under the USOPC Constitution if such Article applies, or for non-protected competitions, may follow the procedures defined below in Article XIV.
2. FAIR NOTICE: Fair notice and an opportunity for a hearing will be accorded to any athlete, coach, trainer, manager, organizer, or official named as a respondent, before USA Dance declares such individual ineligible to participate in any international amateur athletic competitions designated or referred to in this Section. This includes the right to an expedited hearing in the event that a competition is so scheduled that an expedited proceeding is necessary.
3. SCOPE: The rights granted to athletes under this Section apply equally to any coach, trainer, manager, organizer, or other official seeking to participate in the conduct of any of the international amateur athletic competitions designated or referred to in this Section.

F. RESIGNATION OR LOSS OF MEMBERSHIP: Any member who resigns or is otherwise dropped from membership and who, at a later date, wishes to reapply for membership is subject to the rules, criteria, and procedures for new members in effect at the time of reapplication.

G. PARTICIPATION: Services to USA Dance or its chapters in any capacity will not preclude an individual from competing or otherwise participating in any USA Dance sanctioned or sponsored programs or competitions.

H. MEETINGS OF MEMBERS: Within each calendar year there will be an Annual General Meeting (AGM) open to attendance by Members. The AGM should be held at a venue determined by the BoD. At the AGM, national officers and directors will present reports pertinent to USA Dance and its chapters. Summaries of these reports will also be printed in the organization's official communication. The AGM may act as a forum for expression of membership opinion, but it has no executive authority.

I. ACTIONS AND LIMITATIONS OF MEMBERS:

1. All actions requested, required to be approved, or acted upon by the voting members will be done by electronic or telephonic ballot made available to all voting members in good standing not less than ten (10) days prior to the end of the voting period and last date of acceptable receipt of ballots from members. Unless otherwise specified as requiring a greater number in the Certificate of Incorporation or these Bylaws, actions of the membership require an assenting vote of not less than a majority of votes cast and received within the voting period.
2. No member, chapter, committee, person, or other organization may act in the name of USA Dance without the prior written approval of the BOD and then only to the extent and for the term of said written approval.

## **ARTICLE IV - BOARD OF DIRECTORS (BOD)**

A. FUNCTION: The BoD is the body of USA Dance that is responsible for establishing the policies and procedures of USA Dance and directing USA Dance in accordance with its functions and goals. The BoD is responsible to the membership on all policy, fiduciary, and strategic matters.

B. VOTING DELEGATES: The voting delegates of the BoD of USA Dance consist of the following:

1. Seven (7) National Officers which consist of 1) President, 2) Senior Vice President (VP), 3) Secretary, 4) Treasurer, 5) VP for DanceSport, 6) VP for Social Dance, 7) VP for Professional Dance.
2. Any appointed Directors.
3. DanceSport Delegates elected by the DanceSport Council for a term of one (1) year to commence on January 1<sup>st</sup>. The DanceSport Delegate representation on the BoD must not be less than 20% of the BoD.
4. In addition, the BoD is empowered to add voting delegates from qualifying National Sports Organizations.
  - a. National Sports Organizations voting delegates' slots are reserved for and limited to direct representation on the BoD for any sports organization which conducts a national program or regular national DanceSport competition on a level of proficiency appropriate for the selection of DanceSport Athletes to represent the United States in

international DanceSport competitions.

- b. The number of National Sports Organizations voting delegates' representation should reflect the nature, scope, quality, and strength of programs and competitions of such sports organizations in relation to all other such programs and competitions in DanceSport in the United States.
- C. NON-VOTING ATTENDEES: In addition to the attendance of the Voting Delegates,
1. the following subject to invitation by the President or BoD are allowed to attend and under control of the Chair have a voice at face-to-face and telephonic meetings of the BoD:
    - a. Past Presidents of USA Dance
    - b. Chairpersons of National Committees
    - c. The USA representatives to the WDSF
    - d. Guests
  2. the following are allowed to attend and under control of the Chair have a voice at face-to-face meetings of the BoD:
    - a. One chapter observer per chapter
    - b. One non-voting Director who must be a resident of the State of Virginia and who must act as the Corporation's registered agent in accordance with the laws of the State of Virginia.
- D. QUALIFICATIONS: The USA Dance Voting Delegates on the BoD shall have been members in good standing for not less than one (1) year preceding their holding any Voting Delegate's position on the BoD, except for a renewal break in membership, not to exceed 20 calendar days, and except for Presidential appointees, and must remain voting members in good standing in order to qualify to continue to serve on the BoD.
- E. SELECTION AND TERM:
1. NATIONAL OFFICERS: The national officers will be elected in at-large national elections of all voting members in good standing as of October 1<sup>st</sup> in the election year with the following adaptations:
    - a. The VP for DanceSport will be elected by the voting Athlete members
    - b. The VP for Social Dance will be elected by the voting Social Dance members, and
    - c. The VP for Professional Dance will be elected by the voting non-Athlete Professional Dance members.
    - d. The President, Secretary, Vice President for Social Dance, and Vice President for Professional Dance are elected in years evenly divisible by four to a quadrennial term.
    - e. The Senior Vice President, Treasurer and Vice President of DanceSport are elected in years that are not evenly divisible by four to a quadrennial term.The date of election should be on or about November 1<sup>st</sup> of each election year. The person elected is the person receiving the plurality of votes and will take office on January 1<sup>st</sup> of the year following the election.
  2. DANCESPORT DELEGATE: Each DanceSport Delegate must be an Elite Championship Athlete. Each DanceSport Delegate must be elected in an at-large election by voting Athletes in good standing as of October 1<sup>st</sup>. The date of the election should be on or about November 1<sup>st</sup> of each election year. The Elite Championship Athletes elected are those receiving the plurality-at-large and will take office on January 1<sup>st</sup> of the year following the election.
    - a. DanceSport Delegates 1 and 2 are elected in years evenly divisible by four to a quadrennial term.
    - b. DanceSport Delegates 3 and 4 are elected in even years that are not evenly divisible by four to a quadrennial term.
  3. DIRECTORS APPOINTED BY THE PRESIDENT: Upon assuming office and at the beginning of each subsequent year of their term the elected or succeeding President will appoint, for a one-year term subject to majority ratification of the voting members of the BoD, the positions of Directors.
  4. NATIONAL SPORTS ORGANIZATIONS VOTING DELEGATES: These persons must be selected in accordance with the procedures set forth by the organization which they represent, subject to the approval of the BoD. If the BoD rejects a candidate, or candidates, the BoD will ask such eligible organization to nominate a replacement. The terms of office of National Sports Organizations Voting Delegates must not exceed two (2) years and such delegates will be limited to two (2) consecutive terms in the same office.
- F. REMOVAL: Any member of the BoD may be removed for cause by an assenting vote of the body by whom the person was selected, or by an affirmative vote of two-thirds of all the eligible voting members of the BoD if they are an elected Delegate, or by a majority vote of all the eligible voting members of the BoD if they are an appointed Delegate. The BoD Delegate facing removal may not participate in the vote or have his/her vote counted in the vote calculation. In the case of a person's failure to continue to qualify as a voting member in good standing, forfeiture of position on the BoD will be automatic upon the Director of Membership's affirmation of loss of good standing.
- G. COMPENSATION: No person entitled to vote on the BoD or on any of its councils or committees, or as a chapter director, officer, or committee chairperson may receive compensation directly relating to their post or to the administration of any portion of USA Dance. They may, however, receive reimbursements for direct, out-of-pocket expenses incurred in the performance of duly authorized USA Dance duties or assignments provided said expenses are

authorized and paid by the appropriate national or chapter body. No person may simultaneously be an employee of USA Dance at any level and a voting delegate on the BoD, or on any of its councils or committees, or a voting director or officer or committee chairperson of any USA Dance chapter.

- H. **NO CONFLICT OF SERVICE**: Pursuant to USOPC regulations, no person may simultaneously serve as a member of the BoD and as an officer or director of any other sports organization recognized by USOPC as a national governing body. Furthermore, no person may serve as a member of the BoD or any national council, committee or task force and simultaneously serve, or have served within the past twelve months, as an officer, director, or administrative representative of another USOPC national governing body or another WDSF National Member Body.
- I. **BOARD OF DIRECTORS MEETINGS**: The BoD may meet during each calendar year in face-to-face sessions at the discretion of the President. The President, or any five (5) Voting Delegates of the BoD, may call telephone conference meetings. Provided the requirements for a quorum are met, phone conference meetings constitute an official meeting of the BoD in accordance with the telephonic communication provisions of the laws of the State of Virginia. Meetings of the BoD are chaired by the President or their designee. Every effort will be made to notify all Voting Delegates in advance of the meeting.
- J. **QUORUM AND ACTION**: A majority of the Voting Delegates of the BoD constitutes a quorum. However, actions of the BoD require an assenting vote of not less than a majority of all Voting Delegates, or two-thirds of the quorum, whichever is less.
- K. **REPORTING**: Following each meeting of the BoD, the Secretary should, within thirty (30) days, submit a written report of the meeting to each member of the BoD, and in any case, prior to the next meeting of that body.
- L. **PROXIES**: Proxies may not be used for any purpose, at any time, relating to actions of the BoD.
- M. **NO DUAL SERVICE**: No person may hold more than one voting position on the BoD at any one time.
- N. **ACTION WITHOUT A MEETING**: The BoD is empowered to take any action in the absence of a face-to-face or phone conference meeting which it could take at such meetings by obtaining the written or email consent and approval of a majority of the voting delegates of the BoD.
- O. **RESIGNATIONS**: Any member of the BoD may resign at any time. Resignations should be submitted in writing and will become effective without approval at the time specified therein. If no time is specified resignation is effective upon receipt.
- P. **RESIGNATION BY ABSENCE**: Any voting delegate absent from more than two (2) consecutive meetings of the BoD may, upon concurrence of two-thirds of the remaining voting delegates of the BoD, be considered to have resigned by absence.
- Q. **VACANCIES**:
  - 1. Director vacancies will be filled for the unexpired term by Presidential appointment subject to majority ratification by the BoD.
  - 2. Within ten calendar days of learning of a vacancy of an elected National Officer or DanceSport Delegate position, the President (or his/her designee) must notify the membership of the vacancy and in said notice invite any members interested in the position to apply to the President to fill the position. Electronic mail to the most recent email addresses on record will suffice for notice.
  - 3. The vacant elected National Officer or DanceSport Delegate position must not be filled until a period of time not less than ten calendar days has elapsed from the time of the notification to the membership. The vacancy will be filled for the unexpired term by Presidential appointment subject to majority ratification by the BoD.

## **ARTICLE V - EXECUTIVE COMMITTEE (EC)**

- A. **VOTING DELEGATES**: The Voting Delegates of the EC consist of the following:
  - 1. National Officers, who are the 1) President, 2) Senior VP, 3) Secretary, 4) Treasurer, 5) VP for DanceSport, 6) VP for Social Dance, 7) VP for Professional Dance
  - 2. DanceSport Delegates serving on the EC as elected by the DanceSport Council for a term of one (1) year to commence on January 1<sup>st</sup>. DanceSport Delegate representation serving on the EC must not be less than 20%.
- B. **MEETINGS**: The EC will meet periodically as needed when a face-to-face or phone conference meeting is called by the President or any three (3) Voting Delegates on the EC. Meetings of the EC are chaired by the President or, in the President's absence, by the Senior VP. Any Voting Delegate on the BoD may attend meetings of the EC. Every effort will be made to notify all Voting Delegates in advance of the meeting.
- C. **QUORUM AND ACTION**: A majority of the Voting Delegates of the EC constitute a quorum. However, actions of the EC require an assenting vote of not less than a majority of the entire EC.

- D. ACTION WITHOUT A MEETING: The EC is empowered to take any action in the absence of a face-to-face or phone conference meeting which it could take at such meetings by obtaining the written or email consent and approval of a majority of the voting delegates of the EC.
- E. REPORTING: Following each meeting of the EC, the Secretary should, submit a written report of the meeting to each member of the EC and the BoD within thirty (30) days, and in any case, prior to the next meeting of that body.
- F. FUNCTION: The function of the EC is to implement the policies of the BoD and to manage the affairs of USA Dance. The EC may not bind the BoD legally by written documents or by financial expenditures. By way of exemplification the following are EC functions:
  1. The EC investigates, evaluates, and proposes to the BoD such changes in organizational structure, rules, membership dues, etc. as shall, from time to time, be deemed advisable.
  2. The EC provides a forum to identify problems, issues, and potential solutions, and shall assist in developing options and alternatives for action by national officers or by the BoD.
  3. The EC provides appropriate assistance to the President to assure adequate communication and coordination between national, district, and chapter leadership and with other dance organizations.
  4. The EC may establish priorities for issues to be submitted to the BoD.
  5. The EC may interpret and enforce the existing enabling documents, bylaws, and rules of USA Dance.
  6. The EC recommends contracts or special agreements needed to carry out the annual business plan and budget approved by the BoD.
  7. The EC has the authority to change the name of any of USA Dance's subordinate councils or committees, subject to ratification of the BoD.

## ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

- A. PRESIDENT: The President is the Chief Executive Officer of USA Dance and preside at all membership meetings of USA Dance and all meetings of the BoD and EC. The President is responsible for executing the USA Dance Business Plan and Budget approved by the BoD. The President provides the guidance needed to ensure that the goals of USA Dance are achieved. The President, or his or her designate, represents USA Dance at meetings with other organizations or groups. Except for the Nominations Committee, the President is an ex-officio member of all USA Dance committees.
- B. SENIOR VICE PRESIDENT: The Senior VP acts in the place and stead of the President in his or her absence or incapacity. In the event of a vacancy in the office of President, the Senior VP succeeds to the Presidency. Duties of the Senior VP are assigned by the President or the BoD.
- C. SECRETARY: The Secretary keeps the minutes and record the votes of all meetings of the BoD, the EC, and the Annual Members Meeting. The Secretary signs, with the President, all contracts and other instruments on behalf of USA Dance when so authorized by the BoD. Duties of the Secretary are assigned by the President or the BoD.
- D. TREASURER: The Treasurer must:
  1. be the trustee of all monies and deposit them in a bank in the manner designated by the BoD
  2. sign all checks, drafts, and notes of USA Dance
  3. maintain complete and accurate financial records
  4. present financial and operations statements to the BoD at regular meetings as requested by the BoD
  5. present financial reports to the membership at the Annual General Meeting
  6. be bonded or insured by an amount determined by the EC (cost of securing/maintaining bond to be paid by USA Dance)
  7. may, with prior approval of the Executive Committee, appoint Assistant Treasurers to handle specified financial duties related to dance festivals, championships, conventions, and other dance activities carried out under management of USA Dance (these Assistant Treasurers report to the Treasurer and must be bonded in an amount determined by the Treasurer)
  8. cause an audit by an independent audit company to be conducted each year
  9. immediately transfer all USA Dance financial records and property to USA Dance upon the completion of their term of office, resignation, or removal.

Duties of the Treasurer are assigned by the President or the BoD.
- E. VICE PRESIDENT FOR DANCESPORT: The VP for DanceSport acts as the Chairman of the DSC, oversees and guide the administration and development of DanceSport in the United States in accordance with policies of the BoD. Duties of the VP for DanceSport are assigned by the President or the BoD.
- F. VICE PRESIDENT FOR SOCIAL DANCE: The VP for Social Dance leads the Social Dance Division and oversees and



guides the administration and development of social/recreational dance in the United States in accordance with policies of the BoD. Duties of the VP for Social Dance are assigned by the President or the BoD.

- G. VICE PRESIDENT FOR PROFESSIONAL DANCE: The VP for Professional Dance acts as the Chairman of the PDC and oversees and guides the administration and development of Professional Dance in the United States in accordance with policies of the BoD. Duties of the VP for Professional Dance are assigned by the President or the BoD.
- H. DIRECTOR OF MEMBERSHIP: The Director of Membership manages the Membership database and processing of USA Dance Membership programs in accordance with the policies of the BoD. Duties of the Director of Membership are assigned by the President or the BoD.
- I. DIRECTOR OF CHAPTER RELATIONS: The Director of Chapter Relations serves to maintain relations between the chapters and chapter representatives with the National Officers in accordance with the policies of the BoD. Duties of the Director of Chapter Liaison are assigned by the President or the BoD.
- J. DIRECTOR OF COLLEGE NETWORK: The Director of College Network oversees the College Network program in accordance with the policies of the BoD. Duties of the Director of College Network are assigned by the President or the BoD.
- K. An Officer's or Director's responsibilities do not end until all USA Dance data, records, documents, and access to all USA Dance materials under their control are delivered to USA Dance.

## **ARTICLE VII - DANCESPORT COUNCIL (DSC)**

- A. FUNCTION: The function of the DanceSport Council is as follows:
  - 1. to serve as the principal advisory body to the USA Dance BoD in matters related to competitive DanceSport
  - 2. to implement and administer the DanceSport policies and rules approved by the USA Dance BoD
  - 3. to implement and administer the DanceSport related administrative procedures and guidelines approved by the USA Dance EC
  - 4. to facilitate and regulate DanceSport competitions at local, district, and national levels in accordance with the authority granted by the USA Dance BoD
  - 5. to submit an annual business plan and budget to the President and Treasurer
  - 6. to perform additional DanceSport related functions as determined by the BoD, EC, or President
- B. VOTING MEMBERS: The voting members of the DSC are as follows:
  - 1. VP for DanceSport as Chair
  - 2. DanceSport Delegates that are no less than four in number and constitute no less than 20% of the DSC Voting Members which are drawn from different areas of the country to the extent possible.
  - 3. Committee Chairs from each of the DSC Voting Committees
  - 4. USA Dance President as an ex-officio member
  - 5. Delegates of other qualifying national sports organizations approved by the BoD
- C. QUALIFICATIONS: The voting members on the DSC must have been USA Dance members in good standing for not less than one (1) year preceding their holding a DSC position except for a renewal break in membership, not to exceed 20 calendar days, and must remain voting members in good standing in order to qualify to continue to serve on the DSC. DanceSport Delegates may simultaneously serve as DSC Committee Chairs; however, they are only entitled to a single vote.
- D. SELECTION AND TERM:
  - 1. DSC STANDING COMMITTEE CHAIRS: Upon assuming office and at the beginning of each subsequent year of their term the elected VP of DanceSport will appoint for one-year terms DanceSport Committee Chairs in keeping with the DanceSport Council Organizational Chart approved by the BoD subject to majority ratification of the DSC and in the case of Voting Committee Chairs also subject to majority ratification of the BoD. Chairs can be removed by revision to the Organizational Chart or for cause to be determined by the VP of DanceSport subject to Article VII.J.
- E. MEETINGS: The DSC must meet at least once a year. Meetings may be called, as necessary, by the VP of DanceSport or at least three (3) members of the DSC. Meetings of the DSC are chaired by the VP for DanceSport. Any Voting Delegate of the BoD may attend meetings of the DSC. The DSC and its Committees are authorized to hold meetings in person, by phone, and/or by utilizing other forms of communication. The seat of the DSC is the address of the incumbent VP for DanceSport unless otherwise designated by the DSC.
- F. DSC COMMITTEES: DSC Committees are comprised of "Voting" and "Non-Voting" Committees. Each are established by the Organizational Chart approved by the Board of Directors. The Committees are established to serve the needs of

the DanceSport Council and the VP of DanceSport in administration of the DSC's functions. They are subject to change as the DSC changes to serve the needs of DanceSport. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the DSC Organizational Chart.

- G. **QUORUM AND ACTION:** A majority of the current voting members constitute a quorum. Action may be taken at any meeting where there is a quorum, with resolution requiring an affirmative vote of the majority of current voting members, or two-thirds (2/3) of the quorum, whichever is less.
- H. **ACTION WITHOUT A MEETING:** DanceSport Council is empowered to take any action in the absence of a face-to-face or phone conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting delegates of the DSC.
- I. **REPORTING:** Following each meeting of the DSC, the individual designated to take minutes by the VP for DanceSport should submit a written report of the meeting to each member of the DSC prior to the next DSC meeting and to the members of the BoD within thirty (30) days.
- J. **REMOVAL AND VACANCIES:** Any member of DanceSport Council may be removed for cause by an assenting vote of the body by which the person was selected, or by an affirmative vote of two-thirds of all the eligible voting members of the DSC if they are an elected member, or by a majority vote of all the eligible voting members of the DSC if they are an appointed member. The DSC member facing removal may not participate in the vote or have his/her vote counted in the vote calculation. In the case of a member's failure to continue to qualify as a voting member in good standing, forfeiture of position on the DSC is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the VP for DanceSport and ratified by a majority vote of the DSC and if they are voting members of the DSC by a majority vote of the BoD.
- K. **LIMITATIONS:** The DSC may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without the prior written consent of the BoD.

## **ARTICLE VIII – SOCIAL DANCE COUNCIL (SDC)**

- A. **FUNCTION:** The function of the Social Dance Council of the Social Dance Division is as follows:
  - 1. to serve as the principal advisory body to the USA Dance BoD in matters related to social and recreational dance
  - 2. to implement and administer the Social Dance Policies and Rules approved by the USA Dance BoD
  - 3. to implement and administer the Social Dance related administrative procedures and guidelines approved by the USA Dance EC
  - 4. to perform additional Social Dance related functions as determined by the BoD, EC, or President
  - 5. to submit an annual business plan and budget to the President and Treasurer
  - 6. to appoint and supervise the district directors, assistant district directors and committees of social dance council programs
  - 7. to supervise the Director of Chapter Relations
- B. **VOTING MEMBERS:** The voting members of the SDC are as follows:
  - 1. VP for Social Dance as Chair
  - 2. Director of Chapter Relations
  - 3. District Directors from each district
  - 4. Committee Chairs from each of the SDC Voting Committees
  - 5. USA Dance President as an ex-officio member
- C. **QUALIFICATIONS:** The voting members on the SDC must have been USA Dance members in good standing for not less than one (1) year preceding their holding a Social Dance Council position except for a renewal break in membership, not to exceed 20 calendar days, and must remain voting members in good standing in order to qualify to continue to serve on the SDC.
- D. **SELECTION AND TERM:**
  - 1. Upon assuming office and at the beginning of each subsequent year of their term the elected VP of Social Dance will appoint for one-year terms one District Director from each district subject to majority ratification of the BoD,
  - 2. Upon assuming office and at the beginning of each subsequent year of their term the elected VP of Social Dance will appoint for one-year terms Social Dance Committee Chairs in keeping with the Social Dance Council Organizational Chart approved by the BoD subject to majority ratification of the SDC and in the case of Voting Committee Chairs also subject to majority ratification of the BoD. Chairs can be removed by revision to the Organizational Chart or for cause to be determined by the VP of Social Dance subject to Article VIII.J.

- E. MEETINGS: The VP for Social Dance or at least three (3) members may call meetings as necessary. Meetings are chaired by the VP for Social Dance. Any Voting Delegate of the BoD may attend meetings of the SDC. The SDC is authorized to hold meetings in person, by phone, and/or by utilizing other forms of communication.
- F. SDC COMMITTEES: SDC Committees are comprised of “Voting” and “Non-Voting” Committees. Each are established by the Organizational Chart approved by the Board of Directors. The Committees are established to serve the needs of the Social Dance Council and the VP of Social Dance in administration of the SDC’s functions. They are subject to change as the SDC changes to serve the needs of Social Dance. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the SDC Organizational Chart.
- G. QUORUM AND ACTION: A majority of the voting members constitute a quorum. Action may be taken at any meeting where there is a quorum with resolutions requiring an affirmative vote of the majority of current voting members, or two-thirds (2/3) of the quorum, whichever is less.
- H. ACTION WITHOUT A MEETING: The SDC is empowered to take any action, in the absence of a face-to-face or phone conference meeting which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the SDC.
- I. REPORTING: Following each meeting of the SDC, the individual designated to take minutes by the VP for Social Dance should submit a written report of the meeting to each member of the SDC prior to the next SDC meeting and to the members of the BoD within thirty (30) days.
- J. REMOVAL AND VACANCIES: Any member of the Social Dance Council (SDC) may be removed for cause by an affirmative vote of two-thirds of all the eligible voting members of the SDC if they are an elected member or by a majority vote of all the eligible voting members of the SDC if they are an appointed member. The SDC member facing removal may not participate in the vote or have his/her vote counted in the vote calculation. In the case of a member's failure to continue to qualify as a Voting Member in good standing, forfeiture of position on the SDC is automatic upon the Director of Membership’s affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the VP of Social Dance and ratified by a majority vote of the SDC and if they are voting members of the SDC by a majority vote of the BoD.
- K. LIMITATIONS: The Social Dance Council may not incur indebtedness or enter into any contractual obligations on behalf of USA Dance without prior approval of the BoD.

## **ARTICLE IX – PROFESSIONAL DANCE COUNCIL (PDC)**

- A. FUNCTION: The function of the Professional Dance Council is as follows:
  1. to serve as the principal advisory body to the USA Dance BoD in matters related to Professional Dance
  2. to implement and administer the Professional Dance policies and rules approved by the USA Dance BoD
  3. to implement and administer the Professional Dance related administrative procedures and guidelines approved by the USA Dance EC
  4. to facilitate and regulate training, education, and qualifications of professional members of USA Dance in accordance with the authority granted by the USA Dance BoD
  5. to submit an annual business plan and budget to the President and Treasurer
  6. to perform additional Professional Dance related functions as determined by the BoD, EC, or President
- B. VOTING MEMBERS: The voting members of the PDC are as follows:
  1. VP for Professional Dance as Chair
  2. Committee Chairs from each of the PDC Voting Committees
  3. USA Dance President as an ex-officio member
  4. Delegates of other qualifying professional national sports organizations approved by the BoD
- C. QUALIFICATIONS: The voting members on the PDC must have been USA Dance voting members in good standing for not less than one (1) year preceding their holding a Professional Dance position except for a renewal break in membership, not to exceed 20 calendar days, and must remain voting members in good standing in order to qualify to continue to serve on the PDC.
- D. SELECTION AND TERM: Upon assuming office and at the beginning of each subsequent year of their term the elected VP of Professional Dance will appoint for one year terms Professional Dance Committee Chairs in keeping with the Professional Dance Council Organizational Chart approved by the BoD subject to majority ratification of the PDC and in the case of Voting Committee Chairs also subject to majority ratification of the BoD. Chairs can be removed by revision to the Organizational Chart or for cause to be determined by the VP of Professional Dance subject to Article IX.J.
- E. MEETINGS: The PDC must meet at least once a year. Meetings may be called, as necessary, by the VP of Professional

Dance or at least three (3) members of the PDC. Meetings of the PDC are chaired by the VP for Professional Dance. Any Voting Delegate of the BoD may attend meetings of the PDC. The PDC and its Committees are authorized to hold meetings in person, by phone, and/or by utilizing other forms of communication. The seat of the PDC is the address of the incumbent VP for Professional Dance unless otherwise designated by the PDC.

- F. PDC COMMITTEES: PDC Committees are comprised of “Voting” and “Non-Voting” Committees. Each are established by the Organizational Chart approved by the Governing Council. The Committees are established to serve the needs of the Professional Dance Council and the VP of Professional Dance in administration of the PDC’s functions. They are subject to change as the PDC changes to serve the needs of Professional Dance. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the PDC Organizational Chart.
- G. QUORUM AND ACTION: A majority of the voting members constitute a quorum. Action may be taken at any meeting where there is a quorum with resolutions requiring an affirmative vote of the majority of current voting members, or two-thirds (2/3) of the quorum, whichever is less.
- H. ACTION WITHOUT A MEETING: The PDC is empowered to take any action, in the absence of a face-to-face or phone conference meeting which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the PDC.
- I. REPORTING: Minutes of each meeting and decisions of the PDC should be submitted by the VP for Professional Dance (or designated representative) to the members of the PDC prior to the next PDC meeting and to the members of the BoD within thirty (30) days.
- J. REMOVAL AND VACANCIES: Any member of the PDC may be removed for cause by an assenting vote of the body by which the person was selected or by an affirmative vote of two-thirds of all the eligible voting members of the PDC. The PDC member facing removal may not participate in the vote or have his/her vote counted in the vote calculation. In the case of a member's failure to continue to qualify as a Voting Member in good standing, forfeiture of position on the PDC is automatic upon the Director of Membership’s affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the VP of Professional Dance and ratified by a majority vote of the PDC and if they are voting members of the PDC by a majority vote of the BoD.
- K. LIMITATIONS: The Professional Dance Council may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without prior approval of the BoD.

## **ARTICLE X - USA DANCE ADMINISTRATIVE COMMITTEES**

- A. ADMINISTRATIVE COMMITTEES: USA Dance's National Administrative Committees are 1) Audit, Finance, and Budget and 2) Nominations and Elections. The BoD with BoD approval may create such other Committees for such purposes and duration as are, from time to time, needed.
  - 1. CHAIRPERSONS: The Chairperson of each Committee is appointed by the BoD on a calendar year basis and presides over their Committee. The Chairperson directs the work of the Committee and calls meetings thereof as needed. Either face-to-face or phone conference meetings may be held. Committees are empowered to conduct business by utilizing other forms of communication subject to written or email consent and approval of a majority of their voting members. The Chairperson has such other duties as may be prescribed by the BoD.
  - 2. MEMBERS: Members of Administrative Committees other than Nominations and Elections Committee are selected by the by the BoD in consultation with the Committee Chairperson, except when the committee is initially formed at which time all Committee members are selected by the BoD.
- B. ADMINISTRATIVE COMMITTEE FUNCTIONS:
  - 1. AUDIT, FINANCE, AND BUDGET COMMITTEE: The Audit, Finance, and Budget Committee (AF&B) is chaired by the Treasurer and should include at least two (2) other members selected by the BoD at least one of whom is a current or past chapter board member and one Elite Championship Athlete selected by the DanceSport Council. The AF&B Committee functions to:
    - a. recommend the independent auditors of USA Dance, review the report of the independent auditors and management letter, and recommend action as needed;
    - b. investigate matters of financial controls and disclosure and such other matters as directed by the BoD,
    - c. assist and consolidate annual budgets submitted by USA Dance revenue and cost centers; and
    - d. perform such other duties as assigned by the BoD.
  - 2. NOMINATIONS & ELECTIONS COMMITTEE: The Nominations and Elections Committee (N&EC) consists of a Chairperson plus four members drawn from different areas of the country who are not candidates for any USA

Dance national office. The Chairperson and members of the N&EC are selected by the Executive Committee and ratified by the Board of Directors. The Chairperson functions as the National Elections Director. The N&EC contains at least twenty percent (20%) Elite Championship Athletes who qualify as athletic representatives under criteria specified by the USOPC. The National Elections Director coordinates and oversees the activities of the N&EC and the elections and ensures that the elections of candidates are conducted in a fair and unbiased manner. All members of the N&EC must refrain from active campaigning or electioneering for any candidate and maintain a non-partisan role throughout the election.

The N&EC functions to:

- a. seek qualified and willing candidates for elected Board of Directors positions, taking into consideration relevant prior or current service to USA Dance, experience, and the qualifications for the position being sought
- b. ensure that no candidate runs for more than one Board of Directors position during any single election period,
- c. compile Nominations by Petition and assure the eligibility of nominees
- d. submit for placement on the ballot all eligible Nominees by Petition and such other qualified candidates as the Committee may approve
- e. prepare and provide access to ballots along with a brief resume of each nominee to all Voting Members entitled to vote
- f. recommend to the EC an Election Service to count votes

In addition to the above provisions, the BoD may establish additional reasonable rules governing the election process which are enumerated in the "Policy Governing Elections".

3. **SPECIAL COMMITTEES OR TASK FORCES:** In addition to Administrative Committees the BoD may appoint, for terms not to exceed two years, such special Committees or task forces as may be needed to address specific problems or tasks. Selection of the members of these special Committees or task forces may be based on their unique qualifications, availability, and may include both members and non-members.

**C. AUTHORIZATIONS AND LIMITATIONS:**

1. Administrative Committees are a primary functional organ of USA Dance. Committees are authorized to:
  - a. Prepare and present business and/or strategic plans to the BOD setting forth administrative or functional goals where appropriate.
  - b. Negotiate preapproved contracts and agreements within the confines of a budget approved by the BOD, but only where the contract or agreement is in agreement with USA Dance financial policies.
  - c. Negotiate special contracts and agreements within the confines of a budget approved by the BOD, but only where the contract or agreement is in agreement with USA Dance financial policies and does not involve intellectual property rights (e.g., use of USA Dance's name or logo, use of USA Dance copyrighted materials, cross-marketing agreements), indemnification, or changes to USA Dance's insurance coverage.
  - d. Locate volunteers to assist in committee functions.
2. Committees may not:
  - a. incur indebtedness on behalf of USA Dance or enter into contractual obligations without prior written approval
  - b. circumvent or alter the rules, policies, or procedures as established by the Certificate of Incorporation, these Bylaws, or the BoD
  - c. implement rules or procedures or policies for USA Dance without prior approval of the EC or BoD
  - d. exceed their prescribed duties or functions

## **ARTICLE XI - DISTRICTS**

- A. **PURPOSE AND DIVISION:** In order to provide assistance to the chapters of USA Dance, the country is divided into districts. The number of districts will be appropriate to the number of chapters to be assisted and will be established by the Executive Committee and ratified by the Board of Directors. Districts will be designated by their geographical position in the country as well as numerically, such as: Western District 1; Central District 2; Eastern District 3; and Southern District 4. The number of districts may be increased or decreased as needed.
- B. **DISTRICT DIRECTORS:** Assistance to chapters in each district will be provided by a District Director. District Directors will serve as district managers, who, under direction of appropriate national representatives, initiate regular telephonic, electronic, and face-to-face contact with chapters as necessary to offer guidance and direction to chapters experiencing difficulties or that need assistance in better meeting the dance needs of chapter members.
- C. **ASSISTANT DISTRICT DIRECTORS:** As many Assistant District Directors as necessary may be appointed to assist the District Director in a district.

## ARTICLE XII - CHAPTERS

- A. **FORMATION AND RECOGNITION:** A chapter may be formed within a specific geographic service area as a constituent body of USA Dance. Each chapter is autonomous in managing chapter affairs in its service area but must abide by the bylaws, policies, procedures, rules and requirements of USA Dance and its subordinate bodies. Chapters and their officers must comply with the requirements for constituents as set forth in these Bylaws. The chapter must have no fewer than twenty-five (25) USA Dance voting members in good standing in order to become or to remain a recognized chapter. Chapters function under the following set of Bylaws. Additional policies or guidelines may be written to supplement these Bylaws.
1. The chapter is managed by a board of directors of not less than five (5) voting members in good standing of both USA Dance and the Chapter consisting of the following officers: President, Vice President, Secretary, and Treasurer and an odd number of Directors-At-Large.
  2. Chapter board members may resign at any time but such resignations do not become effective until presented to and accepted by the Chapter Board of Directors. Prior to acceptance by the Board of Directors, a resignation may be withdrawn at any time. In cases of vacancies due to death, incapacity, or other emergencies, the chapter President may appoint an acting officer to fill the vacant positions pending election of a successor. A Chapter Treasurer's responsibilities do not end until the funds and financial records of the Chapter are delivered to the new Treasurer.
  3. The chapter seat is the address of the incumbent President unless otherwise directed by the managing board of the chapter.
  4. Any chapter board member or officer may be removed for cause by an affirmative vote of two-thirds of the Board of Directors. Any board member who is absent for more than three consecutive board meetings or absent for more than 60% of the total meetings of the board during any six-month period may, upon a vote of two-thirds of the remaining board members, be considered to have resigned by absence.
  5. Each chapter may choose its name subject to national guidance and subsequent approval of the BoD.
  6. Each chapter must identify itself as a USA Dance chapter and include the chapter's identifying number in all correspondence, advertising, etc.
  7. Each chapter must hold membership meetings for its members not less than once in each calendar year and keep its members informed of chapter activities.
  8. Chapters may publish and distribute newsletters in consonance with the rules of USA Dance.
  9. Chapters may assess and collect local dues which will be separate from national or district dues of USA Dance.
  10. All funds of the chapter must be maintained in bank accounts approved by the national treasurer and must include federal tax identification.
  11. Chapters must be self-sustaining and must not incur obligations in excess of funds on hand or that can reasonably be expected to be available when the obligations become due for payment.
  12. Chapters must submit an Annual Report as well as periodic financial reports in the form and frequency specified by USA Dance. The Annual Report must include the chapter's plans and goals to promote dance in its service area during the next year.
  13. Chapters in highly populated areas may, subject to guidance by applicable national representatives, develop branch chapters and facilitate their growth into independent certified chapters.
  14. Chapters must not bind USA Dance, Inc., its officers, directors, or any committee or person acting under their direction or supervision legally by written documents or by financial expenditures.
  15. Chapters must not violate any policies or procedures established by USA Dance.
  16. In the event of dissolution of a chapter, the net assets remaining after payment of chapter obligations must be held in trust by USA Dance for a period of two (2) years. If the chapter is reactivated within the two-year (2) period, the funds in escrow will be returned to the chapter. Thereafter, the funds in escrow inure to and become the property of the national treasury of USA Dance. Upon dissolution the chapter must submit all financial records and documents to the USA Dance Secretary.
- B. **AUTHORITY:** Each chapter has the following powers:
1. to solicit members
  2. to assess and collect dues
  3. to organize chapter and other activities including, but not limited to, competitions, social dances, dance workshops, team matches, educational seminars, fund raisers, etc.
  4. to publish newsletters
  5. to create committees in furtherance of its purposes and functions
  6. to make and enforce such rules or policies for the chapter as are deemed appropriate, provided they do not contravene the rules or policies of USA Dance

- C. PURPOSES: Chapters engage in activities that promote and support dance and DanceSport and act as a liaison between the chapter's members and USA Dance as required.
- D. MEMBERSHIP: Membership in USA Dance is granted by the national organization and membership categories and privileges are determined and regulated by National USA Dance.
- E. CHAPTER PRESIDENT: The chapter president presides at all chapter board meetings, see that orders and resolutions of the board are carried out, serve as an ex-officio member of all chapter committees, and have other authorities and responsibilities as assigned by the board.
- F. CHAPTER VICE PRESIDENT: The chapter vice president acts in the place and stead of the president in the president's absence or incapacity, succeed the president in the event of a vacancy in the office of the president until a new president is elected, and have other authorities and responsibilities as designated by the board.
- G. CHAPTER SECRETARY: The chapter secretary keeps the minutes of all board meetings, record all votes at meetings and actions taken between meetings, distribute the minutes to board members at the next regular meeting, correspond with other individuals and organizations on behalf of the chapter, and have other authorities and responsibilities as designated by the board.
- H. CHAPTER TREASURER: The chapter treasurer is responsible for collecting and depositing all chapter monies; signing all chapter checks, drafts and notes; maintaining complete and accurate financial records; presenting financial statements at board meetings; performing any financial reporting requirements of USA Dance; and fulfilling any other authorities and responsibilities as designated by the board.
- I. DELEGATION: Officers and board members may delegate specific tasks to other individuals but retain the responsibility for those tasks.
- J. COMMITTEES: Standing or ad-hoc committees may be created or dissolved and given specific authorities, responsibilities and/or tasks by the board. Committees must not incur indebtedness on behalf of the chapter or otherwise commit the chapter without the prior approval of the board, circumvent or alter rules, policies or procedures of the chapter or USA Dance, or exceed their prescribed duties or functions. Chapter committee chairpersons preside over the committees' meetings; recruit, appoint and dismiss committee members under direction of the chapter's board; implement the authorities, responsibilities and/or tasks assigned the committees by the board; report on the committees' actions to the board in writing or in person at intervals determined by the board, and see that the committees abide by the policies established by the board and by USA Dance.
- K. MEETINGS:
  1. REGULAR MEETINGS: Regular meetings of the board are held as determined by the board, but not less than four times each year, and all board members and committee chairpersons should receive two weeks advance notice of regular meetings.
  2. SPECIAL MEETINGS: Special board meetings may be called for any purpose by the president; or in his or her absence, inability, or refusal to act by the vice president; or by any three (3) board members. Notice of special board meetings must be communicated to all board members and committee chairpersons at least two days in advance.
  3. GENERAL MEETING: A general meeting must be held at least once each calendar year for the entire chapter membership. Notice of the meeting should be made in writing or electronically to all chapter members or posted on the chapter's website at least two weeks in advance.
  4. VOTES: Unless otherwise specified in these bylaws, all decisions of the board are reached by a simple majority of the current board members, provided a quorum of a majority of all current board members exists. No proxy votes are allowed.
  5. MEETINGS IN THE ABSENCE OF A QUORUM: In the absence of a quorum the board may hear reports and hold discussions; however, any decisions reached must be approved by the required number of board members at a later time before taking effect.
  6. VOTES BETWEEN MEETINGS: In between meetings, decisions which cannot or should not be delayed until the next meeting may be made via teleconference or by electronic vote provided the requirements of a quorum are met.
  7. MEETING ATTENDANCE: Board meetings are open to the following individuals, unless the board votes to hold a closed session: all chapter members without invitation, officers or committee members of USA Dance without invitation, and other interested individuals upon invitation by a board member and concurrence of the board.

## ARTICLE XIII – ETHICS

- A. CODE OF ETHICS/CONFLICT OF INTEREST: USA Dance will maintain a Code of Ethics and a Conflicts of Interest Policy applicable to all employees, directors, officers, committee and task force members, and volunteers. Each BoD member and all employees will annually certify compliance with the Code of Ethics.
- B. ETHICS COMMITTEE: USA Dance will maintain the Ethics Committee as follows and the committee has the responsibilities specified below:
1. Members of the Ethics Committee include five (5) individuals comprised of three (3) Independent Directors, one Elite Championship Athlete and one BoD member who acts as the Committee Chair. With the exception of the Chair, no member of the Ethics Committee may simultaneously hold a voting position on the BoD, DSC, SDC, or PDC nor have held such a position in the 24 months preceding their appointment to the Ethics Committee. The two persons selected from USA Dance must be members in good standing.
  2. Excluding the Committee Chair the Nominations and Elections Committee appoints the members of the Ethics Committee for two-year terms. No member of the Ethics Committee may serve for more than two consecutive terms. The Chair is appointed by the President from the current members of the BoD subject to majority ratification by the voting members of the BoD. The Chair's term expires when his or her term expires on the BoD.
  3. The positions on the Ethics Committee members whose terms are expiring must have their positions filled by the Nominations and Elections Committee or in the case of the Ethics Committee Chair the President prior to the expiration of their term.
  4. The Ethics Committee:
    - a. oversees implementation of and compliance with, the USA Dance Code of Ethics
    - b. reports to the BoD on all ethical issues
    - c. develops and reviews the Code of Ethics for all USA Dance voting bodies, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the BoD
    - d. reviews and investigates matters of ethical impropriety and makes recommendations on such matters to the BoD
    - e. reviews and provides guidance on ethical questions presented to it by the BoD, officers, committee and task force members, volunteers, staff and USA Dance members; and
    - f. performs such other duties as assigned by the BoD, EC, or President
- C. RESIGNATION/REMOVAL: Any member of the Ethics Committee may be removed for cause by a majority vote of the Nominations & Election Committee, or by an affirmative vote of two-thirds of all the eligible voting members of the Ethics Committee. The person facing removal may not participate in the vote or have his/her vote counted in the vote calculation. In the case of a USA Dance member on the Ethics Committee failing to continue to qualify as a voting member in good standing, forfeiture of his or her position on the Ethics Committee is automatic upon the Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason, the vacancy will be filled for the unexpired term by an individual selected by the Nominations & Election Committee with the exception of the Chair who will be appointed by the President subject to majority ratification by the BoD.

## ARTICLE XIV – COMPLAINT PROCEDURES

- A. ADMINISTRATION: With the exception of USA Dance DanceSport Rulebook violations, the Ethics Committee may administer and oversee all complaints filed with USA Dance. The Ethics Committee is responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Ethics Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Dance. The manner of filing and procedures related to Ethics Committee complaints will be set forth in the "USA Dance Complaint Procedures."
- B. JURISDICTION: Any member of USA Dance, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.
- C. DESIGNATION OF COMPLAINTS: With the exception of USA Dance DanceSport Rulebook violations, the following kinds of complaints may be filed with USA Dance's Ethics Committee:
1. Administrative Complaint. USA Dance or any member in good standing of USA Dance may file a complaint pertaining to any matter within the administration of the USA Dance, including but not limited to any alleged violation of or complaint concerning:
    - a. any USA Dance policy or procedure,
    - b. any USA Dance program or service,



- c. any provision of USA Dance’s Bylaws, or
  - d. any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Dance’s recognition as a National Governing Body;
- 2. **Disciplinary Proceeding.** USA Dance or any member in good standing of USA Dance may file a complaint against another member of USA Dance, regarding any alleged violation of the USA Dance Code of Ethics or any other rule or regulation relating to conduct.
- 3. **Right to Participate.** Any athlete, coach, trainer, manager, administrator or official that is a member in good standing of USA Dance may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual’s opportunity to participate in a USA Dance sanctioned competition or protected competition.
- D. **STATUTE OF LIMITATIONS:** A complaint filed under these Bylaws must be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, complaint, denial or threat to deny of opportunity to participate. There shall be no time bar for actions regarding the USA Dance SafeSport and Harassment Policy for disciplinary proceedings. The statute of limitations will toll during periods when the respondent to a complaint is not a member of USA Dance.
- E. **DECISIONS NOT REVIEWABLE THROUGH THE COMPLAINT PROCEDURE:**
  - 1. **Doping Decisions.** A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOPC to serve as the U.S. National Anti-Doping Organization (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.
  - 2. **Safe Sport Decisions.** A decision concerning a safe sport violation of a sexual nature adjudicated by the independent safe-sport organization designated by the USOPC (currently the United States Center for Safe Sport) shall not be reviewable through, or the subject of, these complaint procedures.
  - 3. **Competition Decisions.** The final decision of an official during a competition (a matter set forth in the rules of the competition to be within the discretion of the official) shall not be reviewable through, or the subject of these complaint procedures unless the decision is:
    - a. outside the authority of the official to make, or
    - b. the product of fraud, corruption, partiality or other misconduct of the official.
- F. **APPEAL:** Within thirty (30) days after issuance of a decision from the Ethics Committee or a hearing panel a party may request an appeal of the decision by the BoD as set forth in the “USA Dance Complaint Procedures.” Upon review of the appeal and any follow up response, the BoD may:
  - 1. return the complaint to the hearing panel for clarification or for the taking of additional evidence or reconsideration of their decision or
  - 2. affirm the decision of the hearing panel, or
  - 3. take such other action as it deems appropriate. The decision of the BoD is final.
- G. **ARBITRATION:** Within thirty (30) days of a decision of the BoD that arises from a controversy arising under Article XVII of these Bylaws the decision may be submitted to arbitration in accordance with applicable provisions of the USOPC bylaws and the rules of the American Arbitration Association by either party.

## **ARTICLE XV - FINANCIAL ADMINISTRATION**

- A. **FISCAL YEAR:** The financial year for USA Dance and its chapters is the calendar year.
- B. **DUES:**
  - 1. The term of membership for new DanceSport members is the remainder of the calendar year unless the enrollment occurs in the last quarter of the year under which circumstances the membership continues through the end of the subsequent year. The term of membership for renewing DanceSport members is the year following the expiration of their current membership. If the renewing DanceSport member’s membership has expired the term of membership is the remainder of the current calendar year.
  - 2. The term of membership for a new Social Dance member is the twelve (12) months following their initial enrollment or renewal unless the renewal precedes their membership expiration date in which case the term is the twelve months following their current membership expiration date.
  - 3. Upon expiration a member loses all benefits and good standing status until their membership is renewed.
- C. **BOOKS AND RECORDS:** Books and records of USA Dance shall be open to inspection by any voting member in good standing and to inspection by other such persons as may be approved by the EC or BoD. Inspections of books and

records by members may be at the Annual General Meeting or at the designated seat of record as set forth by the BoD. Copies of USA Dance's rules and regulations shall be available to any interested party via free download from the USA Dance Document Library.

## **ARTICLE XVI - INDEMNIFICATION**

The BoD may opt to obtain insurance or otherwise indemnify the voting delegates of the BoD against liabilities, suits, or other actions arising against them personally for situations arising which are directly related to their service to USA Dance. However, there must be no indemnification of any person found guilty of committing unlawful acts and no indemnification that would be unlawful or contrary to public policy. Accident and medical insurance may be obtained for USA Dance sanctioned competitions and for social dance activities sponsored and managed by USA Dance and its chapters and districts.

## **ARTICLE XVII - BINDING ARBITRATION**

In accordance with the requirements of USOPC, USA Dance agrees to submit to binding arbitration, conducted in accordance with commercial rules of the American Arbitration Association:

1. any controversy involving its recognition as a national governing body as provided in the USOPC Constitution or
2. involving the opportunity of any athlete, coach, organizer, or official to participate in DanceSport competitions.

## **ARTICLE XVIII – PROPERTY RIGHTS**

All materials and documents developed by members of the Board of Directors, DanceSport Council, Social Dance Council, Professional Dance Council, Committee Chairs, Committee Members, employees, or other national volunteers on behalf of USA Dance is the sole property of USA Dance. All materials and documents and documents must state “Property of USA Dance”. All such materials and documents must be returned immediately upon departure of their position.

## **ARTICLE XIX - NATIONAL GOVERNING BODY COMPLIANCE**

- A. CONSIDERATION OF REQUESTS FOR COMPETITION SANCTIONS: Any competition organizer may apply to USA Dance for sanction of a DanceSport competition. All requests for sanctions will be promptly reviewed by USA Dance and should be granted unless the DSC, under the authority of the BoD, determines by clear and convincing evidence that holding or sponsoring the event for which sanction is requested would be detrimental to the best interests of DanceSport or otherwise violate USA Dance rules.
- B. USA DANCE COMPETITIONS: USA Dance will annually organize and hold, or cause to be organized and held, the National DanceSport Championships. USA Dance, its constituent bodies, and its members will recognize only the event sanctioned by USA Dance as the National DanceSport Championships and only the winners of that event as the National DanceSport Champions. Members of USA Dance, who hold themselves out to be the national champion(s) by virtue of winning any other competition, may be subject to disciplinary action. In addition to the USA National DanceSport Championships, USA Dance will foster and/or organize such international, National Qualifying Event (NQE), and local competitions, both championships and others, as are deemed in the best interest of DanceSport in the United States.
- C. SANCTIONING AUTHORITIES:
  1. Each chapter has sanctioning and organizational jurisdiction over its respective chapter competitions that are limited to participation from their own chapter members.
  2. The BoD has sanctioning and organizational jurisdiction over the National DanceSport Championships and over all "Protected Competitions," while the DSC and PDC under the authority of the BoD, have sanctioning and organizational jurisdiction over all competitions designated as National Qualifying Events (NQE's), and over all events involving international competitors who are eligible under WDSF eligibility rules and who are members in good standing of the relevant WDSF recognized national member body.
  3. The DSC and PDC have the authority, after due notice, to suspend the sanctioning authority of chapters in violation of published rules, policies, and procedures. Such suspensions can be appealed to the EC.

4. The process for submitting an application for sanction of a competition and the sanctioning fees and conditions are outlined in the USA Dance DanceSport Rulebook.
  5. The responsibilities of a Competition Organizer and the Officials of a DanceSport Competition sanctioned by USA Dance are outlined in the USA Dance DanceSport Rulebook.
- D. **REVIEW AND GRANTING OF SANCTIONS:**
1. A DanceSport organization that organizes itself or acts as a rival national governing body in competition with USA Dance will not receive an international sanction to conduct international DanceSport competition in the United States or abroad unless it seeks membership in USA Dance or pursues its appropriate remedies under the dispute resolution section of these Bylaws and subsequently, if dissatisfied, with the USOPC. Non-member individuals or organizations seeking an international sanction must request such sanction in accordance with USA Dance Rulebook requirements.
- E. **PARTICIPATION AND REPRESENTATION:**
1. The eligibility requirements of individuals or teams to represent the U.S. in Protected International Competitions are as follows:
    - a. The competition must be open to any Athlete who is eligible under WDSF and USA Dance rules.
    - b. Each competitor must be a member in good standing of USA Dance or by their membership in good standing in any other amateur dance organization recognized as such by USA Dance.
    - c. The opportunity to represent the U.S. is offered as set forth in USA Dance's Rulebook without regard to race, color, religion, national origin, age, sexual orientation, or place of residence.
- F. **PARTICIPATION IN NON PROTECTED INTERNATIONAL COMPETITIONS:** With respect to an international competition which is not a "Protected Competition," USA Dance will allow any athlete to compete in any competition conducted under its auspices or that of any other sports organization or person, unless USA Dance establishes that its denials were based upon evidence that the organization or person conducting the competition did not meet the requirements under organizer qualifications set forth by USA Dance.
- G. **FOREIGN COUNTRY PARTICIPANTS:** In accordance with WDSF Competition Rules, participants from a foreign country in a USA Dance sanctioned event must demonstrate their eligibility to compete by showing evidence of current membership in the WDSF recognized national member body in their respective country which is itself a member of the World Dance Sport Federation. In accordance with WDSF Competition Rules, all invitations to participate in any WDSF and/or USA Dance sanctioned international competition involving any competitors from WDSF member bodies are arranged and controlled by the WDSF member bodies involved. This provision extends to USA Dance control and complete awareness of any invitation to live and compete (in the future) in the U.S. by any foreign athlete who is also a member of a WDSF recognized member body.

## **ARTICLE XX - AMENDMENTS AND CONFLICTS**

- A. **AMENDMENTS:** These Bylaws may be amended or repealed by two-thirds (2/3) of votes received from voting members in good standing by mail, electronic, or telephonic ballot.
1. Amendments may be proposed by the BoD on its own initiative or upon petition by any one hundred (100) voting members in good standing. All petitions must identify the drafter(s) of the petition, and petitions may not contain false or misleading statements.
  2. All amendments are presented by the BoD to the membership with or without recommendation.
  3. The ballot to amend these Bylaws is at a time determined by the BoD, but in no event less than once each calendar year if amendments have been proposed.
  4. A vote by 400 or more of USA Dance's voting members in good standing constitutes a quorum.
- B. **BYLAWS REVISED BY BOARD OF DIRECTORS:** As an alternative to Article XX.A., the BoD at its discretion, may amend or repeal these bylaws by three-fourths (3/4) vote of the filled positions of the BoD members not recusing themselves from the vote.
- C. **CONFLICTS:** In case of conflict, the order of priority of control is:
1. **FIRST PRIORITY** to: Certificate of Incorporation
  2. **SECOND PRIORITY** to: These Bylaws
  3. **THIRD PRIORITY** to: Rules and Policies approved by the Board of Directors
  4. **FOURTH PRIORITY** to: Procedures approved by the Board of Directors

## **APPENDIX DEFINITIONS - TERMS AS USED IN BYLAWS**

### **ATHLETE**

Any athlete who meets the eligibility standards established by USA Dance and/or WDSF for DanceSport

### **ELITE CHAMPIONSHIP ATHLETE**

Any voting member in good standing who has represented the United States in an Olympic, Pan American Games, Olympic Gold, or a World Championship held under the jurisdiction of the WDSF within the preceding ten (10) years for which they were selected by USA Dance through a competitive selection process or who as an athlete competes in the Championship proficiency level of any DanceSport style recognized by the WDSF in any age group as defined by USA Dance and who has placed in the top 50% of couples entered in such National Championship events within the preceding twenty four (24) months.

### **COACH**

An individual who is engaged in preparing athletes for competition by educating them in dance technique, choreography, sportsmanship, floor craft, rules, and competitive psychology, among other activities.

### **DANCESPORT**

The DanceSport disciplines conducted or approved by USA Dance or WDSF.

### **DANCESPORT DELEGATE**

An elite championship athlete that has been elected to the DanceSport Council to represent USA Dance athletes.

### **DSC**

The DanceSport Council

### **EMPLOYEE**

As defined by the US Internal Revenue Service Code in Publication 15-A

### **EX-OFFICIO**

An ex officio position does not possess voting rights

### **EC**

The Executive Committee which is the managing body of USA Dance

### **GOOD STANDING**

A member that is in compliance with all bylaws, policies, procedures, rules, codes, is current with all financial obligations including membership dues. Any member who has an outstanding debt to USA Dance of more than \$100 for more than three (3) months after notification of the debt will cease to be a member in good standing until the debt has been satisfied.

### **BOD**

The Board of Directors which is the governing board of USA Dance.

### **INDEPENDENT DIRECTOR**

An Independent Director is determined to have no material relationship with USA Dance, either directly or through an organization that has a material relationship with USA Dance. A relationship is "material" if, in the judgment of the Nominations and Elections Committee, it would interfere with the person's independent judgment. To assist in determining whether a director is independent, the BoD adopts the guidelines set forth below, which are applied on a case by case basis by the Nominations and Elections Committee.

A director/person is not considered independent if, within the preceding two (2) years:

- a. the director/person was employed by or held any paid position or any volunteer governance position within USA Dance or the international federation of WDSF
- b. an immediate family member of the director was employed by or held any paid position or any volunteer governance position within USA Dance or the international federation of WDSF
- c. the director/person was affiliated with or employed by USA Dance's outside auditor or outside counsel
- d. an immediate family member of the director/person was affiliated with or employed by the USA Dance's outside auditor or outside counsel as a partner, principal or manager
- e. the director/person held a paid position or governance position at a national level within USA Dance's association member bodies
- f. the director/person is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Dance

### **INTERNATIONAL DANCESPORT ATHLETIC COMPETITION**

Any DanceSport athletic competition involving athletes from two or more countries eligible to participate under WDSF rules

### **MANAGER**

An individual who is engaged in managing the business affairs of athletes, teams, and other business activities related to dance

### **NQE**

National Qualifying Event

### **NATIONAL SPORTS ORGANIZATION**

Independent multi-sport or DanceSport sports organizations which conduct national DanceSport programs on a level of

proficiency appropriate for selection and development of DanceSport athletes to represent the United States in international DanceSport competition. National Sports Organizations are organizations whose international federation is affiliated with the World DanceSport Federation (WDSF).

**OFFICIAL**

An individual who is eligible to officiate at DanceSport competitions (e.g. judge, scrutineer, MC, music director)

**ORGANIZER**

An individual who is engaged in organizing and managing dance events

**PDC**

The Professional Dance Council

**PROTECTED COMPETITION**

As used herein means:

1. any international dance competition or competitive event where the terms of such competition require that entrants therein be teams or individuals representing the respective national association and where the United States representatives to the event are selected by USA Dance in accordance with a defined selection or tryout procedure that is open to all and publicly announced in accordance with USOPC regulations
2. any domestic dance competition or competitive event organized, conducted, or sanctioned by USA Dance in its selection procedure and which is publicly announced in advance as a competition or event directly qualifying the successful competitors therein to represent the United States in an International Protected Competition.

**QUORUM**

Any Ex-Officio position of a council or committee is not counted as a voting member when determining the size of a quorum.

**SANCTION**

A certificate of approval issued by authority of USA Dance

**SDC**

The Social Dance Council

**SPORTS ORGANIZATION**

A not-for-profit corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges any DanceSport athletic competition

**TRAINER**

An individual who is engaged in the physical training, nutritional care, and/or sports medical care of dancers

**USA DANCE**

USA Dance, Inc.

**USOPC**

The United States Olympic and Paralympic Committee

**WDSF**

The World DanceSport Federation