



USA Dance, Inc.

Bylaws

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USA DANCE BYLAWS

ARTICLE 1 - NAME AND SEAT

- A. NAME: . The name of the Corporation is "USA Dance, Inc." (referred to in these Bylaws as "USA Dance"). USA Dance may establish such acronyms or abbreviations as may be appropriate for business use, and establish logos, service marks or trademarks as may be appropriate to further its purposes and mission goals.
- B. NON-PROFIT STATUS: USA Dance was incorporated in the Commonwealth 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.
- C. BUSINESS OFFICE: The business office of USA Dance may be changed from time to time by action of the Board of Directors, and USA Dance may have such other offices, within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the affairs of USA Dance may require.
- D. REGISTERED OFFICE and REGISTERED AGENT: The registered office of USA Dance, as required by the Virginia Non-Stock Corporation Act Title 13.1, Chapter 10 of the Virginia Code (referred to in these Bylaws as "NSCA"), shall be maintained in Virginia. The registered office may be changed from time to time by the Board of Directors to the extent permitted by the Non-Stock Corporation Act or by the registered agent of USA Dance. The registered office may, but need not be, the same as the principal office.

ARTICLE 2 - 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. MISSION: The Mission of USA Dance is to improve the quality and quantity of dance in the United States. USA Dance provides social dance and DanceSport opportunities. A network of national chapters enables dance enthusiasts of all ages and backgrounds opportunities to build community and connection through dance. DanceSport enables United States' athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American, Parapan American, IWGA World Games, World Championships and other international competitions.
- B. 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 representatives as shall qualify for representation as specified in these bylaws. At the local level, USA Dance operates through its chapters.
- C. To coordinate chapter and individual member activities the United States will be divided on a geographic basis, or other basis, as determined by the Board. For DanceSport, the United States will be divided into competitive regions. 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)
- D. ACTIVITIES: USA Dance shall (in no particular order):
 - 1. Act as the national governing body for DanceSport in the United States subject to the Bylaws of the World DanceSport Federation (WDSF), the Federation recognized by the IOC for the governance of DanceSport;
 - 2. Operate in such a way that it maintains its legal status pursuant to the Virginia NSCA, is compliant with the Ted Stevens Act 36 USC §§ 220501 *et. seq.*, and any other applicable state and federal laws and regulations, and maintains its status as a non-profit organization pursuant to IRS regulations, § 501(c)(3);
 - 3. Establish Rulebooks to describe and specify the requirements and procedures for organizing and conducting DanceSport competitions. Where appropriate these rules shall be consistent with those of the WDSF and the USOPC;

4. Establish such policies and procedures that are necessary to facilitate the efficient and effective operation of the organization in meeting its missions;
 5. Establish and maintain a grievance process to hear and resolve disputes and violations of the established Bylaws, rules, policies, and procedures while protecting the rights of all parties and the organization.
- E. AUTONOMY: Except for compliance with the rules of the WDSF and the USOPC, USA Dance is autonomous in the governance of its affairs and may not delegate determination or control of matters central to such governance. USA Dance will not maintain any affiliations with any organization(s), other than the WDSF and the USOPC, which would bind USA Dance to the other organization's rules or decisions. Autonomy includes self-determination of titles, locations, dates, authorization, and rules for the conduct of USA Dance sanctioned DanceSport events (both Championships and others), and such other items as may periodically be required and/or considered in accordance with USOPC and WDSF regulations and practices.
- F. USA DANCE WILL NOT:
1. Carry on, propagandize, participate in, endorse any candidate, or intervene in any political campaign (including the publication or distribution of statements) for public office.
 2. Carry on any activities not permitted:
 - a. By a corporation exempt from Federal income taxation under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future U. S. Internal Revenue Regulations) or
 - b. By a corporation as defined in Section 170 (c) (2) of the Internal Revenue Code (or the corresponding provisions of any future U. S. Internal Revenue Regulations).
 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 3 – 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 territories or 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 territories or 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 for membership in USA Dance provided they are in compliance with the applicable good standing requirements that may be periodically established by USA Dance. Noncompliance is subject to suspension and/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 individuals 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 any USA Dance sanctioned competitions or its National Championships, the Olympic or Pan American Games, World Championship competitions as defined in the USOPC Constitution. Additionally, neither 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 resolve the issue.

2. The athlete may refer the matter promptly to the Executive Director of the USOPC for action under the USOPC Constitution and Bylaws. Otherwise, the athlete may proceed pursuant to Article 14.
 3. **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 DanceSport competition 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.
 4. **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. If at the time of re-application a member has any outstanding sanctions, those sanctions must be satisfied prior to restoration of full membership privileges.
- 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 may be held as an electronic meeting and/or at a venue determined by the BoD. At the AGM, national officers and directors will present reports pertinent to USA Dance and its chapters. In the case of an electronic meeting, a recording or transcript of the meeting will be posted to the USA Dance website. The AGM may act as a forum for expression of membership opinion, but it has no executive authority. The Secretary may post minutes of the AGM at the direction of the President
- I. **ACTIONS AND LIMITATIONS OF MEMBERS:**
1. A special meeting of the members may be called by the President or by a petition signed by one-twentieth (1/20th) of the current voting members, in good standing. If by petition, the petition shall state the purpose or business to be conducted or voted upon by the members. The petition may be written or electronic and in multiple copies so long as each copy states the business to be conducted or voted upon. Signatures to the petition shall include the membership number of the individual, if known, and each member may only be counted once.
 2. All actions requested, required to be approved, or acted upon by the voting members will be done by electronic ballot made available to all voting members in good standing. The members shall have a period of ten (10) days in which to cast their vote(s).
 3. A quorum of the members shall consist of all votes cast in the ten (10) day voting period by at least ten percent (10%) of the voting members, in good standing. Unless otherwise specified as requiring a greater number in the Virginia NSCA, the Certificate of Incorporation or these Bylaws, actions of the membership require an assenting vote of not less than a majority of the votes cast and received within the voting period.
 4. The provisions of paragraphs 1, 2, and 3 above shall also apply to voting blocs of members regarding matters applicable to just their voting bloc, e.g. Social Dance members.
 5. 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 4 - BOARD OF DIRECTORS (BOD)

- A. **FUNCTION:** The Board of Directors is the body of USA Dance that is responsible for fulfilling the objectives of the Corporate Charter, 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 Board Members:** The Board of Directors of USA Dance shall consist of:
1. Six elected members (National Officers): President, Senior Vice President, Secretary, VP for DanceSport, VP for Social Dance, and VP for Professional Dance. All National Officers are also Directors and the two roles are indivisible.
 2. Four members shall be appointed by the President and ratified by the Board: The Treasurer and the Directors of Membership, Chapter Relations, and Collegiate Network.
 3. Three DanceSport Delegates shall be elected by the DanceSport Council for a term of one year to commence on

January 1st. The DanceSport Delegate representation on the BoD must not be less than 20% of the total voting members of BoD.

4. In addition, the BoD may add non-voting delegates from qualifying National Sports Organizations.
 - a. The Board of Directors, at the recommendation of the Executive Committee and President, will determine the parameters of participation on the BoD of each National Sports Organization.

A Board member may hold dual roles but will only have one vote.

C. NON-VOTING ATTENDEES:

In addition to the attendance of the Directors, subject to invitation by the President and under the control of the Chair, guests are allowed to attend and have a voice at in-person and electronic meetings of the BoD. This includes one chapter observer per chapter and the Corporation's registered agent in accordance with the laws of the Commonwealth of Virginia.

- D. QUALIFICATIONS: USA Dance Voting Delegates on the BoD shall have been members in good standing for not less than one year preceding their holding any Voting Delegate's position on the BoD. If there is a break in membership, that does not exceed 20 calendar days for a member in good standing, they would 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 in years evenly divisible by four to a quadrennial term. The Record Date for determining voting eligibility shall be October 1st in the election year, unless the BoD establishes an alternative date, and the Membership Director shall compile a list of all eligible voting members as of the Record date.
2. The VP for DanceSport will be elected by the voting athlete members.
3. The VP for Social Dance will be elected by the voting Social Dance members.
4. The VP for Professional Dance will be elected by the voting, Professional Dance members.
5. The DanceSport delegates will be elected by the voting athlete members.
6. The President, Senior Vice President, and the Secretary will be elected by all voting members.
7. The President and Senior Vice President will run as a team on the same ticket.

The date of the election should be on or about November 15 of each election year. The voting period for casting ballots shall be for 10 days. The person elected is the person receiving the plurality of votes and will take office on January 1st of the year following the election.

- F. DANCESPORT DELEGATE: Each DanceSport Delegate must be an Elite Athlete. Each DanceSport Delegate must be elected in an at-large election by voting Athletes in good standing as of the Record Date. The date of the election should be on or about November 15 of each election year. The Elite Athletes elected are those receiving the plurality-at-large and will take office on January 1st of the year following the election.
- G. DIRECTORS APPOINTED BY THE PRESIDENT: Upon assuming office and at the beginning of each subsequent year of their term the President will appoint for a one-year term, subject to ratification of the voting members of the BoD, the positions of Treasurer, Director of Membership, Director of Collegiate, and Director of Chapters Relations.
- H. NATIONAL SPORTS ORGANIZATIONS 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 President will ask such eligible organizations to nominate a replacement. The terms of office of National Sports Organizations Voting Delegates must not exceed four (4) years.
- I. REMOVAL: Any member of the BoD may be removed by an assenting vote of the body by whom the person was selected. In the case of a Director'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. A Director who has been absent for 2 or more consecutive meetings may be deemed to have voluntarily resigned from the BoD and upon Motion and approval of 2/3rd of the Board members present, with a minimum of 10 members at the meeting, said Director's voluntary resignation may be accepted.
- J. COMPENSATION: No person entitled to vote on the BoD or on any of the councils or committees of USA Dance, 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.

- K. 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 or a Recognized Sports Organization 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.
- L. BOARD OF DIRECTORS MEETINGS: The BoD may meet during each calendar year in-person or electronic meetings at the discretion of the President. The President, or any five. Voting Delegates of the BoD, may call electronic meetings. Provided the requirements for a quorum are met, electronic meetings constitute an official meeting of the BoD in accordance with Va Code §13.1-864 B. Meetings of the BoD are chaired by the President. Every effort will be made to notify all Voting Delegates in advance of the meeting.
- M. QUORUM AND ACTION: A majority of the Voting Delegates of the BoD constitutes a quorum. Assuming a quorum is present, actions of the BoD require a majority (per Majority Rule, Appendix 3).
- N. 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 for approval subject to corrections. The minutes will be posted on the USA Dance website.
- O. PROXIES: Proxies may not be used for any purpose, at any time, relating to actions of the BoD.
- P. ACTION OUTSIDE A MEETING: The BoD is empowered to take any action in the absence of an in-person or electronic meeting which it could take at such meetings by following the “Action outside a meeting” email voting procedure defined in Appendix 2.
- Q. 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, the resignation is effective upon receipt.
- R. VACANCIES: Vacancy of the President shall be filled as described in Article 6A. All other vacancies shall be filled as follows:
 - 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 ratification by the BoD.

ARTICLE 5 - EXECUTIVE COMMITTEE (EC)

- A. VOTING DELEGATES: The Voting Delegates of the EC consist of the following:
 - 1. National Officers, who are the, President, Senior VP, Secretary, VP for DanceSport, VP for Social Dance, and VP for Professional Dance.
 - 2. Treasurer
 - 3. DanceSport Delegates appointed by the DanceSport Council and approved by the BoD serve for a term of one year to commence on January 1st. DanceSport Delegate representation serving on the EC must not be less than 20% of the total voting members of the EC.
- B. NON-VOTING ATTENDEES:
 - 1. Subject to invitation by the President, guests are allowed to attend and under control of the Chair may have a voice at face-to-face and electronic meetings of the EC.
- C. MEETINGS: The EC will meet periodically upon the invitation of the President for in-person or electronic meetings. Also, any four Voting Delegates may call for a meeting of the EC. Meetings of the EC are chaired by the President or, in the President's absence, by his or her designate. 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.
- D. QUORUM AND ACTION: A majority of the Voting Delegates of the EC constitutes a quorum. Assuming a quorum is present, actions of the EC require a majority (per Majority Rule, Appendix 3).

- E. **ACTION OUTSIDE A MEETING:** The EC is empowered to take any action in the absence of an in-person or electronic meeting which it could take at such meetings by following the “Action outside a meeting” email voting procedure defined in Appendix 2.
- F. **REPORTING:** Within 30 days, or at least prior to the next meeting of the EC, the Secretary should submit a written report of the last meeting to each member of the EC and the BoD.
- G. **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 suggest priorities for issues to be submitted to the BoD.
 - 5. The EC may recommend contracts or special agreements needed to carry out the annual business plan and budget approved by the BoD.

ARTICLE 6 - DUTIES OF OFFICERS AND DIRECTORS

- A. **PRESIDENT:** The President is the Chief Executive Officer of USA Dance and presides at all meetings of USA Dance and all meetings of the BoD and EC. The President provides the guidance needed to ensure that the goals of USA Dance are achieved. The President is responsible for executing the USA Dance Business Plan and Budget approved by the BoD. The President, or his or her designate, represents USA Dance at meetings with other organizations or groups. Except for the Nominations and Elections Committee and the Ethics and Judicial Committee, the President is an ex-officio member of all USA Dance committees.
In the event of a vacancy in the office of President, the Senior VP immediately assumes the position of President with all the rights and responsibilities of the office.
- 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 and the BoD.
- C. **SECRETARY:** The Secretary keeps the minutes and records 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. Other duties of the Secretary are assigned by the President or BoD.
- D. **TREASURER:** The Treasurer has many responsibilities. The treasurer:
 - 1. Is the trustee of all monies and deposits them in a bank in the manner designated by the BoD:
 - 2. Maintains complete and accurate financial records.
 - 3. Presents financial and operations statements to the BoD at regular meetings as requested by the BoD.
 - 4. Is bonded or insured by an amount determined by the Board of Directors and paid for by USA Dance.
 - 5. Coordinates the audit by an independent audit company to be conducted each year.
 - 6. Other duties of the Treasurer are assigned by the President or BoD
- E. **VICE PRESIDENT FOR DANCESPORT:** The VP for DanceSport acts as the Chairperson of the DSC and oversees and guides the administration and development of DanceSport in the United States in accordance with the policies of the BoD. Duties of the VP for DanceSport are assigned by the President and 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 and the BoD.
- G. **VICE PRESIDENT FOR PROFESSIONAL DANCE:** The VP for Professional Dance acts as the Chairperson 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 and the BoD.
- H. **DIRECTOR OF MEMBERSHIP:** The Director of Membership manages the Membership database and processing of USA Dance Membership applications in accordance with the policies of the BoD. The Director of Membership may be removed from office by a 2/3 vote of the entire BoD and a new Director of Membership may be appointed as described in Article 4. Duties of the Director of Membership are assigned by the President and 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. The Chapter Relations Director may be removed from office by a 2/3 vote of the entire BoD and a new Director of Chapter Relations may be appointed as described in Article 4. Duties of the Director of Chapter Relations 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. The Director of College Network may be removed from office by a 2/3 vote of the entire BoD and a new Director of Collegiate Network may be appointed as described in Article 4. Duties of the Director of College Network are assigned by the President and 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 and password protected accounts under their control are delivered to USA Dance.

ARTICLE 7 - 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 all DanceSport policies and rules approved by the USA Dance BoD
 - 3. To implement and administer all DanceSport related administrative procedures and guidelines approved by the USA Dance BoD.
 - 4. To facilitate and regulate DanceSport competitions at local and regional 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 president or BoD.
- B. VOTING MEMBERS: The voting members of the DSC are:
 - 1. VP for DanceSport as Chair
 - 2. four DanceSport Delegates
 - 3. committee chairs from each of the DSC voting committees
 - 4. USA Dance President as an ex-officio member
 - 5. The number of DanceSport Delegates must not be less than 20% of the total number of voting members of the DSC
- 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; No member of the DSC is entitled to more than one vote even if they hold multiple positions, however.
- 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 DanceSport Committee Chairs for one-year terms, in keeping with the DanceSport Council Organizational Chart approved by the BoD. Voting Committee Chairs are subject to 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 7.
- E. MEETINGS: The DSC must meet at least once a year at a face-to-face or electronic meeting. Meetings may be called, as necessary, by the VP of DanceSport or at least five voting members of the DSC. Meetings of the DSC are chaired by the VP for DanceSport or by an alternate designated by the Chair. Any voting Delegate of the BoD may attend meetings of the DSC. The DSC and its Committees are authorized to hold meetings in-person, or hold electronic meetings. 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 for each calendar year by the DSC 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 the administration of the DSC's functions. They are subject to change as the DSC changes to serve the needs of DanceSport. Each committee's name, 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 Voting Delegates of the DSC constitutes a quorum. Assuming a quorum is present, actions of the DSC require a majority (per Majority Rule, Appendix 3).
- H. ACTION OUTSIDE A MEETING: The DanceSport Council is empowered to take any action in the absence of an in-person or electronic meeting, which it could take at such meetings, by following the "Action outside a meeting" email voting procedure defined in Appendix 2.
- 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 the DanceSport Council may be removed for cause by an affirmative vote of two-thirds of all the eligible voting members of the DSC. The member facing removal may neither participate in the vote nor 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 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 for DanceSport and ratified by the DSC and if they are voting members of the DSC by 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 8 – 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 BoD.
 4. To perform additional Social Dance related functions as determined by the President and BoD.
 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
- 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. Voting members are subject to ratification by the BoD.
- 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 8.
- 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 Director of the BoD may attend meetings of the SDC. The SDC is authorized to hold meetings in-person or electronic meetings.
- 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 Delegates of the SDC constitutes a quorum. Assuming a quorum is present, actions of the SDC require a majority (per Majority Rule, Appendix 3).
- H. **ACTION OUTSIDE A MEETING:** The SDC is empowered to take any action, in the absence of an in-person or electronic meeting which it could take at such meetings, by following the "Action outside a meeting" email voting procedure defined in Appendix 2.
- 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 9 – 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 BoD.
 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 President and BoD.
- 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 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. Voting members are subject to ratification by the BoD.
- 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 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 9.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 is established by the Organizational Chart approved by the BoD. 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 Delegates of the PDC constitutes a quorum. Assuming a quorum is present, actions of the PDC require a majority (per Majority Rule, Appendix 3).
- H. **ACTION OUTSIDE A MEETING:** The PDC is empowered to take any action, in the absence of an in-person or electronic meeting which it could take at such meetings, by following the "Action outside a meeting" email voting procedure defined in Appendix 2.
- 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 10- USA DANCE STANDING ADMINISTRATIVE COMMITTEES

- A. **STANDING ADMINISTRATIVE COMMITTEES:** USA Dance's National Standing Administrative Committees are 1) Audit, Finance, and Budget, 2) Ethics & Judicial, 3) Nominations and Elections, and 4) as set forth by USA Dance's Board of Directors. The BoD may create such other Committees for such purposes and duration as are, from time to time, needed.
1. **CHAIRPERSONS:** Unless explicitly stated otherwise, the Chairperson of each Committee is recommended by the President and approved 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 in-person or electronic 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 President and BoD.
 2. **MEMBERS:** Members of Standing Administrative Committees other than the Nominations and Elections and Ethics and Judicial Committee are selected by the BoD in consultation with the Committee Chairperson, except when the committee is initially formed at which time all Committee members will be 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 will 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 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. **ETHICS & JUDICIAL COMMITTEE:** USA Dance will maintain an Ethics & Judicial Committee as follows and the committee has the responsibilities specified below:

Members of the Ethics & Judicial Committee include five (5) individuals comprised of three (3) individuals, at least one Elite Athlete and one Committee Chair. No Director of the Board shall be appointed to the Ethics Committee. The persons selected from USA Dance must be members in good standing.

 - a. Excluding the Committee Chair, the Nominations and Elections Committee appoints the members of the Ethics and Judicial Committee. The Ethics and Judicial Chair will have advise and consent authority regarding member appointments by the Nominations and Elections Committee. The Chair and Members of the Ethics & Judicial Committee serve for two-year terms. The Chair is recommended by the president and ratified by the BoD.
 - b. The members on the Ethics & Judicial Committee whose terms are expiring must have their positions filled by the Nominations and Elections Committee or in the case of the Ethics & Judicial Committee Chair the BoD prior to the expiration of their term.
 - c. The Ethics & Judicial Committee responsibilities include:
 - i. Overseeing implementation of and compliance with the USA Dance Code of Ethics.
 - ii. Adjudicating all Grievances brought in accordance with the Grievance policy and procedure, with the authority to issue binding Orders as the needs of justice dictate. The EJC, as the tribunal for the adjudication of all Grievances, may implement whatever procedures it deems necessary to protect the rights of the parties and to preserve the integrity of the process.
 - iii. Reporting to the BoD on all ethical issues.
 - iv. Developing and reviewing 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.

- v. Initiating reviews and investigations, of its own volition, of any Bylaw, rule, or policy matter of ethical impropriety pursuant to the Bylaw, rule, or policy that is not subject to Article 14's timing and procedural requirements. It may also make recommendations on such matters to the BoD.
- vi. Reviewing and interpreting the bylaws (upon request) and opining thereto, such opinions are for guidance only and not binding on future Grievance adjudications
- vii. Reviewing and providing guidance on ethical questions presented to it by the BoD, officers, committee and task force members, volunteers, staff, and USA Dance members. Such review and guidance is opinion only and not necessarily binding on future Grievance adjudications since they are fact based and not hypothetical.
- viii. Performs such other duties as assigned by the President and BoD.
- d. RESIGNATION/REMOVAL: Any member of the Ethics & Judicial 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 & Judicial 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 & Judicial Committee failing to continue to qualify as a voting member in good standing, forfeiture of his or her position on the Ethics & Judicial 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 except for the Chair who will be selected by the BoD.

3. 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 members of the N&EC are recommended by the Chairperson 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 Athletes. 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 and review 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 BoD an Election Service to count and certify 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".

4. SPECIAL COMMITTEES OR TASK FORCES: In addition to Standing 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. Standing 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. With the approval of the President, 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.
 - c. 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 11 - 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 in-person 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 by the VP of Social Dance to assist the District Director in a district.

ARTICLE 12 - 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 minimum number of members for chapter is determined by the Board of Directors. Chapters function under the following set of Bylaws. Additional policies or guidelines may be written to supplement these Bylaws.
 - 1. Chapters are managed by a Board of Directors of not less than five (5) voting members in good standing of both USA Dance and the Chapter. The Board will consist of the following officers: President, Vice President, Secretary, Treasurer, and an odd number of Directors-At-Large.
 - 2. Chapter board members may resign at any time. The resignation will be in writing and is effective as stated. If it is not stated, the resignation will be effective immediately. 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.
 - 3. The chapter seat is the address of the incumbent President unless otherwise directed by the chapter board.
 - 4. Any chapter board member or officer may be removed for cause by an affirmative vote of a majority 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 board meetings during any six-month period may, upon a vote of a majority 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 National Board of Directors.
 - 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 one Annual Membership meeting for its members in each calendar year and keep its members informed of chapter activities.
 - 8. Chapters may publish and distribute newsletters in accordance 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.

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 legally bind USA Dance, Inc., its officers, directors, or any committee or person acting under their direction or supervision 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 authority:
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: The purpose of the Chapters is to engage in activities that promote and support dance and act as a liaison between the chapter members and USA Dance.
- D. MEMBERSHIP: Membership in USA Dance is granted by the national organization. Also, USA Dance determines the categories and privileges of membership.
- E. CHAPTER PRESIDENT: The chapter president presides at all chapter board meetings, ensures that orders and resolutions of the board are carried out, serve as an ex-officio member of all chapter committees, and acquires 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 and succeeds the president in the event of a vacancy in the office of the president.
- G. CHAPTER SECRETARY: The chapter secretary distributes the minutes of all board meetings, records all votes at meetings and as well as actions taken between meetings. The secretary distributes the minutes to board members and corresponds with other individuals and organizations on behalf of the chapter. The Secretary may have other responsibilities as designated by the board.
- H. CHAPTER TREASURER: The chapter treasurer is responsible for collecting and depositing all chapter monies;
1. signing all chapter checks, drafts and notes,
 2. maintaining complete and accurate financial records,
 3. presenting financial statements at board meetings,
 4. performing any financial reporting requirements of USA Dance as well as responsibilities designated by the board.
- A Chapter Treasurer's responsibilities end when the funds and financial records of the Chapter are delivered to the new Treasurer.
- 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. Additionally, they may not 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 committee meetings, recruit, appoint and dismiss committee members under direction of the chapter's board. Chairpersons implement the responsibilities and/or tasks assigned by the board, report to the Board as requested, and ensure that the committee abides by policies established by the local 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 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 a quorum 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 following the "Action outside a meeting" email voting procedure defined in Appendix 2.
 7. **MEETING ATTENDANCE:** Board meetings are open to 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. Exception - The board may vote to hold a closed session.

ARTICLE 13 – 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 USA Dance Board Member and all employees will annually certify compliance with the Code of Ethics.

ARTICLE 14 – COMPLAINT PROCEDURES

- A. **ADMINISTRATION:** With the exception of USA Dance, DanceSport rulebook violations, the Ethics & Judicial Committee administers and oversees all complaints filed with USA Dance. The Ethics & Judicial Committee is responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Ethics & Judicial 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 & Judicial 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 and Judicial 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 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,
 - d. any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Dance's recognition as a Recognized Sports Organization.
 2. **Disciplinary Proceeding.** USA Dance or any member in good standing of USA Dance with personal knowledge of an offense 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 the 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 the product of fraud, corruption, partiality or other misconduct of the official.
- F. **APPEAL:** Ethics and Judicial Decisions and Opinions are Final. A party may ask the EJC within 30 days for reconsideration and review of a decision. In making such a request, the party must set out in writing the basis for the request. Other parties will be given an opportunity to respond to the request. If granted, the EJC will adopt such procedures that they deem fit to handle the request and their decision is final.
- G. **ARBITRATION:** Within thirty (30) days of a decision of the BoD that arises from a controversy arising under Article 17 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 15 - FINANCIAL & FIDUCIARY 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 November or December of the year under which circumstances the membership continues through December 31 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 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.
- D. **INDIVIDUAL LIABILITY:** No individual employee, National BoD member, Chapter member, Committee member, task force member or volunteer shall be personally liable for any debt or other obligation incurred in the name of USA Dance, with proper approvals, pursuant to the authority granted directly or indirectly by the BoD.
- E. **INDEMNIFICATION:** USA Dance shall defend, indemnify and hold harmless each BoD member and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of his or her duties with USA Dance, unless such claims, charges or expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or director.

- F. **INSURANCE:** 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.
- G. **DISCHARGE OF DUTIES:** Each employee, Board of Directors member, Chapter board member, committee, task force member or volunteer shall discharge their duties:
 - 1. In good faith
 - 2. With the care an ordinary prudent individual in like position would exercise under similar circumstances.
 - 3. In a manner the Director or officer reasonably believes to be in the best interest of USA Dance.
- H. **FINANCIAL CONFLICTS OF INTEREST:** If any employee, family member, close relative, household member of a National BoD member, Chapter board member, committee, task force member or volunteer has a financial interest in any contract or transaction involving USA Dance, or has an interest adverse to USA Dance's business affairs, and that individual is in a position to influence a determination with regard to a contract, transaction, or business affair, such individual shall:
 - 1. Disclose the conflict of interest.
 - 2. Have no participation in the evaluation of the contract, transaction, or business affair and
 - 3. Not have a vote on the contract, transaction, or business affair.
- I. **PROHIBITED LOANS:** No loans shall be made by USA Dance to any employee, BoD member, Chapter member, committee, task force member or volunteer of USA Dance.
- J. **IRREVOCABLE DEDICATION AND DISSOLUTION:** The property of USA Dance is irrevocably dedicated to charitable purposes and no part of the net income or assets of USA Dance shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Dance, its assets remaining after payment, or provision for payment of all its debts and liabilities, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax-exempt status under section 501c(3) of the IRS Code as amended.

ARTICLE 16 – INDEMNIFICATION

USA Dance may impose lost cost damages against any appellant who is unsuccessful in their appeal.

ARTICLE 17 - 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 18 – PROPERTY RIGHTS

- A. 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 must state "Property of USA Dance". All such materials and documents must be returned immediately upon departure of their position.
- B. **TRADEMARKS:** The name USA Dance, and its dance logos, one which is a red circle around the outline of the USA with two dancers superimposed within, the other the same look, but in black and white, are official trademark property of USA Dance and cannot be used without express written permission of USA Dance.
- C. **USE OF TRADEMARKS:** The name and logo of USA Dance may only be used in their approved form and may not be altered in any way without the expressed written permission of USA Dance. USA Dance will provide a list of approved versions of the trademark that can be used by the BoD and chapters for the purpose of advertising, promotion, letterhead, contracts, video, social media, Any alterations of the logo without approval of the BoD or any use that could damage the reputation of USA Dance are expressly forbidden. Affiliate or partner members of USA Dance may use the properly approved trademarks upon approval from the BoD.
- D. **ENFORCEMENT:** If the board is informed of 'improper' or 'not approved' use of the trademark, the board will assign a small task committee to review the infraction. If it finds the use to be against prior approvals or not in the best interest of USA Dance, the board will take appropriate action to protect and defend our trademarks up to and including legal action.

- E. **PASSWORDS:** USA Dance 'password' protects its on-line information by use of individual passwords. There shall be passwords to protect the log in to administrative, financial, legal, memberships, BoD, Chapter and all committee and task force information.
- F. All passwords shall be kept in one location with two BoD members having access. At a minimum, the President and Secretary shall have access to all passwords, which should be stored in a protected file that can be accessed on-line. The President can approve the sharing of certain passwords to those members in the proper positions that may need use of a password to enter protected areas. (i.e., treasurer for financial information).
- G. All passwords shall be updated periodically upon review or immediately if fraud is suspected.
- H. All password protected sites and information shall be immediately passed from out-going board members to incoming board members no less than 7 days prior to the new board member taking their position. In the case of a special election, the new board member shall receive all necessary passwords upon being seated.
- I. Any board member that refuses to convey passwords to a newly elected Board or member shall no longer be protected by indemnity and can be held personally responsible for any damages, financial or other, caused by their refusal to convey passwords to any new board or member that was elected by the membership of USA Dance.

ARTICLE 19 - RECOGNIZED SPORTS ORGANIZATION 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, Regional, 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 primarily 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." The DSC and PDC, under the authority of the BoD, have sanctioning and organizational jurisdiction over all competitions designated as Regional/National Qualifying Events (NQE's), and over all events involving international competitors who are eligible under WDSF eligibility rules and 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 Board of Directors and ultimately to the Ethics and Judicial Committee.
 - 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.
 - 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 20 - AMENDMENTS AND CONFLICTS

- A. **AMENDMENTS:** These Bylaws may be amended or repealed by two-thirds (2/3) of votes received from 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 vote to amend these Bylaws will be at a time determined by the BoD, and will occur within a year of when the amendments have been proposed. A vote by 400 or more of USA Dance's voting members in good standing is required for passage.
- B. **BYLAWS REVISED BY BOARD OF DIRECTORS:**
- 1. As an alternative to Article 20 A., the BoD at its discretion, may amend or repeal these bylaws by two-thirds (2/3) vote of the filled positions of the BoD members not recusing or abstaining from the vote.
 - 2. Bylaws changes that are strictly procedural in nature may be made by a simple majority of a quorum of the BoD. Procedural changes are non-substantive in nature, they do not change the meaning or intent of these Bylaws, and they effect no paradigm shift in the organization. Examples of procedural changes are: correction of typos or misspellings, correction of numbering or cross-references. If any Director believes that a proposed change is not procedural but substantive in nature, he may object and the proposed change will follow the procedure as set out in Article 20 B. 1.
- C. **CONFLICTS:** In case of conflict, the order of priority of control is:
- 1. **FIRST** to: the Statutory and Common Law of the Commonwealth of Virginia and IRS Regulations
 - 2. **SECOND** to: Certificate of Incorporation
 - 3. **THIRD PRIORITY** to: These Bylaws
 - 4. **FOURTH PRIORITY** to: the Ted Stevens Act 36 USC §§ 220501 *et. seq.*
 - 5. **FIFTH PRIORITY** to: Rules and Policies approved by the Board of Directors
 - 6. **SIXTH PRIORITY** to: Procedures approved by the Board of Directors

APPENDIX 1 DEFINITIONS - TERMS AS USED IN BYLAWS

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

BOD: The Board of Directors is the governing board of USA Dance.

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 competitive disciplines conducted or approved by USA Dance or WDSF.

DANCESPORT DELEGATE: An athlete who has been elected to the DanceSport Council to represent USA Dance athletes.

DSC/BAC: The DanceSport Council

EC: The Executive Committee is a small subset of the larger Board of Directors that makes high level decisions often on behalf of the full board and can act more quickly to address urgent matters.

ELECTRONIC MEETING: This refers to a tele-conference, video conference, virtual meeting, online meeting, and web conference and other remote based meetings which may be held in lieu of a face-to-face meeting.

ELITE ATHLETE may be:

Any voting member in good standing who as an athlete competes at the Novice, B-Class, Pre-Champ, A-Class or Championship, S-Class proficiency level in any DanceSport style recognized in any age group (age 18 or older) as defined by USA Dance. Additionally, an elite athlete may be one that 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.

EMPLOYEE (of USA Dance): An individual, who works for USA Dance for wages or a salary, as defined by the US Internal Revenue Service Code in Publication 15-A

EX-OFFICIO Member: A member of a body (notably a board, committee, or council) who is part of it by virtue of holding another office. The President is an ex-officio member of all committees.

GOOD STANDING: A member that is in compliance with all bylaws, policies, procedures, rules and codes, and 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.

INDEPENDENT DIRECTOR:

An Independent Director may not have a 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 or the EJC, it would interfere with the person’s independent judgment.

Further, A person is not considered independent if:

- a. the director/person is employed by or holds 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 is employed by or holds any paid position or any volunteer governance position within USA Dance or the international federation of WDSF
- c. the person is affiliated with or employed by USA Dance’s outside auditor or outside counsel
- d. an immediate family member of the person is affiliated with or employed by the USA Dance’s outside auditor or outside counsel as a partner, principal or manager
- e. the person holds a paid position or governance position at a national level within USA Dance’s association member bodies
- f. the 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: National Sports Organizations are organizations whose international federation is affiliated with the World DanceSport Federation (WDSF). 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.

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: The minimum number of members that must be present at any of its meetings to make the proceedings of that meeting valid. A quorum in USA Dance is a majority of the board or committee. Any Ex-Officio position of a council or committee is not counted as a voting member when determining the size of a quorum.

RECORD DATE: In any action requiring a vote by the members or a bloc of the members, the Record Date is the date upon which the Membership Director compiles a list of members eligible to vote. The BoD may establish the Record Date for each vote by the members. If the BoD or the Bylaws do not establish the Record Date, then the Record Date shall be the date that Notice of the impending vote was sent out to the members. In no event shall the Record Date be more than 70 days before voting is to commence.

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

APPENDIX 2 – EMAIL VOTE PROCEEDURE

The USA Dance Board, Councils, and its Committees are empowered to take actions in the absence of an in-person or electronic meeting provided that:

1. The proposed action is made in the form of a Motion, with specificity, and worded such that an affirmative vote indicates approval of the proposed action.
2. The Motion is then forwarded to the President or Chair of the Committee or Council who will forward it to the National Secretary for distribution to the Board of Directors for a vote. If the President and Secretary approve considering the proposed action outside of a meeting, the process for voting will begin.

Procedures for the Vote

1. All of the voting Directors will have ten (10) business days to consider the proposed action outside of a meeting. In order to take any action outside a meeting, ALL voting members of the voting body must indicate affirmatively their consent to the National Secretary either in writing or an email, within ten (10) business days.
If a voting member **does not consent** to taking the proposed action outside a meeting, he should so notify the Secretary within the ten (10) business days. **Note: The making of the Motion or casting a vote on the motion are insufficient indices of consent to take the proposed action outside a meeting.**
2. If a voting member has made his affirmative statement of consent to taking the proposed action outside a meeting, he should then cast his vote on the Motion – affirmative, negative, abstain, or recuse. The day that the Motion is forwarded to the voting Directors of the BoD is counted as Day #0.
3. If a voting member has made a statement of non-consent to take the proposed action outside a meeting, it is not necessary that he/she cast a vote on the Motion. A voting member may withdraw consent to the action, already given, by so notifying the Secretary in writing or email before the consent and voting period has closed.
4. The consent and voting period close at midnight on the 10th business day.
 - a. If the Secretary has not received affirmative consent from ALL voting members, any votes cast are null and void.
 - b. If there is affirmative consent to taking the action outside a meeting from ALL voting members, the Secretary will tally the votes on the Motion and report the results to the BoD. The usual voting rules are applied to determine whether the Motion passes or fails.
 - c. Upon receiving a single **statement of non-consent** within the ten (10) business day period, or failing to receive affirmative consent from all voting members within the 10 business day period, the Secretary will notify the members of the BoD that the proposed action will not be considered without a meeting, and any votes cast are null and void.

If the motion to vote outside a Board meeting fails, the proposed action shall be placed on the agenda for the next BoD meeting.

Important Note

Conceptually, these procedures for email type voting are applicable and required for all National Committees and all Chapters. The personnel titles may be different, but the procedures are the same.

APPENDIX 3 - STANDARD VOTING PROCESS

The typical sequence of events leading to a vote is as follows:

1. **Motion:** A member introduces new business by saying, "I move that..."
2. **Second:** Another member seconds the motion, indicating it should be considered by the group. (A second does not necessarily mean the member is in favor of the motion).
3. **Statement of the Motion:** The presiding officer (chair) restates the motion and opens it for discussion (debate).
4. **Debate/Discussion:** Members discuss the pros and cons of the motion, with the chair ensuring only one person speaks at a time and alternating between those for and against.
5. **Putting the Question to a Vote:** When no one else wishes to debate, or debate is closed, the chair asks, "Are you ready for the question?" If no one objects, the chair proceeds to the vote.
6. **Voting:** The chair clearly states the question and asks for votes (e.g., "Those in favor... say 'Aye.' Those opposed... say 'No.'").
7. **Announcing the Result:** The chair announces whether the motion is carried or lost and the outcome (e.g., "The motion is carried").

Key Voting Rules

- **Quorum:** A minimum number of members (as defined in the organization's bylaws) must be present for votes to be valid.
- **Majority Rule:** Most motions require a majority vote to pass (more than half of the votes cast, excluding abstentions and blanks).
- **Two-thirds Vote:** Certain motions that limit members' rights, such as closing debate, suspending the rules, or amending bylaws, require a two-thirds majority vote to pass (more than half of the votes cast, excluding abstentions and blanks).
- **Tie Votes:** A tie vote is a lost motion because it is not a majority.
- **One Vote Per Member:** Each member is generally entitled to one vote.
- **Chair's Vote:** The presiding officer usually remains impartial and does not vote, except when the vote is by secret ballot or when their vote would affect the outcome (e.g., to break a tie or create a tie to cause a motion to fail). In small boards/committees (around a dozen members or fewer), the chair may vote on all matters.
- **Abstentions:** Members are not required to vote and may abstain. Abstention votes do not count toward the total number of votes cast.