



USA Dance, Inc.

Bylaws

January 1, 2017

Version 2017A

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USA DANCE BYLAWS

Effective - December 1, 2016

ARTICLE I - NAME AND SEAT

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

ARTICLE II - ORGANIZATION, FUNCTIONS, & LIMITATIONS

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

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

facilitate that representation

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

ARTICLE III – MEMBERSHIP IN USA DANCE

- A. **ELIGIBILITY**:
1. Individual membership is restricted to United States citizens, or to those who currently reside in the United States or one of its possessions, or to individuals in an active DanceSport Partnership with a United States Citizen.
 2. Organizational membership is restricted to organizations that are located in the United States or one of its possessions.
 3. Membership shall at all times be open to any eligible dancer, coach, trainer, organizer, or official who is active in DanceSport or recreational ballroom dancing. USA Dance shall not discriminate on the basis of race, color, religion, age, sex, or national origin.
 4. An eligible dancer, coach, trainer, supporter, organizer, or official is an individual who complies with the specific DanceSport rules and guidelines relating to eligibility that shall be periodically established by USA Dance GC.
- B. **USA DANCE MEMBERSHIP CATEGORIES**
The Governing Council 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** shall 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 shall abide by the rules and standards of USA Dance and shall 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, [insert comma] 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 the Olympic or Pan American Games, World

Championship competitions, or other such protected competitions as defined in the USOC Constitution from time to time; nor may USA Dance, nor any such member of USA Dance, subsequent to such competition, censure or otherwise penalize any such athlete who participates in such competitions. Any Athlete who alleges such denial by USA Dance, or a member of USA Dance, of a right established in this Section, shall immediately inform the President of USA Dance, who shall cause an investigation to be made and steps to be taken to settle the controversy. The athlete may refer the matter promptly to the Executive Director of the USOC for action under the USOC Constitution if such Article applies, or for non-protected competitions, may follow the procedures defined below in III. F.

2. **FAIR NOTICE:** Fair notice and an opportunity for a hearing shall be accorded to any athlete, coach, trainer, manager, organizer, or official named as a respondent, before USA Dance declares such individual ineligible to participate in any international amateur athletic competitions designated or referred to in this Section. This includes the right to an expedited hearing in the event that a competition is so scheduled that an expedited proceeding is necessary.
 3. **SCOPE:** The rights granted to athletes under this Section shall 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. **GRIEVANCES:** The procedures for grievances, pertaining to any matter within the cognizance of USA Dance, and alleging a violation of any provision of these Bylaws, the Amateur Sports Act of 1978, or the United States Olympic Committee Constitution and Bylaws:
1. shall be uniformly enforced by the EC of USA Dance and
 2. shall be followed by USA Dance members
- Grievances applicable to other matters such as DanceSport rules and chapter bylaws shall be resolved in accordance with administrative procedures established by the GC:
1. **FILING:** Any member of USA Dance may file a written grievance in the form of a Complaint, pertaining to any matter within the cognizance of USA Dance and alleging a violation of any provision of these Bylaws, the Amateur Sports Act of 1978, or the USOC Constitution and Bylaws. At the time of filing, a copy of the Complaint shall be sent to the USA Dance Corporate Secretary.
 2. **FORM:** Any grievances shall be signed under oath and shall allege with particularity the nature of the grievance and/or each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise language how, when, and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation.
 3. **COMPLAINT DISPOSITION:** Upon receipt of a grievance, the President shall promptly refer it to the appropriate official and advise the EC. Every effort will be made to resolve the grievance through informal means.
 4. **HEARING PANEL:** The member filing a grievance may request a hearing:
 - a. if he or she is not satisfied with the proposed resolution of the matter reached by informal methods or
 - b. if no action is taken by the designated official to resolve the matter informally within thirty (30) days.
 Upon receiving the request for a hearing, the President shall promptly appoint at least three (3) officials of USA Dance (or former officials), at least one of whom shall be a member of the current GC and none of whom shall have an interest in the subject matter of the grievance or complaint, to hear evidence, make findings of fact, and adjudicate the issues raised. Such hearing shall be convened as expeditiously as possible. In the event the grievance involves the opportunity of an athlete to participate, one member of the hearing panel shall be an eligible DanceSport Championship Athlete.
 5. **RESPONSE:** Prior to the scheduling of a hearing, the Chair of the Hearing Panel shall cause a copy of the Complaint to be delivered to the respondent(s), if any, either in person, by certified mail, or like delivery service. The respondent(s) shall have thirty (30) days to file with the Chair of the Hearing Panel an Answer, signed under oath, to each of the factual allegations in the Complaint. The respondent(s) may include new matter, also in numbered paragraph form, which contains additional facts. The Chair of the Hearing Panel shall cause copies of the Answer to be delivered to all interested parties.
 6. **HEARING:**
 - a. At the hearing the parties shall have the right to counsel, to present relevant and material evidence, and to examine and cross-examine witnesses. Formal rules of evidence shall not be followed. The Panel shall conduct the hearing fairly and expeditiously.
 - b. After the close of the hearing, the Panel shall prepare a written report. The report shall consist of findings of fact and a recommended disposition. The Panel shall direct and transmit its report to the EC. A copy of the report shall be delivered to the parties in person, by certified mail (return receipt requested), or by commercial courier service with verified delivery.

- c. Within 30 days after receipt of a copy of the report, a party may request in writing an opportunity to submit a written statement or to present oral argument to the EC before the grievance is decided. Such request shall be addressed to the President and shall state specifically the matters desired to be presented. The EC, in its discretion, may grant or deny the request. If the EC grants the request, in whole or in part, the party shall be limited to presenting matters of record as stated in its request. Thereafter, the EC shall decide the grievance, and such decision shall be final.
 - d. If no request is filed or if the EC denies such a request, then the EC forthwith shall decide the grievance on the basis of the contents of the report, and such decision shall be final.
 - e. Upon review, the EC may:
 - i. return the grievance to the panel for clarification or for the taking of additional evidence or
 - ii. supplement the record by receiving additional evidence itself
 - f. The EC shall notify the parties and the GC of its disposition of the grievance.
7. **COMPLAINTS REGARDING ADMINISTRATIVE PROCEDURES OR ACTIONS OF OFFICIALS:** The following procedures are established to resolve complaints, other than those for which a Hearing Panel described in these Bylaws, Article III. F., are prescribed. Complaints regarding administrative procedures and/or actions of one or more officials of the organization will be resolved, informally if possible, at the next higher level in the organization. An alternative will be for the President to appoint an Investigating Officer who is a member of the Governing Council. If the allegations are against the President, the Senior Vice President will appoint the Investigating Officer. If both the President and Senior Vice President are the subject of the complaint, the Executive Committee will appoint the Investigating Officer. The Investigating Officer shall gather all facts regarding the matter and submit a report, including applicable recommendations, to the Executive Committee for decision. The investigation should be completed and the report submitted within 30 days after the Investigating Officer is appointed. The investigation may include discussions with interested parties, but will not include holding formal hearings, at which sworn testimony will be taken, or witnesses cross examined under oath. Those against whom complaints are made will be given the opportunity to submit written statements. The decision of the Executive Committee shall be final.
- G. **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 shall be subject to the rules, criteria, and procedures for new members in effect at the time of reapplication.
- H. **PARTICIPATION:** Services to USA Dance or its chapters in any capacity shall not preclude an individual from competing or otherwise participating in any USA Dance sanctioned or sponsored programs or competitions.
- I. **MEETINGS OF MEMBERS:** Within each calendar year there shall be an Annual General Meeting (AGM) open to attendance by Members. The AGM shall be held in conjunction with the National DanceSport Championships organized by USA Dance. At the AGM, national officers and directors shall present reports pertinent to USA Dance and its chapters. Summaries of these reports shall also be printed in the organization's official communication. The AGM may act as a forum for expression of membership opinion, but it shall have no executive authority.
- J. **ACTIONS AND LIMITATIONS OF MEMBERS:**
- 1. All actions requested, required to be approved, or acted upon by the Voting Members shall be done either: electronically, telephonically, or through the U.S. mail via written ballot mailed to all Voting Members in good standing not less than forty-five (45) days prior to the end of the Voting Period and last date of acceptable receipt of ballots from members. Unless otherwise specified as requiring a greater number in the Certificate of Incorporation or these Bylaws, actions of the membership shall require an assenting vote of not less than a majority of votes cast and received within the voting period.
 - 2. No member, chapter, committee, person, or other organization may act in the name of USA Dance without the prior written approval of the GC and then only to the extent and for the term of said written approval. Such approval shall not violate Section C of Article II of these Bylaws requiring USA Dance to be and remain autonomous.

ARTICLE IV - GOVERNING COUNCIL (GC)

- A. **FUNCTION:** The GC is the body of USA Dance that is responsible for establishing the policies and procedures of USA Dance and directing USA Dance in accordance with its functions and goals. The GC is the “governing” board of USA Dance with a fiduciary oversight responsibility to the Membership on all matters.
- B. **VOTING DELEGATES:** The voting delegates of the GC of USA Dance shall consist of the following:
 - 3. Six (6) National Officers which consist of 1) President, 2) Senior VP, 3) Secretary, 4) Treasurer, 5) VP of DanceSport, 6) VP of Social Dance.

4. Any appointed Directors (for example: Education, Membership, Development and Fundraising, Public Relations, Administrative Support and all other appointed Directorships ratified by the GC through the term of the standing President).
 5. DanceSport Delegates elected by the DanceSport members of USA Dance. The aggregate voting power of GC members qualified as championship athletes shall be at least 20% of the GC.
 6. In addition, the GC shall be empowered to add voting delegates from qualifying National Sports Organizations. National Sports Organizations voting delegates' slots shall be reserved for and limited to direct representation on the GC for any sports organization which conducts a national program or regular national DanceSport competition on a level of proficiency appropriate for the selection of eligible DanceSport Athletes to represent the United States in international DanceSport competitions.
 - a. The number of National Sports Organizations voting delegates' representation shall reflect the nature, scope, quality, and strength of programs and competitions of such sports organizations in relation to all other such programs and competitions in DanceSport in the United States.
- C. NON-VOTING ATTENDEES: In addition to the attendance of the Voting Delegates, the following may attend and have a voice but no vote at all face-to-face and telephonic meetings of the GC:
1. National Past Presidents of USA Dance that have completed their term of office
 2. Chairpersons of other National Committees
 3. Any U.S. Presidium Member of the WDSF
- D. OBSERVERS: In addition to the attendance of the Voting Delegates and Non-Voting Attendees, the following members in good standing may attend as observers of all face-to-face meetings of the GC:
1. One observer per chapter
 2. One non-voting Director who shall be a resident of the State of Virginia and who shall act as the Corporation's registered agent in accordance with the laws of the State of Virginia.
- E. QUALIFICATIONS:
1. The USA Dance Voting Delegates on the GC shall have been Voting Members in good standing for not less than one (1) year preceding their holding any Voting Delegate's position on the GC and shall remain Voting Members in good standing in order to qualify to continue to serve on the GC.
- F. SELECTION AND TERM:
1. NATIONAL OFFICERS: The national officers shall be elected in at-large national elections of all Voting Members in good standing as of July 1 in the year of election with the exception of the VP for DanceSport, who will be elected in an at-large election by the voting DanceSport Members in good standing as of July 1, and the VP for Social Dance, who will be elected in an at-large election of voting Social Dance Members in good standing as of July 1. The date of election shall be on or about November 1 of each election year. The person elected shall be the person receiving the plurality of votes.
 - a. There shall be a national election on or about November 2016 for the nationally elected positions of President, Senior Vice President, Secretary, Treasurer, Vice President for DanceSport, and Vice President for Social Dance.
 - b. For purposes of staggering the terms of the national officials, the National President, National Secretary and Vice President of Social Dance shall be elected to a four-year term, from January 1, 2017 through December 31, 2020. In future elections cycles, the term of office for these positions shall continue to be four years.
 - c. For purposes of staggering the terms of the national officials, the National Senior Vice President, National Treasurer and Vice President of DanceSport shall be elected to a two-year term, from January 1, 2017 through December 31, 2018. In future election cycles, the term of office for these positions shall be four years.
 2. DANCESPORT DELEGATE: Each DanceSport Delegate must have placed in the top fifty percent (50%) of Championship Athletes in any style or age category at the USA Dance National Championships within the previous ten (10) years or have been a WDSF World Representative within the previous ten (10) years preceding his/her election, provided he/she is a USA Dance member in good standing for the duration of their term in office. Each DanceSport Delegate shall be elected in an at-large election by voting DanceSport Members in good standing as of July 1st. The date of the election shall be on or about November 1st of each election year. The person elected shall be the person receiving the plurality of votes.
 - a. There shall be a national election on or about November 1, 2016 for the nationally elected positions of DanceSport Delegate.
 - b. For purposes of staggering the terms of the DanceSport Delegates, the Delegate receiving the greatest number of votes and the Delegate receiving the second greatest number of votes shall be referred to as

Delegate 1 and 2 respectively and each shall serve a four-year term, from January 1, 2017 through December 31, 2020. In future election cycles, the term of office for Delegates 1 and 2 shall continue to be four years.

- c. For purposes of staggering the terms of the DanceSport Delegates, the Delegate receiving the third greatest number of votes and the Delegate receiving the fourth greatest number of votes shall be referred to as Delegate 3 and 4 respectively and each shall serve a two-year term, from January 1, 2017 through December 31, 2018. In future election cycles, the term of office for Delegates 3 and 4 shall be four years.
- 3. **DIRECTORS APPOINTED BY THE PRESIDENT:** Upon assuming office the President shall appoint, for a four-year term subject to majority ratification of the voting members of the GC, the positions of Directors. However, in the case of the Senior VP assuming the office of President due to a vacancy, appointed Directors already in office shall continue to serve the unexpired portions of their terms.
- 4. **NATIONAL SPORTS ORGANIZATIONS VOTING DELEGATES:** These persons shall be selected in accordance with the prescribed procedures set forth by the organization which they represent, subject to the approval of the GC. If the GC rejects a candidate, or candidates, the GC shall ask such eligible organization to nominate a replacement. The terms of office of National Sports Organizations Voting Delegates shall not exceed four (4) years and such delegates shall be limited to two (2) consecutive terms in the same office.
- G. **REMOVAL AND VACANCIES:** Any member of the GC may be removed for cause by an assenting vote of the membership or body by whom the person was selected, or by an affirmative vote of 75% of all the eligible voting members of the GC. The person in question may not participate in the vote or have his/her vote counted in the 75% calculation. In the case of a person's failure to continue to qualify as a voting member in good standing, forfeiture of position on the GC shall be automatic upon GC affirmation of loss of good standing. In the event of death, resignation, or removal for any reason, the vacancy will be filled per Article IV.R below.
- H. **COMPENSATION:** No person entitled to vote on the GC or on any of its councils or committees, or as a chapter director, officer, or committee chairperson shall receive compensation 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 GC, or on any of its councils or committees, or a voting director or officer or committee chairperson of any USA Dance chapter.

REVISED per December 11, 2016 to read as follows contingent upon to adoption and implementation of an independent Ethics Board within 90 days of the effective date of the cahnge – or, April 1, 2017

COMPENSATION: No person entitled to vote on the GC or on any of its councils or committees, or as a chapter director, officer, or committee chairperson shall receive compensation relating to that position or to the administration of any portion of that position, for 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 a regularly salaried or hourly employee of USA Dance at any level and a voting delegate on the GC, or on any of its councils or committees, or a voting director or officer or committee chairperson of any USA Dance chapter.

- I. **NO CONFLICT OF SERVICE:** Pursuant to USOC regulations, no person may simultaneously serve as a member of the GC and as an officer or director of any other sports organization recognized by USOC as a national governing body.
- J. **GOVERNING COUNCIL MEETINGS:** The GC shall meet at least once during each calendar year in face-to-face session. Additional meetings of the GC shall be at the discretion of the President. The President, or any five (5) Voting Delegates of the GC, may call telephone conference meetings. Provided the requirements for a quorum are met, phone conference meetings shall constitute an official meeting of the GC in accordance with the telephonic communication provisions of the laws of the State of Virginia. Every effort shall be made to notify all Voting Delegates in advance of the meeting.
- K. **QUORUM AND ACTION:** A majority of the Voting Delegates of the GC shall constitute a quorum. However, actions of the GC shall require an assenting vote of not less than a majority of all Voting Delegates, or two-thirds of the quorum, whichever is less.
- L. **REPORTING:** Following each meeting of the GC, the Secretary shall, within thirty (30) days, submit a written report of the meeting to each member of the GC, and in any case, prior to the next meeting of that body.
- M. **PROXIES:** Proxies may not be used for any purpose, at any time, relating to actions of the GC.
- N. **NO DUAL SERVICE:** No person may hold more than one voting position on the GC at any one time.

- O. ACTION WITHOUT A MEETING: The GC shall be empowered to take any action in the absence of a face-to-face or phone conference meeting which it could take at such meetings by obtaining the written consent and approval of a majority of the voting delegates of the GC.
- P. RESIGNATIONS: Any member of the GC may resign at any time. Resignations shall be submitted in writing and shall become effective without approval at the time specified therein. If no time is specified resignation is effective upon receipt.
- Q. RESIGNATION BY ABSENCE: Any voting delegate absent from more than two (2) consecutive meetings of the GC may, upon concurrence of 75% of the remaining Voting Delegates of the GC, be considered to have resigned by Absence.
- R. FILLING VACANCIES:
 1. Within ten calendar days of learning of a vacancy of an elected National Officer position, the President (or his/her designee) shall notify the membership of the vacancy and in said notice invite any members interested in the position to apply to him/her to fill the position. Electronic mail to the most recent email addresses on record shall suffice for notice.
 2. The vacant elected National Officer position shall not be filled by appointment until a period of time not less than ten calendar days shall lapse from the time of the notification to the membership.
 3. Appointment is made by the President with ratification by the GC.
 4. This section shall not be applicable to the succession of SENIOR VICE PRESIDENT to PRESIDENT, but will apply to the Senior Vice President vacancy created in such a manner.
 5. This section does not apply to un-elected Directors appointed by the President.
 6. This section does apply to DanceSport Delegates.

ARTICLE V - EXECUTIVE COMMITTEE

- A. VOTING DELEGATES: There shall be Voting Delegates of the EC. Voting privileges shall be held by:
 1. National Officers, who are the 1) President, 2) Senior Vice President, 3) Secretary, 4) Treasurer, 5) VP for DanceSport, 6) VP for Social Dance
 2. DanceSport Delegates serving on the EC as designated by DanceSport Council for a term of one (1) year to commence January 1st. DanceSport Delegate representation serving on the EC shall be not less than 20%.
- B. MEETINGS: The EC shall meet periodically as needed when a meeting is called by the President or any three (3) Voting Delegates on the EC. Meetings of the EC shall be chaired by the President or, in the President's absence, by the Senior VP. Any Voting Delegate on the GC may attend meetings of the EC. Phone conference meetings may be held when called by the President or by any three (3) Voting Delegates of the EC. Provided the requirements for a quorum are met, phone conference meetings shall constitute an official meeting of the EC. Every effort shall be made to notify all Voting Delegates in advance of the meeting.
- C. QUORUM AND ACTION: A majority of the Voting Delegates of the EC shall constitute a quorum. However, actions of the EC shall require an assenting vote of not less than a majority of the entire EC.
- D. ACTION WITHOUT A MEETING: The EC shall be empowered to take any action in the absence of a face-to-face or phone conference meeting which it could take at such meetings by obtaining the written consent and approval of a majority of the voting delegates of the EC.
- E. REPORTING: Following each meeting of the EC, the Secretary shall, as quickly as possible, submit a written report of the meeting to each member of the EC, and in any case, prior to the next meeting of that body. Minutes of the EC shall be submitted to the GC within thirty (30) days.
- F. FUNCTION: The function of the EC shall be to implement the policies of the GC and to manage the affairs of USA Dance. The EC may not bind the GC legally by written documents or by financial expenditures. By way of exemplification the following are EC functions:
 1. The EC shall investigate, evaluate, and propose to the GC such changes in organizational structure, rules, etc. as shall, from time to time, be deemed advisable.
 2. The EC shall provide 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 GC.
 3. The EC shall provide appropriate assistance to the President to assure adequate communication and coordination between national, regional, and chapter leadership and with other dance organizations.
 4. The EC shall establish priorities for issues to be submitted to the GC.
 5. The EC shall interpret and enforce the existing enabling documents, bylaws, and rules of USA Dance.
 6. The EC shall approve contracts or special agreements needed to carry out the annual business plan and budget

approved by the GC.

7. The EC shall have the authority to change the name of any of USA Dance's subordinate councils or committees, subject to ratification of the GC.

ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

USA Dance maintains, in the document library, detailed job descriptions for all elected and appointed Officers, Directors, Committee Chairs and Employees reporting to the Governing Council. The duties of each position shall include but not be limited to the following:

Per Article IV. B. 2 – Directorships are appointed by the President and Ratified by the GC. It is not a requirement that all Director positions be filled as some specific job functions may be deemed more appropriately handled via a committee and committee chair structure.

- A. **PRESIDENT (Officer)**: The President shall be the Chief Executive Officer of USA Dance and preside at all membership meetings of USA Dance and all meetings of the GC and EC. The President is responsible for executing the USA Dance Business Plan and Budget approved by the GC. The President shall provide the guidance needed to ensure that the goals of USA Dance are achieved. The President, or his or her designate, shall represent USA Dance at meetings with other organizations or groups. Except for the Nominations Committee, the President shall ex-officio be a member of all USA Dance committees.
- B. **SENIOR VICE PRESIDENT (Officer)**: The Senior VP shall act 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 shall succeed to the Presidency. Duties of the Senior VP shall be designated by the President or the GC.
- C. **SECRETARY (Officer)**: The Secretary shall keep the minutes and record the votes of all meetings of the GC, the EC, and the Annual Members Meeting. The Secretary shall sign, with the President, all contracts and other instruments on behalf of USA Dance when so authorized by the GC. The Secretary shall perform such other functions as shall be designated by the GC or President.
- D. **TREASURER (Officer)**: The Treasurer shall:
 1. be the trustee of all monies and shall deposit them in a bank in the manner designated by the GC
 2. sign all checks, drafts, and notes of USA Dance
 3. maintain complete and accurate financial records
 4. present financial and operations statements to the GC at its regular meetings
 5. present financial reports to the membership at the Annual General Meeting
 6. be bonded or insured by an amount determined by the EC
(cost of securing/maintaining bond to be paid by USA Dance)
 7. cause an audit by an independent audit company to be conducted each year
- E. **VICE PRESIDENT OF DANCESPORT**: The VP of DanceSport shall act as the Chairman of the DSC and oversee and guide the administration and development of DanceSport in the United States in accordance with policies of the GC.
- F. **VICE PRESIDENT OF SOCIAL DANCE**: The VP of Social Dance shall head the Social Dance Division and oversee and guide the administration and development of social/recreational dance in the United States in accordance with policies of the GC.
- G. **DIRECTOR OF PUBLIC RELATIONS**: The Director of Public Relations shall preside over the Public Relations and Communications of USA Dance.
- H. **DIRECTOR OF DEVELOPMENT**: The Director of Development shall preside over the Development and Fund Raising initiatives of USA Dance.
- I. **DIRECTOR OF MEMBERSHIP**: The Director of Membership shall manage the Membership database and processing of USA Dance Membership programs.
- J. **DIRECTOR OF CHAPTER LIAISON**: The Director of Chapter Liaison shall serve as a liaison to the chapters and chapter officials with the National Officers.
- K. **DIRECTOR OF COLLEGE NETWORK**: The Director of College Network shall oversee the College Network program.
- L. **DIRECTOR OF K-12 STUDENT PROGRAMS**: The Director of K-12 Student Programs shall oversee the development and administration of ballroom dance programs and extracurricular dance clubs in elementary, middle, and high schools.
- M. **DIRECTOR OF ADMINISTRATIVE SUPPORT**: The Director of Administrative Support shall oversee service mark and intellectual property issues and administrative and legal-related issues as assigned.
- N. **DIRECTOR OF EDUCATION**:

The Director of Education shall oversee and lead the initiatives of the USA Dance Academy, the educational arm of USA Dance.

ARTICLE VII - DANCESPORT COUNCIL

- A. **FUNCTION:** The function of the DanceSport Council (DSC) is as follows:
1. to serve as the principal advisory body to the USA Dance GC in matters related to competitive DanceSport
 2. to implement and administer the DanceSport policies and rules approved by the USA Dance GC
 3. to implement and administer the DanceSport related administrative procedures and guidelines approved by the USA Dance EC
 4. to promote and regulate DanceSport competitions at local, district, and national levels in accordance with the authority granted by the USA Dance GC
 5. to perform additional DanceSport related functions as determined by the GC, EC, or President
- B. **VOTING MEMBERS:** The voting members of the DSC shall be the following:
1. VP for DanceSport as Chair
 2. DanceSport Delegates (at least 20% of the voting body)
 3. Committee Chairs from each of the DSC Voting Committees
 4. USA Dance President as an ex-officio member
 5. Delegates of other qualifying national sports organizations approved by the GC
- C. **QUALIFICATIONS:**
The voting members on the DSC shall have been USA Dance voting members in good standing for not less than one (1) year preceding their holding a DSC position and shall remain voting members in good standing in order to qualify to continue to serve on the DSC. DanceSport Delegates may simultaneously serve as DSC Committee Chairs; however, they shall only be entitled to a single vote.
- D. **SELECTION AND TERM:**
1. **DANCESPORT DELEGATES:** Each DanceSport Delegate is elected by the voting eligible DanceSport members.
 2. **DSC STANDING COMMITTEE CHAIRS:** Upon assuming office the VP of DanceSport, subject to majority ratification of the GC and the DSC, shall appoint for one year terms DanceSport Committee Chairs in keeping with the DanceSport Council Organizational Chart approved by the GC. In the event a VP of DanceSport vacancy occurs before the end of the term, the Chairs will continue to serve the unexpired portions of their terms. Chairs can be removed by revision to the Organizational Chart in response to market conditions or for cause to be determined by the VP of DanceSport.
- E. **MEETINGS:** The DSC shall meet at least once a year. Meetings may be called, as necessary, by the VP of DanceSport or at least three (3) members of the DSC. Meetings of the DSC shall be chaired by the VP for DanceSport. Any Voting member of the GC may attend meetings of the DSC. The DSC and its Committees are authorized to hold meetings in person, by phone, and/or by utilizing other forms of communication. The seat of the DSC shall be the address of the incumbent VP for DanceSport unless otherwise designated by the DSC.
- F. **DSC COMMITTEES:** DSC Committees are comprised of "Voting" and "Non-Voting" Committees. Each are established by the Organizational Chart approved by the Governing Council. The Committees are established to serve the needs of the DanceSport Council and the VP of DanceSport in administration of the DSC's functions. They are subject to change as the DSC changes to serve the needs of the Athletes and Organizers. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the DSC Organizational Chart.
- G. **QUORUM AND ACTION:** A majority of the current Voting Members shall constitute a quorum. Action may be taken at any meeting where there is a quorum, with resolution requiring an affirmative vote of the majority of current voting members, or two-thirds (2/3) of the quorum, whichever is less.
- H. **ACTION WITHOUT A MEETING:** DanceSport Council shall be empowered to take any action in the absence of a face-to-face or phone conference meeting which it could take at such meetings, by obtaining the written consent and approval of a majority of the voting delegates of the DSC.
- I. **REPORTING:** Following each meeting of the DSC, the individual designated to take minutes by the VP for DanceSport shall, as quickly as possible, submit a written report of the meeting to each member of the DSC, and in any case, prior to the next meeting of that body.
- J. **REMOVAL AND VACANCIES:** Any member of DanceSport Council may be removed for cause by an assenting vote of the membership or body by whom the person was selected or by an affirmative vote of 75% of all the eligible voting members of the DSC. The person in question may not participate in the vote or have his/her vote counted in the 75% 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 shall be automatic upon DSC affirmation of loss of good standing. In the event of death,

resignation, or removal for any reason, the vacancy, in the case of appointed delegates, will be filled for the unexpired term by appointment of the VP for DanceSport. In the case of elected delegates, the vacancies will be filled for the unexpired term by appointment of the President. In both cases, the appointments must be ratified by the GC.

- K. LIMITATIONS: The DSC may not incur indebtedness on behalf of USA Dance without the prior written consent of the GC.

ARTICLE VIII – SOCIAL DANCE COUNCIL

- A. FUNCTION: The function of the Social Dance Council (SDC) of the Social Dance Division is as follows:
1. to serve as the principal advisory body to the USA Dance GC in matters related to social and recreational dance
 2. to implement and administer the Social Dance Policies and Rules approved by the USA Dance GC
 3. to implement and administer the Social Dance related administrative procedures and guidelines approved by the USA Dance EC
 4. to perform additional Social Dance related functions as determined by the GC, EC, or President
 5. to submit an annual business plan and budget to the President and Treasurer
 6. to appoint and supervise the district managers of social dance programs
- B. VOTING MEMBERS: The voting members of the SDC shall be the following:
1. VP for Social Dance as Chair
 2. Chapter Liaison
 3. Area Coordinators from each district of the country.
 4. USA Dance President as an ex-officio member
- C. QUALIFICATIONS: The voting members on the SDC shall have been USA Dance voting members in good standing for not less than one (1) year preceding their holding a Social Dance position and shall remain voting members in good standing in order to qualify to continue to serve on the SDC.
- D. MEETINGS: The VP for Social Dance or at least three members may call meetings as necessary. Meetings shall be chaired by the VP for Social Dance. Any Voting member of the GC may attend meetings of the SDC. The SDC is authorized to hold meetings in person, by phone, and/or by utilizing other forms of communication.
- E. QUORUM AND ACTION: A majority of the voting members shall constitute a quorum. Action may be taken at any meeting where there is a quorum with resolutions requiring an affirmative vote of the majority of current voting members, or two-thirds (2/3) of the quorum, whichever is less.
- F. ACTION WITHOUT A MEETING: The SDC shall be empowered to take any action, in the absence of a face-to-face or phone conference meeting which it could take at such meetings, by obtaining the written consent and approval of a majority of the voting delegates of the SDC.
- G. REPORTING: Following each meeting of the SDC, the individual designated to take minutes by the VP for Social Dance shall, as quickly as possible, submit a written report of the meeting to each member of the SDC, and in any case, prior to the next meeting of that body.
- H. REMOVAL AND VACANCIES: Any member of the Social Dance Council (SDC) may be removed for cause by an assenting vote of the membership or body by whom the person was selected, or by an affirmative vote of 75% of all the eligible voting members of the SDC. The person in question may not participate in the vote or have his/her vote counted in the 75% 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 shall be automatic upon SDC affirmation of loss of good standing. In the event of death, resignation, or removal for any reason, the vacancy, in the case of appointed delegates, will be filled for the unexpired term by appointment of the VP of Social Dance.
- I. LIMITATIONS: The Social Dance Council may not incur indebtedness on behalf of USA Dance without prior budgetary approval of the GC.

ARTICLE IX - USA DANCE ADMINISTRATIVE COMMITTEES

- A. ADMINISTRATIVE COMMITTEES: USA Dance's National Administrative Committees shall be 1) Public Relations, 2) Development, and 3) Nominations and Elections. The President, with GC approval, may create such other Committees for such purposes and duration as are, from time to time, needed.
1. CHAIRPERSONS: The Chairperson of each Committee shall preside over his/her Committee. The Chairperson shall direct the work of the Committee and shall call meetings thereof as needed. Either face-to-face or phone conference meetings may be held. Committees shall also be empowered to conduct business by written correspondence and ballot. The Chairperson shall have such other duties as may be prescribed by the GC.

2. MEMBERS: Members of Administrative Committees other than Nominating Committee shall be appointed by the President.
- B. ADMINISTRATIVE COMMITTEE FUNCTIONS:
1. PUBLIC RELATIONS: The Public Relations Committee shall function to:
 - a. oversee the collection, editing, printing, and distribution of news about GC policies, rules, and actions about competitions; the healthful aspects of dancing; the training, equipment, and performance analysis aspects of dancing; and other items of interest or importance to dancers
 - b. disseminate news about dancing to other media
 - c. prepare brochures and information about dancing for distribution to the general public
 - d. correlate analysis of the benefits to health of ballroom dancing and formulate programs to apprise people of all ages of these benefits
 - e. assist chapters in formulating publicity programs including guidance in writing news releases, meeting with local media personnel, etc.
 - f. perform additional functions as determined by the President, EC, or GC.
 2. DEVELOPMENT COMMITTEE: The Development Committee shall function to:
 - a. identify sources for funding and then implement programs to raise funds for the USA Dance mission; this includes but is not limited to specific programs for each of the following sources: Foundation Grants, Corporations, Governments, and Individuals
 - b. develop USA Dance fund raising literature for use in campaigns directed to each source of funds (with assistance of the Public Relations Committee)
 - c. develop and implement a program to ensure USA Dance compliance with the regulatory and registration requirements regarding solicitation of funds in each state
 - d. carry out additional functions as determined by the President, EC, or GC
 3. NOMINATIONS & ELECTIONS COMMITTEE: The National Nominations Committee shall consist of a Chairperson plus four members drawn from different areas of the country. The Chairperson and members of the Nominating Committee shall be selected by the Executive Committee and ratified by the Governing Council. The Chairperson shall function as the National Elections Director. The Committee shall contain at least twenty percent (20%) Championship Athletes who qualify as athletic representatives under criteria specified by the USOC. The National Elections Director shall coordinate and oversee the activities of the Nominations and Elections Committee and the elections and shall ensure that the elections are conducted in a fair and unbiased manner. All members of the Committee shall refrain from active campaigning or electioneering for any candidate and maintain a non-partisan role throughout the election.
The Nominations and Elections Committee shall function to:
 - a. seek qualified and willing candidates for elected Governing Council positions, taking into consideration relevant prior or current service to USA Dance, experience, and the qualifications for the position being sought
 - b. compile Nominations by Petition and assure the eligibility of nominees
 - c. submit for placement on the ballot all eligible Nominees by Petition and such other qualified candidates as the Committee may approve
 - d. prepare and transmit ballots with a brief resume of each nominee to all Voting Members entitled to vote
 - e. recommend to the EC the names of Tellers to count votes (Chapter and National Officers may not serve as tellers)

In addition to the above provisions, the GC may establish additional reasonable rules governing the election process which shall be enumerated in a "Policy Governing Elections".
 4. SPECIAL COMMITTEES OR TASK FORCES: In addition to Administrative Committees the President may appoint, for terms not to exceed four 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 and availability and may include both members and non-members.
- C. LIMITATIONS: Committees may not:
1. incur indebtedness on behalf of USA Dance without prior written budgetary approval
 2. circumvent or alter the rules, policies, or procedures as established by the Certificate of Incorporation, these Bylaws, or the GC
 3. implement rules or procedures or policies for USA Dance without prior approval of the EC or GC
 4. exceed their prescribed duties or functions

ARTICLE X- NATIONAL NOMINATIONS & ELECTIONS

- A. **NOMINATIONS BY COMMITTEE**: In addition to the qualifications to be a Voting Delegate on the GC outlined in Article IV of these Bylaws, the Nominating Committee shall be mindful of the requirements of compliance with USOC rules regarding competitor representation on the GC. The Nominating Committee shall also comply with the duties outlined in Article IX Section B3 of these Bylaws. The Nominating Committee shall obtain verification in writing of the willingness of each nominee to serve and a resume of their qualifications.
- B. **NOMINATIONS BY PETITION**: Any Voting Member may Nominate-by-Petition any eligible and willing Voting Member for any national office to be elected. The Petition shall contain the name of the nominee and shall be signed by no fewer than one hundred (100) Voting Members in good standing who have not signed any other Petition for the same office in the same year. The Petition and resume of qualifications shall be transmitted to and received by the Nominations Committee at least ninety (90) days prior to the scheduled Date of Election in order to be valid or by such earlier date as may reasonably be set by the National Elections Director. Any Voting Member wishing to suggest a candidate to the Nominations Committee may do so and should have made such suggestion(s) at least ninety (90) days prior to the scheduled date of election or by such earlier date as may reasonably be set by the National Elections Director. Once a date for submission of materials has been set by the National Elections Director, it may only be changed with approval of the Executive Committee.
- C. **ELECTION PROCEDURES**:
1. Ballots for contested positions will show alphabetical arrangement of candidates' names. Ballots and nominees' resumes/qualifications will be available electronically, via U.S. mail, and/or published in American Dancer magazine. Voting may occur electronically, telephonically, and/or via U.S. mail. Ballots will be available to all Voting Members entitled to vote at least thirty (30) days prior to the Date of Election. The Director of Membership Services shall provide the list of eligible Voting Members to the Nominations & Elections Committee. Ballots must:
 - a. Require member number
 - b. Differentiate between DanceSport and Social
 2. The submission to the Voting Members shall include instructions on the proper marking of ballots and the date by which the ballots must be received by the Tellers at the address specified in the instructions.
 3. The National Elections Director shall maintain custody of the ballots and deliver the sealed envelopes to the Election Tellers at the designated time and place.
 4. The EC shall appoint three (3) Election Tellers to receive, count, and record the ballots. The Election Tellers shall not engage in campaigning or electioneering for candidates seeking election.
 5. The ballots and calculations shall be kept by the Director of Elections for a period of six months following the Date of Election for inspection by any Voting Member in good standing.
 6. If errors are found during this six-month period, which would alter the reported results of the election, the correct results shall prevail.
- D. **VALIDITY OF ELECTIONS**: In the event questions are raised regarding fairness of elections or correctness of the results reported by the Elections Committee the EC shall review the matter and make appropriate recommendations to the GC. The GC's decision shall be final.

ARTICLE XI - DISTRICTS

- A. **PURPOSE AND DIVISION**: In order to provide assistance to the chapters of USA Dance, the country shall be 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 Governing Council. 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. **AREA COORDINATORS**: Assistance to chapters in each district will be provided by an Area Coordinator. Area Coordinators will serve as district managers, who, under direction of appropriate national officials, shall initiate regular telephonic, electronic, and face-to-face contact with chapters as necessary to offer guidance and direction to chapters experiencing difficulties or that need assistance in better meeting the dance needs of chapter members. Area Coordinators will be recommended by the Vice President of Social Dance following consultation with the Chapter Liaison and will be appointed by the Executive Committee. Area Coordinators will not have a vote on the Governing Council but will have a vote on the Social Dance Council.

- C. ASSISTANT AREA COORDINATORS: As many Assistant Area Coordinators as necessary may be appointed to assist the Area Coordinator in a district.

ARTICLE XII - CHAPTERS

- A. FORMATION AND RECOGNITION: A chapter may be formed within a specific geographic service area as a constituent body of USA Dance. Each chapter shall be autonomous in managing chapter affairs in its service area but shall abide by the rules and requirements of National USA Dance and its subordinate bodies. Chapters and their officers shall comply with the requirements for constituents as set forth in the Articles of these Bylaws. The chapter must have no fewer than twenty-five (25) USA Dance Voting Members in good standing in order to become or to remain a recognized chapter. At least fifty-one percent (51%) of a chapter's board of directors must be comprised of eligible voting members.

Chapters shall function under the following set of rules established in these bylaws. Additional policies or guidelines may be written to supplement the rules found in these bylaws.

1. The chapter shall be managed by a board of directors of not less than seven (7) and not more than nine (9) Voting Members of both USA Dance and the Chapter consisting of at least a President, Vice President, Secretary, and Treasurer and three to five (3 to 5) Directors-At-Large. Chapter boards that feel they need more than nine (9) members or fewer than seven (7) members may petition the Executive Committee of the Governing Council for an exception. The Executive Committee shall consider each exception on its merits.
2. The Chapter's Officers shall be elected by the Chapter's Board of Directors for terms not to exceed two years and until their successors are elected. Chapter board members may resign at any time but such resignations shall not become effective until presented to and accepted by the Chapter Board of Directors. Prior to acceptance by the Board of Directors, a resignation may be withdrawn at any time. In cases of vacancies due to death, incapacity, or other emergencies, the chapter President may appoint an acting officer to fill the vacant positions pending election of a successor. A Chapter Treasurer's responsibilities shall not end until the funds and financial records of the Chapter are delivered to the new Treasurer.
3. Board vacancies that occur between elections may be filled for the remainder of that term by majority vote of the remaining members of the board.
4. The chapter seat shall be the address of the incumbent President unless otherwise directed by the managing board of the chapter.
5. Any board member may be removed for cause by an assenting vote of a majority of the membership or by an affirmative vote of 75% of the Board of Directors. Any chapter officer may be removed for cause by an affirmative vote of 75% of the Board of Directors. Any board member who is absent for more than three consecutive board meetings or absent for more than 60% of the total meetings of the board during any six-month period may, upon a vote of 75% of the remaining board members, be considered to have Resigned by Absence.
6. Each chapter may choose its name subject to national guidance and subsequent approval of the GC.
7. Each chapter shall identify itself as a USA Dance chapter and include the chapter's identifying number in all correspondence, advertising, etc.
8. Each chapter shall hold membership meetings for its members not less than once in each calendar year and shall keep its members informed.
9. Chapters may publish and distribute newsletters in consonance with the rules of USA Dance.
10. Chapters may assess and collect local dues which shall be separate from national or regional dues of USA Dance.
11. All funds of the chapter must be maintained in bank accounts approved by the national treasurer and must include federal tax identification.
12. Chapters shall 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.
13. Chapters shall submit an Annual Report as well as periodic financial reports in the form and frequency specified by National USA Dance. The Annual Report shall include the chapter's plans and goals to promote ballroom dance in its service area during the next year.
14. Chapters in highly populated areas shall, subject to guidance by applicable national officials, develop branch chapters and facilitate their growth into independent certified chapters.
15. Chapters shall not bind National USA Dance officers or the GC legally by written documents or by financial expenditures.
16. In the event of dissolution of a chapter, the net assets remaining after payment of chapter obligations shall 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 shall inure to and become the property of the national treasury of USA Dance.

- B. AUTHORITY: Each chapter shall have the powers:
1. to solicit members
 2. to assess and collect dues
 3. to organize chapter and other activities including, but not limited to, competitions, social dances, dance workshops, team matches, educational seminars, fund raisers, etc.
 4. to publish newsletters
 5. to create committees in furtherance of its purposes and functions
 6. to make and enforce such rules or policies for the chapter as are deemed appropriate, provided they do not contravene the rules or policies of National USA Dance
- C. PURPOSES: Chapters shall engage in activities that promote and support ballroom dance and DanceSport and shall act as a liaison between the chapter's members and National USA Dance as required.
- D. MEMBERSHIP: Membership in USA Dance is granted by the national organization and membership categories and privileges shall be determined and regulated by National USA Dance.
- E. BOARD OF DIRECTORS: Authority and management of a chapter shall be vested in the chapter's board of directors, who must be voting members of the chapter and USA Dance in good standing.
- F. CHAPTER ELECTIONS:
1. Board members shall be elected by the voting members of the chapter and USA Dance every two years
 2. Requests for nominations shall be sent to each voting member by mail, electronically, or by a posting on the chapter's website at least one month in advance of the chapter election.
 3. Ballots shall be sent to all voting members, clearly indicating the return address and deadline for receipt of completed ballots.
 4. In the event an election is conducted at a general meeting, notice of the election shall be sent to all voting members by mail, electronically, or by a posting on the chapter's website at least one week in advance of the general meeting at which the election is to occur.
 5. The nominees with the largest number of votes shall be assigned Board positions sequentially.
 6. In the event that a tie vote occurs between the last nominees to be assigned board positions, then the board members who received a larger number of votes shall decide which shall be elected to the remaining board positions at the first board meeting following the general election.
 7. The board shall hold a general election within two months following the receipt of a petition signed by at least twenty voting members in good standing.
- G. CHAPTER OFFICERS: The officers of the chapter shall be the President, Vice President, Secretary, and Treasurer, who shall be current board members. They shall be elected by the board of directors from among the members of the board 1) at the first meeting of the board following a general election, 2) when an officer position is vacated for any reason, or 3) when one half of the total number of current board members call for an election at a board meeting. In the event that more than two candidates receive votes for an officer position, a runoff election will be held for the two nominees who receive the largest number of votes.
- H. CHAPTER PRESIDENT: The chapter president shall preside at all chapter board meetings, see that orders and resolutions of the board are carried out, serve as an ex-officio member of all chapter committees, and have other authorities and responsibilities as assigned by the board.
- I. CHAPTER VICE PRESIDENT: The chapter vice president shall act in the place and stead of the president in the president's absence or incapacity, succeed the president in the event of a vacancy in the office of the president until a new president is elected, and have other authorities and responsibilities as designated by the board.
- J. CHAPTER SECRETARY: The chapter secretary shall keep the minutes of all board meetings, record all votes at meetings and actions taken between meetings, distribute the minutes to board members at the next regular meeting, correspond with other individuals and organizations on behalf of the chapter, and have other authorities and responsibilities as designated by the board.
- K. CHAPTER TREASURER: The chapter treasurer shall be responsible for collecting and depositing all chapter monies; signing all chapter checks, drafts and notes; maintaining complete and accurate financial records; presenting financial statements at board meetings; performing any financial reporting requirements of National USA Dance; and fulfilling any other authorities and responsibilities as designated by the board.
- L. DELEGATION: Officers and Board members may delegate specific tasks to other individuals but shall retain the responsibility for those tasks.
- M. COMMITTEES: Standing or ad-hoc committees may be created or dissolved and given specific authorities, responsibilities and/or tasks by the board. Committees shall not incur indebtedness on behalf of the chapter or otherwise

commit the chapter without the prior approval of the board, circumvent or alter rules, policies or procedures of the chapter or National USA Dance, or exceed their prescribed duties or functions. Chapter committee chairpersons shall preside over the committees' meetings; recruit, appoint and dismiss committee members under direction of the chapter's board; implement the authorities, responsibilities and/or tasks assigned the committees by the board; report on the committees' actions to the board in writing or in person at intervals determined by the board, and see that the committees abide by the policies established by the board and by National USA Dance.

N. MEETINGS:

1. **REGULAR MEETINGS:** Regular meetings of the board shall be held as determined by the board, but no less than four times each year, and all board members and committee chairpersons shall receive two weeks advance notice of regular meetings.
2. **SPECIAL MEETINGS:** Special board meetings may be called for any purpose by the president; or in his or her absence, inability, or refusal to act by the vice president; or by any three (3) board members. Notice of special board meetings must be communicated to all board members and committee chairpersons at least two days in advance.
3. **GENERAL MEETING:** A general meeting shall be held at least once each calendar year for the entire chapter membership. Notice of the meeting shall 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 shall be reached by a simple majority of the board members present at a meeting, provided a quorum of two-thirds (2/3) of all current board members exists. Votes resulting in a tie shall be reconsidered at a later time. No proxy votes are allowed.
5. **MEETINGS IN THE ABSENCE OF A QUORUM:** In the absence of a quorum the board may hear reports and hold discussions; however, any decisions reached must be approved by the required number of board members at a later time before taking effect,
6. **VOTES BETWEEN MEETINGS:** In between meetings, decisions which cannot or should not be delayed until the next meeting may be made via teleconference or by electronic vote provided the requirements of a quorum are met. [
7. **MEETING ATTENDANCE:** Board meetings shall be open to the following individuals, unless the board votes to hold a closed session: all chapter members without invitation, officers or committee members of National USA Dance without invitation, and other interested individuals upon invitation by a board member and concurrence of the board.

ARTICLE XIII - FINANCIAL ADMINISTRATION

- A. **FISCAL YEAR:** The financial year for USA Dance and its chapters shall be the calendar year. Terms of officers shall begin January 1 of a given year.
- B. **DUES:**
 1. Annual dues for each class of membership shall be established by the EC and be subject to ratification by the GC at its next meeting.
 2. The membership year of DanceSport members shall be the calendar year. The term of membership for new DanceSport members who enroll after December 31st shall be the remainder of the current calendar year.
 3. The annual membership year of Social Dance members shall be the twelve (12) months following the month in which first enrolled. The term of membership for a new Social Dance member shall be the twelve (12) months following initial enrollment.
 4. Any member whose dues remain unpaid for three (3) months shall be dropped as a member.
 5. If a member's dues are paid later than three (3) months after becoming due, but within six (6) months, the member shall be reinstated to good standing upon receipt. If a member's dues become more than six (6) months past due, the member shall be considered to have resigned and shall be dropped from the rolls.
- C. **BOOKS AND RECORDS:** The books and records of USA Dance shall be open to inspection by any Voting Member in good standing and to inspection by other such persons as may be approved by the EC or GC. 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 GC. Copies of USA Dance's rules and regulations shall be available to any interested party via free download from the USA Dance Document Library.

ARTICLE XIV - INDEMNIFICATION

The GC may opt to obtain insurance or otherwise indemnify the Voting Delegates of the GC against liabilities, suits, or other

actions arising against them personally for situations arising which are directly related to their service to USA Dance. However, there shall be no indemnification of any person found guilty of committing unlawful acts and no indemnification that would be unlawful or contrary to public policy. Accident and medical insurance may be obtained for USA Dance sanctioned competitions and for social dance activities sponsored and managed by USA Dance and its chapters and regions.

ARTICLE XV - BINDING ARBITRATION

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

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

ARTICLE XVI - NATIONAL GOVERNING BODY COMPLIANCE

- A. CONSIDERATION OF REQUESTS FOR COMPETITION SANCTIONS: Any competition organizer may apply to USA Dance for sanction of an amateur DanceSport competition. All requests for sanctions shall be promptly reviewed by USA Dance and shall be granted unless the DSC, under the authority of the GC, 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 amateur DanceSport or otherwise violate USA Dance rules.
- B. USA DANCE COMPETITIONS: USA Dance shall annually organize and hold, or cause to be organized and held, the National DanceSport Championships. USA Dance, its constituent bodies, and its members shall 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, shall be subject to disciplinary action. In addition to the USA National DanceSport Championships, USA Dance shall foster and/or organize such international, NQE, and local competitions, both championships and others, as shall be deemed in the best interest of eligible dancers and dancing in the United States.
- C. SANCTIONING AUTHORITIES:
 1. Each chapter shall have sanctioning and organizational jurisdiction over its respective chapter competition.
 2. The DSC, under the authority of the GC, shall have sanctioning and organizational jurisdiction over the National DanceSport Championships, over all "Protected Championships," over all championships designated as National Qualifying Events (NQE's), and over all events involving international competitors who are eligible under WDSF eligibility rules and who are members in good standing of the relevant WDSF recognized national member body.
 3. The DSC shall have the authority, after due notice, to suspend the sanctioning authority of chapters in violation of published rules, policies, and procedures. Such suspensions can be appealed to the EC.
 4. The process for submitting an application for sanction of a competition and the sanctioning fees and conditions are outlined in the USA Dance DanceSport Rulebook.
 5. The responsibilities of a Competition Organizer and the Officials of a DanceSport Competition sanctioned by the DanceSport Council are outlined in the USA Dance DanceSport Rulebook.
- D. PARTICIPATION AND REPRESENTATION:
 1. The eligibility requirements of individuals or teams to represent the U. S. in Protected International Competitions shall be 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. shall be offered in the numeric order of placement in the qualifying competition.
 - d. The qualifying event to select United States representatives to Protected International Competitions shall be the National DanceSport Championship competition sanctioned by USA Dance preceding the Protected International Competition.
 2. United States citizens or permanent residents desirous of participating in any USA Dance sanctioned event must be members in good standing of USA Dance.
- E. PARTICIPATION IN NON PROTECTED INTERNATIONAL COMPETITIONS: With respect to an international competition which is not a "Protected Competition," USA Dance will allow any eligible dancer 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 previously in this Article.

- F. **FOREIGN COUNTRY PARTICIPANTS:** In accordance with WDSF Competition Rules, participants from a foreign country in a USA Dance sanctioned event shall demonstrate their eligibility to compete by showing evidence of current membership ~~and~~ 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 shall be 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 XVII - AMENDMENTS AND CONFLICTS

- A. **AMENDMENTS:** These Bylaws may be amended or repealed by two-thirds (2/3's) of votes received from Voting Members in good standing by mail ballot.
1. Amendments may be proposed by the GC on its own initiative or upon petition by any one hundred (100) Voting Members in good standing. All such amendments shall be presented by the GC to the membership with or without recommendation.
 2. The ballot to amend these Bylaws shall be at a time determined by the GC, but in no event less than once each calendar year if amendments have been proposed.
 3. A vote by 400 or more of USA Dance's voting members in good standing shall constitute a quorum.
- B. **BYLAWS REVISED BY GOVERNING COUNCIL:** As an alternative to A. above, these bylaws may be amended or repealed by three-fourths (3/4's) of votes of the filled positions of the GC.
- C. **CONFLICTS:** In case of conflict, the order of priority of control shall be:
1. **FIRST PRIORITY** to: Certificate of Incorporation
 2. **SECOND PRIORITY** to: These Bylaws
 3. **THIRD PRIORITY** to: Rules and Policies approved by the Governing Council
 4. **FOURTH PRIORITY** to: Procedures approved by the Executive Committee

APPENDIX DEFINITIONS - TERMS AS USED IN BYLAWS

AFFILIATE ORGANIZATION MEMBER

A dance organization (college, university, high school, or other dance club) that supports the aims and objectives of USA Dance and wishes to work with USA Dance as an organization but does not wish to be a chapter. Individuals who belong to such organizations may also become affiliate individual members of USA Dance. Affiliate organizations are defined as those independent DanceSport organizations which conduct DanceSport programs at less than the national championship level. Such organizations shall affiliate with the appropriate regions and chapters and shall gain their voice in USA Dance affairs through such affiliations.

ATHLETE

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

ASSOCIATE MEMBER

A person or a business who wishes to support the goals and objectives of DanceSport but who does not qualify as a member in another member category

ASSOCIATE ORGANIZATION

An organization that is not eligible or desirous of affiliate membership but who wishes to support the aims and objectives of USA Dance.

BALLROOM DANCER

A keen dancer and supporter of DanceSport who does not compete but strives to dance at proficiency levels similar to those who do compete

CHAMPIONSHIP ATHLETE

Any voting member who has represented the United States in international DanceSport competition held under the jurisdiction of the WDSF within the preceding ten (10) years or who as a competing eligible athlete is qualified to dance only in the Championship proficiency level of any DanceSport category in any age group as defined in the rules approved by the Governing Council of USA Dance and who has placed in the top 50% of couples entered in such championship event within the preceding ten (10) years

CN

College Network

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

Competitive dancing.

DANCESPORT DELEGATE

An Athlete who has placed in the top 50% of Championship Athletes in any style or age category at the USA Dance National Championships within the previous ten (10) years or has been a WDSF World Representative within the previous ten (10) years preceding his/her election

DSC

The DanceSport Council

EXECUTIVE COMMITTEE (EC)

The executive body of USA Dance

GOOD STANDING

A Membership that is in compliance with all rules and regulations and current with all financial obligations.

GOVERNING COUNCIL (GC)

The governing board of USA Dance

INSTRUCTOR

An individual who is engaged in the instruction of dance

INTERNATIONAL DANCESPORT ATHLETIC COMPETITION

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

IOC

The International Olympic Committee

MANAGER

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

NQE

National Qualifying Event

NATIONAL SPORTS ORGANIZATION

Independent multi-sport or DanceSport sports organizations which conduct national DanceSport programs on a level of proficiency appropriate for selection and development of DanceSport Athletes to represent the United States in international DanceSport competition. National Sports Organizations are organizations whose international federation is affiliated with the World DanceSport Federation (WDSF).

OFFICIAL

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

ORGANIZER

An individual who is engaged in organizing and managing dance events

PROTECTED CHAMPIONSHIP:

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 USOC 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

A majority of the voting members of a council, board, or other constituent body within USA Dance unless stated otherwise in these bylaws.

Any Ex-Officio member of a council or committee is not counted when figuring the quorum even when they are present at the meeting. The Ex-Officio of councils or committee may only vote to break a tie.

SANCTION

A certificate of approval issued by authority of USA Dance

SDC

The Social Dance Council

SOCIAL DANCER

A recreational dancer who does not compete but who enjoys dancing and appreciates the physical, mental, and social benefits of engaging in a regular program of dancing and wishes to support USA Dance and the Olympic movement

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 Athletes

USA DANCE

USA Dance, Inc.

USOC

The United States Olympic Committee

WDSF

The World DanceSport Federation