



USA Dance, Inc.

Bylaws

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Version 2022B

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USA DANCE BYLAWS

ARTICLE I - NAME AND STATUS

- A. **NAME:** The name of the Corporation shall be 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 may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and 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.

ARTICLE II - OFFICES

- A. **SEAT:** The seat of USA Dance is the address of the incumbent President unless otherwise directed by the Board of Directors.
- B. **BUSINESS OFFICE** USA Dance may at any time and from time-to-time change the location of its principal office. USA Dance may have such other offices, either within or outside Virginia, as the Board of Directors may designate or as the affairs of USA Dance may require from time to time.
- C. **REGISTERED OFFICE:** The registered office of USA Dance required by the Virginia Nonstock Corporation Act Title 13.1, Chapter 10 of the Virginia Code (referred to in these Bylaws as “Nonprofit Corporation Act”) shall be maintained in Virginia. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Dance, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Dance. The registered office may, but need not be, the same as the principal office.

ARTICLE III - MISSION & STRUCTURE

- A. USA Dance is organized and operated exclusively for charitable and/or educational purposes as set forth in its Certificate of Incorporation.
- B. **MISSION:** The Mission of USA Dance is to improve the quality and quantity of dance in the United States, to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American, ParaPan American, IWGA World Games, World Championships and other international competitions, and to promote and grow DanceSport in the United States.

C. **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 chairs (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 regions and districts.

ARTICLE IV – CERTIFICATION AS NATIONAL GOVERNING BODY

A. **CERTIFICATION AS A NATIONAL GOVERNING BODY:** USA Dance shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for DanceSport in the United States. In furtherance of that purpose, USA Dance shall comply with the requirements for certification as a National Governing Body as set for in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Dance shall:

1. **GOVERNANCE AND COMPLIANCE**

- (a) fulfill all responsibilities as a NGB as set forth in the Act and within the statutes of the International Olympic Committee (the “IOC”) recognized International Governing Body for DanceSport
- (b) provide an equal opportunity to participate in DanceSport competitions and other organizational activities, without discrimination on the basis of race, color, national origin, sex, sexual orientation, gender identity or expression, religion, age, disability and with fair notice and opportunity for a hearing before declaring such individual ineligible to participate
- (c) adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
- (d) adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- (e) adopt and maintain appropriate good governance practices
- (f) be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- (g) adopt and enforce a code of conduct for its employees, members, Board of Directors, and officers including clear conflicts of interest principles
- (h) adopt and enforce ethics policies and procedures
- (i) demonstrate an organizational commitment to diversity and inclusion
- (j) submit to binding arbitration in any controversy involving--
 - (i) its certification as a national governing body, upon demand of the USOPC; and
 - (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, training, administrator, or official
 - a. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of

arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.

(k) satisfy such other requirements as are set forth by the USOPC

2. **FINANCIAL STANDARD AND REPORTING PRACTICES**

(a) demonstrate financial operational capability to administer its sport

(b) be financially and operationally transparent and accountable to its members and to the USOPC

(c) adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)

(d) submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually

(e) post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years

(f) satisfy such other requirements as are set forth by the USOPC

3. **ATHLETE SAFETY**

(a) encourage and support research development and dissemination of information in the areas of sports medicine and safety

(b) comply with all applicable athlete safety and child protection laws

(c) comply with the policies and requirements of the US Center for Safe Sport

(d) maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC

(e) comply with the anti-doping policies of the IOC recognized International Governing Body for DanceSport, USOPC, and with the policies and procedures of USADA

(f) satisfy such other requirements as are set forth by the USOPC

4. **SPORT PERFORMANCE**

(a) maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence and in growing the sport

(b) maintain and implement effective plans for successfully training DanceSport athletes

(c) establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws), and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials

(d) establish clear athlete, team, and team official selection procedures for international events, and timely disseminate such procedures to the athletes and team officials

(e) effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams

(f) competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable

(g) satisfy such other requirements as are set forth by the USOPC

5. OPERATIONAL PERFORMANCE

- (a) demonstrate managerial capability to administer its sport
- (b) obtain and keep current insurance policies in such amount and for such risk management as appropriate
- (c) actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
- (d) maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- (e) adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
- (f) not interfere in any way with an investigation undertaken by the US Center for Safe Sport
- (g) cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic,” “Pan American,” “Parapan American” and their derivatives, as well as their symbolic equivalents
- (h) satisfy such other requirements as are set forth by the USOPC

6. COMMUNITY DEVELOPMENT

- (a) organize and foster programs for the recreational enjoyment of dancing by all ages and create opportunities for the general public to participate in dancing and other dance activities
- (b) organize and foster educational programs for the public about the health, training, equipment, performance analysis, and sporting aspects of DanceSport and recreational dancing
- (c) encourage and provide assistance to athletic programs and competitions for disabled individuals in DanceSport and recreational dance including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in DanceSport competition
- (d) organize and foster programs for DanceSport and recreational dancing in colleges, high schools, middle schools, primary schools, and other dance organizations
- (e) organize and foster educational programs for the public about the healthful aspects of dancing such as its physical, mental and social benefits

B. NATIONAL GOVERNING BODY SAFESPORT AND ANTI-DOPING OBLIGATIONS

1. COMPLIANCE WITH THE USOPC AND U.S. CENTER FOR SAFESPORT POLICIES AND PROCEDURES

- (a) As a member of the United States Olympic & Paralympic Committee, USA Dance shall adhere to the athlete safety rules and regulations of the USOPC.
- (b) USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations.
 - (i) The USOPC has designated the U.S. Center for SafeSport as that organization.
 - (ii) The current safe sport rules, policies and procedures are available at the offices of USA Dance or on-line at the following website:
<https://usadance.org/page/Policies>

- (c) USA Dance shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport’s rules, policies, and procedures, as they may be modified or amended from time to time.
 - (i) USA Dance’s current athlete safety rules, policies, and procedures are available at the offices of USA Dance or on-line at the following website:
<https://usadance.org/page/Policies>

2. COMPLIANCE WITH THE IOC RECOGNIZED INTERNATIONAL GOVERNING BODY FOR DANCESPORT, USOPC, AND UNITED STATES ANTI-DOPING AGENCY (USADA) RULES AND REGULATIONS

- (a) As a member of the United States Olympic & Paralympic Committee, USA Dance shall adhere to the anti-doping rules and regulations of the USOPC.
- (b) Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations.
 - (i) The USOPC has designated USADA as that organization.
 - (ii) The current anti-doping rules, policies and procedures are available at the offices of USA Dance or on-line at the following website:
<https://usadance.org/page/AntiDoping>
- (c) As the recognized National Member Body for the United States by the IOC recognized International Governing Body for DanceSport, USA Dance shall adhere to their anti-doping rules and regulations.

C. AUTONOMY: Except for compliance with the rules of IOC recognized International Governing Body for DanceSport 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. Autonomy includes self-determination of the titles, locations, dates, authorization, and rules for the conduct of USA Dance sanctioned dance events (both Championships and others), and such other items as may periodically be required and/or considered such in accordance with USOPC regulations and practices.

ARTICLE V – 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 excluding the Northern Mariana Islands, American Samoa, Guam, Puerto Rico and the U.S. Virgin Islands, or to individuals in an active DanceSport Partnership with a United States Citizen or Lawful Resident.
- 2. Organizational membership is restricted to organizations that are located in the United States or one of its possessions excluding the Northern Mariana Islands, American Samoa, Guam, Puerto Rico and the U.S. Virgin Islands.
- 3. Individual membership will at all times be open to any recreational dancer, athlete, coach, organizer, official, or supporter who is active in DanceSport or recreational dancing.
- 4. USA Dance will not discriminate on the basis of race, color, national origin, sex, sexual

- orientation, gender identity or expression, religion, age, disability, or marital status
5. Membership in USA Dance is a privilege. An individual or organization is and continues to be eligible provided they are in compliance with the applicable good standing requirements that may be periodically established by the Board of Directors. Noncompliance is subject to suspension or loss of membership.

B. USA DANCE MEMBERSHIP CATEGORIES: Individual members from the following membership groups who are eighteen (18) years of age or older and in good standing with USA Dance shall be eligible to vote in the elections for National Officer and DanceSport Delegate positions:

1. Social Dance Advocate, Social Adult Dancer, Social Dance Teacher, Amateur DanceSport Ballroom Athlete, Pro/Am Amateur DanceSport Ballroom Athlete, Amateur DanceSport Ballroom Student, DanceSport Ballroom Advocate, Professional DanceSport Ballroom Athlete, Professional DanceSport Ballroom Coach, Professional DanceSport Ballroom Official, DanceSport Breaking Athlete, DanceSport Breaking Advocate, DanceSport Breaking Non-Adjudicator Official, DanceSport Breaking Adjudicator Official, Special Olympics Coach, Special Olympics Unified Sports Partner
2. An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. Notwithstanding these restrictions on voting, membership in USA Dance is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Dance sixty (60) days prior to the date of the election in order to be eligible to vote in an election.

C. SELECTION AND TERM OF NATIONAL OFFICERS AND ATHLETE DELEGATES:

1. NATIONAL OFFICERS:

- (a) The national officers will be elected in at-large national elections of all voting members in good standing as of October 1st in the election year with the following adaptations:
- (b) The VP for DanceSport Ballroom Division will be elected by the voting DanceSport Ballroom Division members
- (c) The VP for DanceSport Breaking Division will be elected by the voting DanceSport Breaking Division members
- (d) The VP for Social Dance will be elected by the voting Social Dance members

2. ELECTION CYCLES:

- (a) The President, Secretary, VP for Social Dance, and VP for DanceSport Ballroom Division are elected in years evenly divisible by four to a four year term.
 - (i) The current VP for Professional Division shall become the VP for DanceSport Ballroom Division on January 1, 2023.
- (b) The Senior Vice President, Treasurer, VP of DanceSport Breaking Division are elected in years that are not evenly divisible by four to a four year term.
 - (i) The VP of Breaking Division will enter the election cycle beginning 2026

3. ELECTION DATE AND EFFECTIVE DATE:

- (a) The date of election should be on or about November 1st of each election year.

- (b) The person elected is the person receiving the plurality of votes and will take office on January 1st of the year following the election.

4. **DANCESPORT DELEGATE:**

- (a) Each DanceSport Ballroom Athlete Delegate must be an Elite Ten-Year Championship Athlete as defined by the USOPC Bylaws OR represented the United States at the IWGA World Games or IOC Recognized IF for DanceSport World Cup within the last ten years OR have finished in the top 50% in Championship level event at the National Championships within the last three years. Each DanceSport Ballroom Athlete Delegate must be elected in an at-large election by voting professional and amateur Athletes in good standing as of October 1st. The date of the election should be on or about November 1st of each election year. The DanceSport Ballroom Athlete Delegates elected are those receiving the plurality of the vote by professional and amateur athletes and will take office on January 1st of the year following the election.
 - (i) DanceSport Ballroom Athlete Delegates 1 (Senior age category gender identify as male or non-binary), 2 (Adult gender identify as female or non-binary), 3 (Adult gender identify as male or non-binary), 4 (Adult age gender identify as female or non-binary) are elected in years evenly divisible by four to a four year term.
 - (ii) DanceSport Ballroom Athlete Delegates 5 (Adult gender identify as male or non-binary), 6 (Senior gender identify as female or non-binary), 7 (non-gender identity or age category specific) are elected in even years that are not evenly divisible by four to a four year term.
- (b) Each DanceSport Breaking Athlete Delegate must be an Elite Ten-Year Championship Athlete as defined by the USOPC Bylaws OR represented the United States at the IWGA World Games or IOC Recognized IF for DanceSport World Cup or World Urban Games within the last ten years. Each DanceSport Breaking Athlete Delegate must be elected in an at-large election by voting Athletes in good standing as of October 1st who meet the USOPC definition of a Ten-Year Athlete. The date of the election should be on or about November 1st of each election year. The DanceSport Breaking Athlete Delegates elected are those receiving the plurality of the vote and will take office on January 1st of the year following the election.
 - (i) Effective 2024, DanceSport Breaking Athlete Delegate 1 (Bboy), 2 (Bboy), 3 (Bgirl) are elected in years evenly divisible by four to a four term.
 - (ii) Effective 2026, DanceSport Breaking Athlete Delegates 4 (Bgirl), 5 (Bgirl), 6 (Bboy), 7 (either Bboy or Bgirl) are elected in even years that are not evenly divisible by four to a four term.
- (c) No DanceSport Athlete Delegate may serve for more than 2 full consecutive terms

5. **VACANCIES:**

- (a) Within ten calendar days of learning of a vacancy of a National Officer or DanceSport Delegate position, the President (or their designee) must notify the membership of the vacancy and in said notice invite any qualified 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.
- (b) The vacant National Officer or DanceSport Delegate position must not be filled until a period of time not less than ten calendar days has elapsed from the time of the notification to the membership. The vacancy will be filled for the unexpired term by

Presidential appointment subject to majority ratification by the Board of Directors.

- D. VOTING MEMBERS:** 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.
- E. CONDUCT:** USA Dance will keep its members informed of its rules and standards. Members must abide by the Code of Conduct and all other 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.
- F. MEMBERSHIP SAFESPORT OBLIGATIONS:**
1. As a condition of membership, the Board of Directors, DanceSport members and any individual who participates in USA Dance events (whether or not an USA Dance member) agrees to comply with and be bound by the safe sport rules, policies, and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of U.S. Center for SafeSport for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USA Dance's rules that falls within the jurisdiction of the U.S. Center for SafeSport.
 2. As a condition of membership, the Board of Directors, DanceSport members, and any individual who participates in USA Dance events (whether or not an USA Dance member) agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Dance, and to submit, without reservation or condition, to the jurisdiction of USA Dance for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USA Dance's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction.
 3. To the extent any USA Dance rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.
- G. MEMBERSHIP ANTI-DOPING OBLIGATIONS:**
1. It is the duty of all DanceSport members and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Dance, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of World Anti-Doping Agency (WADA), the IOC recognized International Governing Body for DanceSport, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by said organizations.
 2. If it is determined that a DanceSport member may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management

- authority of the IOC recognized IF for DanceSport, if applicable or referred by USADA.
3. In addition, DanceSport Athletes and Officials agree to submit to drug testing by the IOC recognized International Governing Body for DanceSport and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

H. RIGHTS TO PARTICIPATE:

1. OPPORTUNITY TO PARTICIPATE:

- (a) Participation in a DanceSport competition is restricted to members meeting the eligibility criteria for the respective competition.
 - (b) 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 by the USOPC
 - (c) Neither USA Dance, nor any member of USA Dance, subsequent to such competition, censure or otherwise penalize any such athlete who participates in such competitions.
 - (d) Any athlete who alleges such denial by USA Dance, or a member of USA Dance, of a right established in this Section, should immediately inform the President of USA Dance, who will cause an investigation to be made and steps to be taken to settle the controversy. The athlete may refer the matter promptly to the Executive Director of the USOPC for action under the USOPC Constitution if such Article applies, or for non-protected competitions, may follow the procedures defined below in Article XVIII.
2. **FAIR NOTICE:** Fair notice and an opportunity for a hearing will be accorded to any DanceSport member named as a respondent, before USA Dance declares such individual ineligible to participate in any international 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.

I. RESIGNATION OR TERMINATION OF MEMBERSHIP:

1. The membership of any member may be terminated at any time with cause by the Board of Directors and all remaining membership dues and other related fees shall be forfeited to USA Dance. A member shall have the right to fair notice and a hearing prior to termination. USA Dance may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership
2. 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.

J. TRANSFER OF MEMBERSHIP: Members may not transfer their membership in USA Dance. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Dance.

K. MEETINGS OF MEMBERS: Within each calendar year, there will be an Annual General Meeting (AGM) open to attendance by Members. The AGM shall be held virtually or in person at a venue determined by the Board of Directors. At the AGM, national officers and directors will present reports pertinent to USA Dance and its chapters.

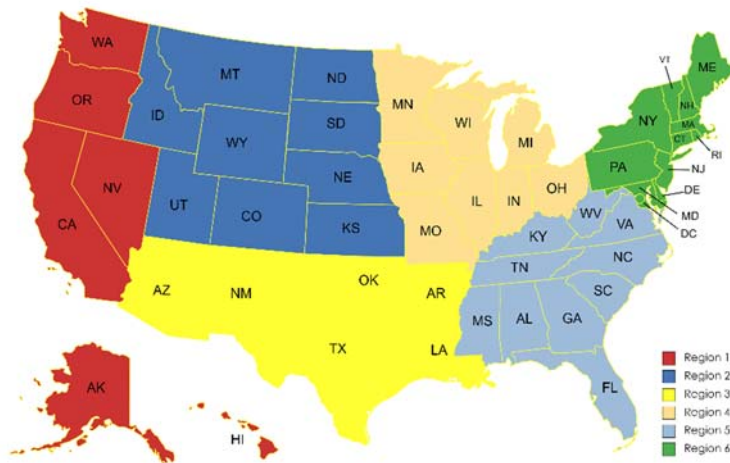
L. ACTIONS AND LIMITATIONS OF MEMBERS:

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

ARTICLE VI – REGIONAL DIVISIONS

A. REGIONAL DIVISIONS:

1. The Board of Directors shall divide the United State into geographic regions as the Board determines in its sole discretion will be serve the interests of DanceSport.
2. The Board of Directors may only change the geographic region division once every four (4) years after the initial division.
3. The regions shall be an extension of USA Dance and not separate entities.
4. USA Dance may authorize regional competitions or conduct such other regional activities that promote the mission of USA Dance as the Board of Directors determine in their sole discretion.
5. Geographic regions shall comply with all obligations and requirements that NGBs must follow under the Sports Act and USOPC Bylaws.
6. The Regions are:



B. DISTRICT DIVISIONS:

1. The Board of Directors shall divide the United State into geographic districts as the Board determines in its sole discretion will be serve the interests of the recreational chapters of USA Dance.
2. 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.
3. The Board of Directors may only change the geographic district division once every four (4) years after the initial division.
4. The districts shall be an extension of USA Dance and not separate entities.
5. The districts are:



ARTICLE VII - BOARD OF DIRECTORS (BOD)

B. GENERAL POWERS: Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Dance shall be managed by, its Board of Directors.

C. FUNCTION: The USA Dance Board of Directors shall represent the interests of the DanceSport community for USA Dance in the United States and its athletes by providing USA Dance with

policy, guidance, and strategic direction. The Board shall

1. oversee the management of USA Dance and its affairs;
2. implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USA Dance, and to evaluate Board performance;
3. may select, compensate, evaluate and terminate an Executive Director or other employees, and plans for management succession;
4. reviews and approves USA Dance's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
5. sets policy and provides guidance and strategic direction to management on significant issues facing USA Dance;
6. reviews and approves significant corporate actions;
7. oversees the financial reporting process, communications with stakeholders, and USA Dance's legal and regulatory compliance program;
8. oversees effective corporate governance;
9. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
10. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committee, selects independent auditors;
11. monitors to determine whether USA Dance's assets are being properly protected;
12. monitors USA Dance's compliance with laws and regulations and the performance of its broader responsibilities;
13. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
14. ensures that USA Dance adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

D. DIVERSITY OF DISCUSSION: USA Dance's Board shall be sensitive to the desirability of diversity at all levels of USA Dance, including among its athletes. USA Dance Board shall encourage diversity at all levels of USA Dance, supported by meaningful efforts to accomplish that diversity. USA Dance Board shall develop norms that favor open discussion and favor the presentation of different views.

E. VOTING DELEGATES (prior to January 1, 2023): The voting delegates of the Board of Directors of USA Dance consist of the following:

1. Eight National Officers which consist of 1) President, 2) Senior Vice President, 3) Secretary, 4) Treasurer, 5) VP for DanceSport – Ballroom Division, 6) VP for DanceSport – Breaking Division, 7) VP for Social Dance, 8) VP for Professional Dance.
2. DanceSport Delegates
 - (a) A minimum of three (3) DanceSport Ballroom Delegates elected by the DanceSport – Ballroom Council for a term of one (1) year to commence on January 1st. The DanceSport Ballroom Delegate representation on the BoD must not be less than 1/6th of the BoD.
 - (b) A minimum of three (3) DanceSport Breaking Delegates elected by the DanceSport – Breaking Council for a term of one (1) year to commence on January 1st. The

DanceSport Breaking Delegate representation on the BoD must not be less than 1/6th of the BoD.

3. National Directors
 - (a) Chapter Relations Director
 - (b) Collegiate Network Director
 - (c) Education Director
 - (d) Membership Director
4. In addition, the Board of Directors is empowered to add one (1) voting delegate from each qualifying National Sports Organizations recognized by USA Dance.
 - (a) National Sports Organizations voting delegates' slots are reserved for and limited to direct representation on the Board of Directors for any sports organization which conducts a national program or regular national DanceSport competition on a level of proficiency appropriate for the selection of DanceSport Athletes to represent the United States in international DanceSport competitions.
5. This section shall be removed, automatically, as of January 1, 2023 or sooner by a vote of the BoD

VOTING DELEGATES (as of January 1, 2023): The voting delegates of the Board of Directors of USA Dance consist of the following:

1. Seven National Officers which consist of 1) President, 2) Senior Vice President, 3) Secretary, 4) Treasurer, 5) VP for DanceSport – Ballroom Division, 6) VP for DanceSport – Breaking Division, 7) VP for Social Dance
2. DanceSport Delegates
 - (a) Chair of the DanceSport Ballroom Athletes Council
 - (b) One (1) non-binary or gender identify as male and one (1) non-binary or gender identify as female member elected by the DanceSport – Ballroom Athletes Council for a term of one (1) year to commence on January 1st. The DanceSport Ballroom Delegate representation on the BoD must not be less than 1/6th of the BoD.
 - (c) Chair of the DanceSport Breaking Athletes Council
 - (d) One (1) Bboy and one (1) Bgirl elected by the DanceSport – Breaking Athletes Council for a term of one (1) year to commence on January 1st. The DanceSport Breaking Delegate representation on the BoD must not be less than 1/6th of the BoD.
3. National Directors
 - (a) Chapter Relations Director
 - (b) Collegiate Network Director
 - (c) Education Director
 - (d) Membership Director
 - (e) Special Olympics Director
4. In addition, the Board of Directors is empowered to add one (1) voting delegate from each qualifying National Sports Organizations recognized by USA Dance.
 - (a) National Sports Organizations voting delegates' slots are reserved for and limited to direct representation on the Board of Directors for any sports organization which conducts a national program or regular national DanceSport competition on a level of proficiency appropriate for the selection of DanceSport Athletes to represent the United States in international DanceSport competitions.

- F. **NON-VOTING ATTENDEES:** In addition to the attendance of the Voting Delegates,
1. the following, subject to invitation by the President or Board of Directors, are allowed to attend and under control of the Chair have a voice at face-to-face and virtual meetings of the Board of Directors:
 - (a) Chair of the Past Presidents Council
 - (b) Chairs of National Committees
 - (c) The USA representatives to the IOC recognized IF for DanceSport
 - (d) Guests
 - (e) Employees of USA Dance
 2. the following are allowed to attend and under control of the Chair have a voice at face-to-face meetings of the BoD:
 - (a) One observer per chapter
 - (b) One non-voting Director who must be a resident of the State of Virginia and who must act as the Corporation's registered agent in accordance with the laws of the State of Virginia.

G. **QUALIFICATIONS:** The Voting Delegates on the Board of Directors

1. shall be age 18 or older
2. shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport or Anti-doping violations
3. shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Dance
4. except for Presidential appointees, shall have been members in good standing for not less than one (1) year preceding their holding any Voting Delegate's position on the BoD, except for a renewal break in membership, not to exceed 20 calendar days,
5. must remain voting members in good standing in order to qualify to continue to serve on the BoD
6. shall meet the requirements for their respective office as outlined in the USA Dance Position Description Guidelines
7. shall not have served two full consecutive terms on the Board in the position for which they will be serving without a gap in service for at least two years
8. Shall not have been a member of, or the immediate family member of, the Nominations & Elections Committee for at least one year preceding their election or appointment
9. The Senior Vice President must meet the definition of an Independent Director per the bylaws and policies governing USA Dance.

H. **INDEPENDENT DIRECTORS:** An Independent Director shall be determined to have no material relationship with USA Dance, either directly or through an organization that has a material relationship with USA Dance. A relationship is "material" if, in the judgment of the Nominations and Elections Committee, it would interfere with the Director's independent judgment. To assist it in determining whether a Director is independent, the guidelines set forth below shall be applied on a case-by-case basis by the Nominations & Elections Committee. The Nominations & Elections Committee shall indicate those candidates that meet these criteria on the ballot.

1. At a minimum a Director shall not be considered independent if, within the preceding five (5) years any of the following are true:

- (a) the Director was employed or derived 1099 income by USA Dance, the IOC recognized International Governing Body for DanceSport, or any sport entity of DanceSport;
 - i. Reimbursement of expenses shall not count as income
 - (b) an immediate family member of the Director was employed by USA Dance, the IOC recognized International Governing Body for DanceSport, or any governing sport entity of DanceSport;
 - (c) the Director was affiliated with or employed by USA Dance's outside auditor or outside counsel;
 - (d) an immediate family member of the Director was affiliated with or employed by USA Dance's outside auditor or outside counsel as a partner, principal or manager;
 - (e) the Director was a member of USA Dance's Athletes' Advisory Council or a DanceSport Delegate
 - (f) the Director receives any compensation from USA Dance, directly or indirectly including through organizing or acting as a paid official at a USA Dance sanctioned event;
 - i. Reimbursement of expenses shall not count as income
 - ii. Receipt of scholarship or prize money shall not count as income for this purpose;
 - (g) the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Dance.
2. Additionally, a Director shall not be considered independent if
- (a) the Director, is an athlete member, excluding those retired through submission of a letter to the respective DanceSport Council for at least one year preceding their election or appointment and remain retired throughout their term in office;
 - (b) the Director is a member of a USA Dance membership category that participates in USA Dance competitions excluding those athlete members who have retired in accordance with Section H.2(a) of this article.

I. DIRECTORS APPOINTED BY THE PRESIDENT: Upon assuming office and at the beginning of each subsequent year of their term the elected or succeeding President will appoint, for a one-year term subject to majority ratification of the voting members of the Board of Directors, the positions of National Directors.

J. NATIONAL SPORTS ORGANIZATIONS VOTING DELEGATES: These persons must be selected in accordance with the procedures set forth by the organization that they represent, subject to majority ratification of the Board of Directors. If the Board of Directors rejects a candidate(s), the Board of Directors will ask such eligible organization to nominate a replacement. The terms of office of National Sports Organizations Voting Delegates must not exceed two years and such delegates will be limited to two consecutive terms in the same office.

K. REMOVAL:

- 1. Any member of the Board of Directors may be removed for cause by an affirmative vote of two-thirds of all the eligible voting members of the Board of Directors, or without cause by an affirmative vote of three-fourths of all the eligible voting members of the Board of Directors. The Board of Director member facing removal may not participate in

the vote or have his/her vote counted in the vote calculation.

2. In the case of a person's failure to continue to qualify as a voting member in good standing, forfeiture of position on the Board of Directors will be automatic upon the Director of Membership's affirmation of loss of good standing.

L. COMPENSATION:

1. No member of the Board of Directors may receive compensation directly relating to their position or to the administrative operations 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.
2. No member of the Board of Directors may simultaneously be an employee of USA Dance at any level and a voting delegate on the Board of Directors.

M. NO CONFLICT OF SERVICE:

1. Pursuant to USOPC regulations, no person may simultaneously serve as a member of the Board of Directors and as an officer or director of any other sports organization recognized by the USOPC as a national governing body.
2. No person may serve as a member of the Board of Directors 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 recognized organization or another National Member Body of the IOC recognized International Governing Body for DanceSport.
3. No person may serve as a member of the Board of Directors 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 a competing organization that claims to be a governing body of DanceSport in the United States.

N. BOARD OF DIRECTORS MEETINGS:

1. The Board of Directors may meet during each calendar year in face-to-face sessions at the discretion of the President.
2. The President, or any five Voting Delegates of the Board of Directors, may call remote conference meetings. Provided the requirements for a quorum are met, remote meetings constitute an official meeting of the Board of Directors in accordance with the remote provisions of the laws of the State of Virginia.
3. Meetings of the Board of Directors are chaired by the President or, in the President's absence, by the Senior Vice President. Every effort will be made to notify all Voting Delegates via email 48 hours in advance of the meeting.

O. QUORUM AND ACTION:

1. A simple majority of the Board of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
2. The act of a majority of Directors on the Board present at a duly called meeting in which

a quorum is established shall constitute an act of the Board.

3. The unanimous written consent of all Directors on the Board shall also constitute an act of the Board.
4. The Board of Directors is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting delegates of the Board of Directors.
5. Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

P. REPORTING: Following each meeting of the Board of Directors, the Secretary will submit the minutes of the meeting to each member of the Board of Directors, obtain Board of Directors approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

Q. PROXIES: Proxies may not be used for any purpose, at any time, relating to actions of the Board of Directors.

R. NO DUAL SERVICE: No person may hold more than one voting position on the Board of Directors at any one time.

S. RESIGNATIONS:

1. Any member of the Board of Directors may resign at any time. Resignations should be submitted in writing and will become effective without approval at the time specified therein. If no time is specified, resignation is effective upon receipt.
2. Any member of the Board of Directors absent from more than two consecutive meetings of the Board may, upon concurrence of two-thirds of the remaining voting delegates of the Board, be considered to have resigned by absence.

T. VACANCIES:

1. Except for DanceSport Delegate representation on the Board, any Board of Director vacancies will be filled for the unexpired term by Presidential appointment subject to majority ratification by the Board of Directors in accordance with Article V, Section C.5 of these Bylaws.
2. Vacancies in Ballroom DanceSport Delegate representation on the Board shall be filled in accordance with Article XIV.E
3. Vacancies in Breaking DanceSport Delegate representation on the Board shall be filled in accordance with Article XV.E

ARTICLE VIII - EXECUTIVE COMMITTEE (EC)

A. VOTING DELEGATES (prior to January 1, 2023): The Voting Delegates of the Executive Committee consist of the following

1. National Officers, who are the 1) President, 2) Senior VP, 3) Secretary, 4) Treasurer, 5) VP for DanceSport Ballroom Division, 6) VP for DanceSport Breaking Division, 7) VP

- for Social Dance, 8) VP for Professional Dance
2. DanceSport Delegates
 - (a) A minimum of two (2) DanceSport Ballroom Delegates elected by the DanceSport – Ballroom Council for a term of one (1) year to commence on January 1st. The DanceSport Ballroom Delegate representation on the BoD must not be less than 1/6th of the BoD.
 - (b) A minimum of two (2) DanceSport Breaking Delegates elected by the DanceSport – Breaking Council for a term of one (1) year to commence on January 1st. The DanceSport Breaking Delegate representation on the BoD must not be less than 1/6th of the BoD.
 3. This section shall be removed, automatically, as of January 1, 2023 or sooner by a vote of the BoD

VOTING DELEGATES (as of January 1, 2023): The Voting Delegates of the Executive Committee consist of the following

1. National Officers, who are the 1) President, 2) Senior VP, 3) Secretary, 4) Treasurer, 5) VP for DanceSport Ballroom Division, 6) VP for DanceSport Breaking Division, 7) VP for Social Dance
2. DanceSport Delegates serving on the Executive Committee
 - (a) The Chair of the DanceSport Ballroom Athletes Council
 - (b) A member of the DanceSport Ballroom Athletes Council from the opposite gender of the Chair, selected by the members of the DanceSport Ballroom Athletes Council for a term of one year to commence on January 1st. DanceSport Ballroom Delegate representation serving on the Executive Committee must not be less than 1/6th.
 - (c) The Chair of the DanceSport Breaking Athletes Council
 - (d) A member of the DanceSport Breaking Athletes Council from the opposite gender of the Chair, selected by the members of the DanceSport Breaking Athletes Council for a term of one year to commence on January 1st. DanceSport Breaking Delegate representation serving on the Executive Committee must not be less than 1/6th.

B. MEETINGS:

1. The Executive Committee will meet periodically as needed when a face-to-face or remote conference meeting is called by the President or any three Voting Delegates on the Executive Committee.
2. Meetings of the EC are chaired by the President or, in the President's absence, by the Senior Vice President.
3. Any Voting Delegate on the Board of Directors may attend meetings of the Executive Committee.
4. Every effort will be made to notify all Voting Delegates via email in advance of the meeting.

C. QUORUM AND ACTION:

1. A simple majority of the Executive Committee in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Committee. If less than a quorum is present at a meeting, a majority of the Executive Committee members present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be

present.

2. The act of a majority of the Executive Committee present at a duly called meeting in which a quorum is established shall constitute an act of the Committee.
3. The unanimous written consent of all members of the Executive Committee shall also constitute an act of the Committee.
4. The Executive Committee is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the Committee.
5. Actions taken at a meeting of the Executive Committee shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

D. REPORTING: Following each meeting of the EC, the Secretary will submit the minutes of the meeting to each member of the EC, obtain EC approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

E. 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, regional, district, and chapter leadership and with other organizations.
4. The EC may establish priorities for issues to be submitted to the BoD.
5. The EC may interpret and enforce the existing enabling documents, bylaws, and rules of USA Dance.
6. The EC recommends contracts or special agreements needed to carry out the annual business plan and budget approved by the BoD.
7. The EC has the authority to change the name of any of USA Dance's subordinate councils or committees, subject to ratification of the BoD.

F. VACANCIES:

1. Vacancies in Ballroom DanceSport Delegate representation on the EC shall be filled in accordance with Article XIV.F
2. Vacancies in Breaking DanceSport Delegate representation on the EC shall be filled in accordance with Article XV.F

ARTICLE IX – DUTIES OF OFFICERS AND DIRECTORS

A. **PRESIDENT:** The President is

1. the Chief Executive Officer of USA Dance and presides at all membership meetings of USA Dance and all meetings of the BoD and EC
2. responsible for executing the USA Dance Business Plan and Budget approved by the BoD
3. provides the guidance needed to ensure that the goals of USA Dance are achieved
4. represents, or appoints a designee to represent, USA Dance at meetings with other organizations or groups
5. except for the Nominations & Elections Committee, serves as an ex-officio voting member of all USA Dance committees
6. elected by all voting members of USA Dance age 18 and older

B. **SENIOR VICE PRESIDENT:** The Senior VP

1. meets the requirements for an Independent Director as contained in Article VII, Section G of these bylaws
2. acts in the place and stead of the President in his or her absence or incapacity
3. in the event of a vacancy in the office of President, the Senior VP succeeds to the Presidency
4. along with the National Treasurer, acts as a key executive and signatory on all USA Dance bank accounts
5. along with the National Treasurer, approves the payment of all invoices by USA Dance
6. oversees compliance with US Center for Safe Sport and USADA requirements
7. performs other duties as assigned by the President or the BoD
8. elected by all voting members of USA Dance age 18 and older.

C. **SECRETARY:** The Secretary

1. keeps the minutes and record the votes of all meetings of the BoD, the EC, and the Annual Members Meeting
2. signs, with the President, all contracts and other instruments on behalf of USA Dance when so authorized by the BoD
3. Maintains the corporate non-profit registration and individual state charity registrations
4. performs other duties as assigned by the President or the BoD
5. elected by all voting members of USA Dance age 18 and older.

D. **TREASURER:** The Treasurer shall

1. be the trustee of all monies and deposit them in a bank in the manner designated by the BoD
2. authorize all payments by USA Dance
3. maintain complete and accurate financial records
4. be a key executive and signatory on all USA Dance bank accounts
5. present financial and operations statements to the BoD at regular meetings as requested by the BoD
6. present financial reports to the membership at the Annual General Meeting
7. be bonded or insured by an amount determined by the BoD (cost of securing/maintaining

- bond to be paid by USA Dance)
8. may, with prior approval of the BoD, appoint Assistant Treasurers to handle specified financial duties related to dance festivals, championships, conventions, and other dance activities carried out under management of USA Dance (these Assistant Treasurers report to the Treasurer and must be bonded in an amount determined by the Treasurer)
 9. cause an audit by an independent audit company to be conducted each year
 10. serve as Chair of the Audit, Finance, and Budget Committee
 11. immediately transfer all USA Dance financial records and property to USA Dance upon the completion of their term of office, resignation, or removal
 12. performs other duties as assigned by the President or the BoD
 13. elected by all voting members of USA Dance age 18 and older.

E. VICE PRESIDENT FOR DANCESPORT BALLROOM DIVISION (prior to January 1, 2023): The VP for DanceSport Ballroom Division

1. acts as the Chair of the BAC
2. oversees and guides the administration and development of DanceSport Ballroom division in the United States in accordance with policies of the BoD
3. in addition to the President, represents, or appoints a designee to represent, USA Dance at the annual general meetings of the IOC recognized international governing body when two or more delegates are allowed
4. performs other duties as assigned by the President or the BoD.

VICE PRESIDENT FOR DANCESPORT BALLROOM DIVISION (as of to January 1, 2023):

The VP for DanceSport Ballroom Division

1. acts as the Chair of the BAC
2. oversees and guides the administration and development of DanceSport Ballroom division in the United States in accordance with policies of the BoD
3. in addition to the President, represents, or appoints a designee to represent, USA Dance at the annual general meetings of the IOC recognized international governing body when two or more delegates are allowed
4. in addition to the President, represents, or appoints a designee to represent, USA Dance at the annual general meetings of the professional division of the IOC recognized international governing body when two or more delegates are allowed
5. performs other duties as assigned by the President or the BoD
6. oversees and guides the administration and development of Professional Dance in the United States in accordance with policies of the BoD
7. performs other duties as assigned by the President or the BoD
8. elected by all DanceSport Ballroom Division voting members of USA Dance age 18 and older including amateur and professional athletes, adjudicators, non-adjudicator officials, coaches, and advocates.

F. VICE PRESIDENT FOR DANCESPORT BREAKING DIVISION: The VP for DanceSport Breaking Division

1. acts as the Chair of the BRC
2. oversees and guides the administration and development of DanceSport Breaking division in the United States in accordance with policies of the BoD
3. in addition to the President, represents, or appoints a designee to represent, USA Dance at

- meetings of the USOPC when two or more delegates are allowed
4. performs other duties as assigned by the President or the BoD
 5. elected by all DanceSport Breaking Division voting members of USA Dance age 18 and older including amateur and professional athletes, adjudicators, non-adjudicator officials, coaches, and advocates.

G. VICE PRESIDENT FOR SOCIAL DANCE: The VP for Social Dance

1. acts as the Chair of the SDC
2. oversees and guides the administration and development of social/recreational dance in the United States in accordance with policies of the BoD
3. performs other duties as assigned by the President or the BoD
4. elected by all Social Dance Division voting members of USA Dance age 18 and older including Social Dance Teacher, Social Dance Adult, and Social Dance Advocates.

H. VICE PRESIDENT FOR PROFESSIONAL DANCE (section shall be automatically removed as of January 1, 2023 or sooner by a vote of the Board): The VP for Professional Dance

1. acts as the Chair of the PDC
2. oversees and guides the administration and development of Professional Dance in the United States in accordance with policies of the BoD
3. in addition to the President, represents, or appoints a designee to represent, USA Dance at the annual general meetings of the professional division of the IOC recognized international governing body when two or more delegates are allowed
4. performs other duties as assigned by the President or the BoD.
5. This section shall be removed, automatically, as of January 1, 2023 or sooner by a vote of the BoD

I. DIRECTOR OF MEMBERSHIP: The Director of Membership

1. manages the Membership database and processing of USA Dance Membership programs in accordance with the policies of the BoD
2. works with the BoD and all other councils and committees to retain and attract new members
3. performs other duties as assigned by the President or the BoD.

J. DIRECTOR OF CHAPTER RELATIONS: The Director of Chapter Relations

1. serves to maintain relations between the chapters and chapter representatives with the National Officers in accordance with the policies of the BoD
2. serves as a member of the SDC
3. performs other duties as assigned by the President, VP for Social Dance, or the BoD.

K. DIRECTOR OF COLLEGE NETWORK: The Director of College Network

1. oversees the College Network program in accordance with the policies of the BoD
2. acts as the Chair of the Collegiate Network Committee
3. performs other duties as assigned by the President or the BoD.

L. DIRECTOR OF EDUCATION: The Director of Education

1. oversees the USA Dance Academy program in accordance with the policies of the BoD

2. acts as the Chair of USA Dance Academy and coordinates the educational programming related to athlete, adjudicator, and social members of USA Dance
3. performs other duties as assigned by the President or the BoD.

M. DIRECTOR OF SPECIAL OLYMPICS: The Director of Special Olympics

1. oversees the Special Olympics program in accordance with the policies of the BoD
2. acts as the Chair of USA Dance Special Olympics Committee and coordinates the programs related to athlete, adjudicator, and social members of USA Dance
3. performs other duties as assigned by the President or the BoD.

N. TRANSFER OF USA DANCE PROPERTY: An Officer's or Director's responsibilities do not end until all USA Dance data, records, documents, and access to all USA Dance materials under their control are delivered to USA Dance.

ARTICLE X - DANCESPORT BALLROOM DIVISION COUNCIL (BAC)

A. FUNCTION: The function of the DanceSport Ballroom Division Council is as follows:

1. to serve as the principal advisory body to the USA Dance BoD in matters related to competitive DanceSport – Ballroom disciplines
2. to implement and administer the DanceSport – Ballroom discipline policies, rules, administrative procedures and guidelines approved by the USA Dance BoD
3. to facilitate and regulate DanceSport Ballroom Division competitions at local, district, and regional levels in accordance with the authority granted by the USA Dance BoD
4. to submit an annual business plan and budget to the President and Treasurer
5. to perform additional DanceSport related functions as determined by the BoD, EC, or President

B. VOTING MEMBERS: The voting members of the BAC are as follows:

1. VP for DanceSport Ballroom Division as Chair
2. Chair of the DanceSport Ballroom Athlete's Council
3. No less than 3 additional DanceSport Ballroom Athlete Delegates, constituting a minimum of 33% of the BAC Voting Members, as selected by the DanceSport Ballroom Athlete's Advisory Council. To the extent possible, the 4 DanceSport Ballroom Athlete Delegates, including the Chair, should include gender identity parity, age category diversity, regional diversity, and style diversity.
4. Committee Chairs from each of the BAC Voting Committees
5. USA Dance President as an ex-officio member

C. BAC COMMITTEES: BAC Committees are comprised of "Voting" and "Non-Voting" Committees based on whether or not the Chair is given rights to vote as a member of the BAC. Each are established by the Organizational Chart approved by the Board of Directors. The Committees are established to serve the needs of the DanceSport Ballroom Council and the VP of DanceSport Ballroom Division in administration of the BAC's functions. They are subject to change as the BAC changes to serve the needs of the DanceSport Ballroom Division. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the BAC Organizational Chart.

D. STANDING COMMITTEES (prior to January 1, 2023): The following committees shall be a standing committee within the BAC and their Chair shall retain voting rights on the BAC:

1. Eligibility & Discipline Committee
2. Gender Neutral Committee
3. Junior Athlete Committee
4. Rules Committee
5. Sanctioning Committee
6. Senior Athlete Committee

STANDING COMMITTEES (as of January 1, 2023): The following committees shall be a standing committee within the BAC and their Chair shall retain voting rights on the BAC:

1. Education & Licensing Committee
2. Eligibility & Discipline Committee
3. Gender Neutral Committee
4. Junior Athlete Committee
5. Marketing & Development
6. Officials Committee
7. Organizers Committee
8. Professional Athletes Committee
9. Rules Committee
10. Sanctioning Committee

E. QUALIFICATIONS:

1. Except for Committee Chairs and Presidential appointees, the voting members on the BAC shall have been members in good standing for not less than one (1) year preceding their holding any voting position on the BAC except for a renewal break in membership, not to exceed 20 calendar days
2. must remain voting members in good standing in order to qualify to continue to serve on the BAC

F. SELECTION AND TERM:

1. **BAC STANDING COMMITTEE CHAIRS:** Upon assuming office, and at the beginning of each subsequent year of their term, the VP of DanceSport Ballroom Division will appoint for one-year terms the Chair of the Standing Committees subject to majority ratification of the BoD.
2. **OTHER BAC COMMITTEE CHAIRS:** Upon assuming office and at the beginning of each subsequent year of their term the VP of DanceSport Ballroom Division will appoint for one-year terms other DanceSport Committee Chairs in keeping with the DanceSport Ballroom Council Organizational Chart approved by the BoD subject to majority ratification of the BAC or, in the case of voting Committee Chairs, subject to majority ratification of the BoD.
3. **REMOVAL OF CHAIRS:** Chairs can be removed by revision to the Organizational Chart or subject to Article VII.J.

G. MEETINGS:

1. The BAC must meet at least once a year.
2. Meetings may be called, as necessary, by the VP of DanceSport Ballroom Division or at

- least three (3) voting members of the BAC.
3. Meetings of the BAC are chaired by the VP for DanceSport Ballroom Division.
 4. Any Voting Delegate of the BoD may attend meetings of the BAC.
 5. The BAC and its Committees are authorized to hold meetings in person, virtual, and/or by utilizing other forms of communication.

H. QUORUM AND ACTION:

1. A simple majority of the BAC in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a quorum is present at a meeting, a majority of the BAC members present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
2. The act of a majority of the BAC present at a duly called meeting in which a quorum is established shall constitute an act of the Council.
3. The unanimous written consent of all members of the BAC shall also constitute an act of the Council.
4. The BAC is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the Council.
5. Actions taken at a meeting of the BAC shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

I. REPORTING: Following each meeting of the BAC, the Secretary will submit the minutes of the meeting to each member of the BAC, obtain BAC approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

J. REMOVAL AND VACANCIES: Any member of DanceSport Ballroom Council may be removed by an affirmative vote of two-thirds of all the eligible voting members of the BAC or the BoD. The BAC 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 BAC is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the VP for DanceSport Ballroom Division and ratified by a majority vote of the BAC or if they are voting members of the BAC by a majority vote of the BoD.

K. LIMITATIONS: The BAC may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without the prior written consent of the BoD.

ARTICLE XI - DANCESPORT BREAKING DIVISION COUNCIL (BRC)

- A. FUNCTION:** The function of the DanceSport Breaking Division Council is as follows:
1. to serve as the principal advisory body to the USA Dance BoD in matters related to competitive DanceSport – Breaking disciplines
 2. to implement and administer the DanceSport – Breaking discipline policies, rules,

- administrative procedures and guidelines approved by the USA Dance BoD
3. to facilitate and regulate DanceSport Breaking Division competitions at local, district, and regional levels in accordance with the authority granted by the USA Dance BoD
 4. to submit an annual business plan and budget to the President and Treasurer
 5. to perform additional DanceSport related functions as determined by the BoD, EC, or President

B. VOTING MEMBERS: The voting members of the BRC are as follows:

1. VP for DanceSport Breaking Division as Chair
2. Chair of the DanceSport Breaking Athlete's Council
3. No less than 3 additional DanceSport Delegates, constituting a minimum of 33% of the BRC Voting Members, as selected by the DanceSport Breaking Athlete's Council. To the extent possible the 4 DanceSport Delegates, including the Chair, should include Bboy/Bgirl parity and regional diversity.
4. Committee Chairs from each of the BRC Voting Committees
5. USA Dance President as an ex-officio member
6. Delegates of other qualifying national sports organizations approved by the BoD

C. BRC COMMITTEES: BRC Committees are comprised of "Voting" and "Non-Voting" Committees based on whether or not the Chair is given rights to vote as a member of the BRC. Each are established by the Organizational Chart approved by the Board of Directors. The Committees are established to serve the needs of the DanceSport Breaking Council and the VP of DanceSport Breaking Division in administration of the BRC's functions. They are subject to change as the BRC changes to serve the needs of the DanceSport Breaking Division. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the BRC Organizational Chart.

D. STANDING COMMITTEES: The following committees shall be a standing committee within the BRC and their Chair shall retain voting rights on the BRC:

1. Communications Committee
2. Education Committee
3. Marketing & Development Committee
4. Officials Committee
5. Organizers Committee
6. Rules Committee
7. Sanctioning Committee

E. QUALIFICATIONS:

1. Except for Committee Chairs and Presidential appointees, the voting members on the BRC shall have been members in good standing for not less than one (1) year preceding their holding any voting position on the BRC except for a renewal break in membership, not to exceed 20 calendar days,
2. must remain voting members in good standing in order to qualify to continue to serve on the BRC

F. SELECTION AND TERM:

1. **BRC STANDING COMMITTEE CHAIRS:** Upon assuming office, and at the beginning of each subsequent year of their term, the VP of DanceSport Breaking Division will appoint for one-year terms the Chair of the Standing Committees subject to majority ratification of the BoD.
2. **OTHER BRC COMMITTEE CHAIRS:** Upon assuming office and at the beginning of each subsequent year of their term the VP of DanceSport Breaking Division will appoint for one-year terms other DanceSport Committee Chairs in keeping with the DanceSport Breaking Council Organizational Chart approved by the BoD subject to majority ratification of the BRC or, in the case of voting Committee Chairs, subject to majority ratification of the BoD.
3. **REMOVAL OF CHAIRS:** Chairs can be removed by revision to the Organizational Chart or subject to Article VIII.J.

G. MEETINGS:

1. The BRC must meet at least once a year.
2. Meetings may be called, as necessary, by the VP of DanceSport Breaking Division or at least three (3) voting members of the BRC.
3. Meetings of the BRC are chaired by the VP for DanceSport Breaking Division.
4. Any Voting Delegate of the BoD may attend meetings of the BRC.
5. The BRC and its Committees are authorized to hold meetings in person, virtual, and/or by utilizing other forms of communication.

H. QUORUM AND ACTION:

1. A simple majority of the BRC in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a quorum is present at a meeting, a majority of the BRC members present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
2. The act of a majority of the BRC present at a duly called meeting in which a quorum is established shall constitute an act of the Council.
3. The unanimous written consent of all members of the BRC shall also constitute an act of the Council.
4. The BRC is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the BRC.
5. Actions taken at a meeting of the BRC shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

I. REPORTING: Following each meeting of the BRC, the Secretary will submit the minutes of the meeting to each member of the BRC, obtain BRC approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

J. REMOVAL AND VACANCIES: Any member of DanceSport Breaking Council may be removed by an affirmative vote of two-thirds of all the eligible voting members of the BRC or the BoD. The

BRC 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 BRC is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the VP for DanceSport Breaking Division and ratified by a majority vote of the BRC or if they are voting members of the BRC by a majority vote of the BoD.

K. LIMITATIONS: The BRC may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without the prior written consent of the BoD.

ARTICLE XII – 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, Rules, administrative procedures and guidelines approved by the USA Dance BoD
 3. to submit an annual business plan and budget to the President and Treasurer
 4. to appoint and supervise the district directors, subject to ratification by the BoD
 5. to appoint and supervise the assistant district directors and committees of social dance council programs
 6. to perform additional Social Dance related functions as determined by the BoD, EC, or President
- 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. **SDC COMMITTEES:** SDC Committees are comprised of “Voting” and “Non-Voting” Committees based on whether or not the Chair is given rights to vote as a member of the SDC. 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 the Social Dance Division. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the SDC Organizational Chart.
- D. **QUALIFICATIONS:**
1. Except for Committee Chairs and Presidential appointees, the voting members on the SDC shall have been members in good standing for not less than one (1) year preceding their holding any voting position on the SDC except for a renewal break in membership, not to exceed 20 calendar days
 2. must remain voting members in good standing in order to qualify to continue to serve on the SDC

E. SELECTION AND TERM:

1. **DISTRICT DIRECTORS:** Upon assuming office, and at the beginning of each subsequent year of their term, the VP of Social Dance will appoint for one-year terms one District Director from each district subject to majority ratification of the BoD,
2. **ASSISTANT DISTRICT DIRECTORS:** Upon assuming office, and at the beginning of each subsequent year of their term, the VP of Social Dance will appoint for one-year terms one Assistant District Director from each district subject to majority ratification of the SDC
3. **OTHER SDC COMMITTEE CHAIRS:** Upon assuming office and at the beginning of each subsequent year of their term the VP of Social Dance will appoint for one-year terms Committee Chairs in keeping with the Social Dance Council Organizational Chart approved by the BoD subject to majority ratification of the SDC or, in the case of voting Committee Chairs subject to majority ratification of the BoD.
4. **REMOVAL OF CHAIRS:** Assistant District Directors and Chairs can be removed by revision to the Organizational Chart or subject to Article IX.I.

F. MEETINGS:

1. The SDC must meet at least once a year.
2. Meetings may be called, as necessary, by the VP for Social Dance or at least three (3) voting members of the SDC.
3. Meetings of the SDC are chaired by the VP for Social Dance or the Chapter Relations Director in their absence.
4. Any Voting Delegate of the BoD may attend meetings of the SDC.
5. The SDC and its Committees are authorized to hold meetings in person, virtual, and/or by utilizing other forms of communication.

G. QUORUM AND ACTION:

1. A simple majority of the SDC in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a quorum is present at a meeting, a majority of the SDC members present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
2. The act of a majority of the SDC present at a duly called meeting in which a quorum is established shall constitute an act of the Council.
3. The unanimous written consent of all members of the SDC shall also constitute an act of the Council.
4. The SDC is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the Council.
5. Actions taken at a meeting of the SDC shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

H. REPORTING: Following each meeting of the SDC, the Secretary will submit the minutes of the meeting to each member of the SDC, obtain SDC approval of the meeting minutes, and publish the

meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

- I. **REMOVAL AND VACANCIES:** Any member of Social Dance Council may be removed by an affirmative vote of two-thirds of all the eligible voting members of the SDC or the BoD. 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 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 Social Dance and ratified by a majority vote of the SDC or if they are voting members of the SDC by a majority vote of the BoD.
- J. **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 XIII – PROFESSIONAL BALLROOM DANCE COUNCIL (PDC) (this section shall be removed automatically as of January 1, 2023 or sooner by a vote of the Board)

- 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, rules, administrative procedures and guidelines approved by the USA Dance BoD
 3. 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
 4. to submit an annual business plan and budget to the President and Treasurer
 5. to perform additional Professional Dance related functions as determined by the BoD, EC, or President
- B. **VOTING MEMBERS:** The voting members of the PDC are as follows:
1. VP for Professional Ballroom Division as Chair
 2. Certifications Director
 3. Committee Chairs from each of the PDC Voting Committees
 4. USA Dance President as an ex-officio member
- C. **PDC COMMITTEES:** PDC Committees are comprised of “Voting” and “Non-Voting” Committees where the Chair is given rights to vote as a member of the PDC. Each are established by the Organizational Chart approved by the Board of Directors. The Committees are established to serve the needs of the Professional Ballroom Dance Council and the VP of Professional Ballroom Division in administration of the PDC's functions. They are subject to change as the PDC changes to serve the needs of the Professional Ballroom Division. Each Committee Name, Committee Chair, responsibilities, and voting status are to be outlined in the addendum of the PDC Organizational Chart.
- D. **STANDING COMMITTEES:** The following committees shall be a standing committee within the

PDC and their Chair shall retain voting rights on the PDC:

1. Education Committee
2. Examiners Committee
3. Officials Committee
4. Organizers Committee
5. Professional Athletes Committee

E. QUALIFICATIONS:

1. Except for Committee Chairs and Presidential appointees, the voting members on the BAC shall have been members in good standing for not less than one (1) year preceding their holding any voting position on the PDC except for a renewal break in membership, not to exceed 20 calendar days
2. must remain voting members in good standing in order to qualify to continue to serve on the PDC

F. SELECTION AND TERM:

1. **PDC STANDING COMMITTEE CHAIRS:** Upon assuming office, and at the beginning of each subsequent year of their term, the VP of Professional Ballroom Dance Division will appoint for one-year terms the Chair of the Standing Committees subject to majority ratification of the BoD.
2. **OTHER PDC COMMITTEE CHAIRS:** Upon assuming office and at the beginning of each subsequent year of their term the VP of Professional Ballroom Dance Division will appoint for one-year terms other Professional Ballroom Dance Committee Chairs in keeping with the Professional Ballroom Dance Council Organizational Chart approved by the BoD subject to majority ratification of the PDC or, in the case of voting Committee Chairs, subject to majority ratification of the BoD.
3. **REMOVAL OF CHAIRS:** Chairs can be removed by revision to the Organizational Chart or subject to Article X.J.

G. MEETINGS:

1. The PDC must meet at least once a year.
2. Meetings may be called, as necessary, by the VP of Professional Ballroom Dance Division or at least three (3) voting members of the PDC.
3. Meetings of the PDC are chaired by the VP of Professional Ballroom Dance Division.
4. Any Voting Delegate of the BoD may attend meetings of the PDC.
5. The PDC and its Committees are authorized to hold meetings in person, virtual, and/or by utilizing other forms of communication.

H. QUORUM AND ACTION:

1. A simple majority of the PDC in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a quorum is present at a meeting, a majority of the PDC members present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
2. The act of a majority of the PDC present at a duly called meeting in which a quorum is established shall constitute an act of the Council.

3. The unanimous written consent of all members of the PDC shall also constitute an act of the Council.
4. The PDC is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the PDC.
5. Actions taken at a meeting of the PDC shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

- I. REPORTING:** Following each meeting of the PDC, the Secretary will submit the minutes of the meeting to each member of the PDC, obtain PDC approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.
- J. REMOVAL AND VACANCIES:** Any member of Professional Ballroom Dance Council may be removed by an affirmative vote of two-thirds of all the eligible voting members of the PDC or the BoD. 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 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 Professional Ballroom Dance Division and ratified by a majority vote of the PDC or if they are voting members of the PDC by a majority vote of the BoD.
- K. LIMITATIONS:** The PDC may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without the prior written consent of the BoD.

ARTICLE XIV – BALLROOM ATHLETES' ADVISORY COUNCIL

- A. FUNCTION:** The Ballroom Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between ballroom division athletes and USA Dance. The Ballroom Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Dance. The Ballroom Athletes' Advisory Council shall:
1. Serve as a vehicle for ballroom division athlete engagement;
 2. Endeavor to protect the rights of ballroom division athletes;
 3. Provide ballroom division athlete feedback;
 4. Build and establish relationships among the ballroom division athletes of USA Dance;
 5. Assist in identifying potential future ballroom division athlete board representative candidates and introduce athletes to USA Dance's governance structure;
 6. Serve as SafeSport and Anti-doping ambassadors and advocates; and
 7. Develop pathways for ballroom division athletes within the structure of USA Dance.
- B. MEMBERS:**
1. **VOTING MEMBERS:** The voting members of the Ballroom Athletes' Advisory

Council are the seven (7) DanceSport Ballroom Athlete Delegates as defined in Article VII of these bylaws.

2. **NON-VOTING MEMBERS:** The non-voting members of the Ballroom Athletes' Advisory Council are the two (2) elected USA Dance Athlete Representatives to the USOPC AAC.

C. QUALIFICATIONS:

1. Except for Committee Chairs and Presidential appointees, the voting members on the Ballroom Athletes' Advisory Council shall have been members in good standing for not less than one (1) year preceding their holding any voting position on the council except for a renewal break in membership, not to exceed 20 calendar days
2. must remain voting members in good standing in order to qualify to continue to serve on the council

D. CHAIR:

1. On, or around, January 1st following an election year, the Senior Vice President of USA Dance shall convene a meeting of the voting members of the Ballroom Athletes' Advisory Council for the purpose of electing a chair.
2. The council shall elect from among its voting members, by majority vote, a chair. The term of office of the chair shall be two (2) years.
3. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.
4. The chair shall be a voting member of the BoD, EC, and BAC.

E. BOARD OF DIRECTOR REPRESENTATIVE:

1. On, or around, January 1st, the council shall elect a minimum of one (1) gender identify as male or non-binary and one (1) gender identify as female or non-binary member for a term of one (1) year to represent the Ballroom Athletes' as voting members of the BoD.
2. At least one (1) of the elected athletes on the BoD must be selected from those representing the Adult age category.

F. EXECUTIVE COMMITTEE REPRESENTATIVE:

1. On, or around, January 1st, the council shall elect a minimum of one (1) member for a term of one (1) year to represent the Ballroom Athletes' as a voting member of the EC.
2. The elected athlete must be of the opposite gender identity or non-binary of the Chair.
3. If the Chair is not, the elected athlete must be selected from those representing the Adult age category.

G. BALLROOM DANCESPORT DIVISION COUCIL REPRESENTATIVE:

1. On, or around, January 1st, the council shall elect a minimum of four (4) members of a term of one (1) year to represent the Ballroom Athletes' as voting members of the BAC.
2. At least two (2) of the elected athletes on the BAC must be selected from those representing the Adult age category.

3. Two (2) of the elected athletes on the BAC must gender identify as a male or non-binary and two (2) of the elected athletes on the BAC must gender identify as a female or non-binary.

H. OTHER COMMITTEE REPRESENTATIVE:

1. As needed, the council shall elect athlete representatives to other committees within USA Dance. These athletes shall serve for one (1) year, or when successor is elected and qualified, or until their earlier resignation, removal by a majority vote of the council, incapacity, disability or death.
2. These representatives must be ballroom division athlete members of USA Dance.

I. MEETINGS:

1. The council must meet at least once a year.
2. Meetings may be called, as necessary, by the Chair or at least three (3) voting members.
3. Meetings of the council are chaired by the Chair.
4. Including executive sessions, any Voting Delegate of the BoD may attend meetings of the council.
5. Excluding executive sessions, any ballroom division athlete member of USA Dance may attend meetings of the council.
6. The council is authorized to hold meetings in person, virtual, and/or by utilizing other forms of communication.

J. QUORUM AND ACTION:

1. A simple majority of the council in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a quorum is present at a meeting, a majority of the council members present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
2. The act of a majority of the council present at a duly called meeting in which a quorum is established shall constitute an act of the Council.
3. The unanimous written consent of all members of the council shall also constitute an act of the Council.
4. The council is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the Council.
5. Actions taken at a meeting of the council shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

K. REPORTING: Following each meeting of the council, the Secretary will submit the minutes of the meeting to each member of the council, obtain council approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

L. REMOVAL AND VACANCIES: Any member of Council may be removed by an affirmative vote of two-thirds of all the eligible voting members of the Council or the BoD. The council 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 council is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the President and ratified by a majority vote of the BoD.

M. LIMITATIONS: The council may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without the prior written consent of the BoD.

ARTICLE XV – BREAKING ATHLETES' ADVISORY COUNCIL

- A. **FUNCTION:** The Breaking Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between ballroom division athletes and USA Dance. The Breaking Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Dance. The Breaking Athletes' Advisory Council shall:
1. Serve as a vehicle for breaking division athlete engagement;
 2. Endeavor to protect the rights of breaking division athletes;
 3. Provide breaking division athlete feedback;
 4. Build and establish relationships among the breaking division athletes of USA Dance;
 5. Assist in identifying potential future breaking division athlete board representative candidates and introduce athletes to USA Dance's governance structure;
 6. Serve as SafeSport and Anti-doping ambassadors and advocates; and
 7. Develop pathways for breaking division athletes within the structure of USA Dance.
- B. **MEMBERS:**
1. **VOTING MEMBERS:** The voting members of the Breaking Athletes' Advisory Council are the seven (7) elected DanceSport Breaking Athlete Delegates as defined in Article VII of these bylaws.
 2. **NON-VOTING MEMBERS:** The non-voting members of the Breaking Athletes' Advisory Council are the two (2) elected USA Dance Athlete Representatives to the USOPC AAC.
- C. **QUALIFICATIONS:**
1. Except for Committee Chairs and Presidential appointees, the voting members on the Breaking Athletes' Advisory Council shall have been members in good standing for not less than one (1) year preceding their holding any voting position on the council except for a renewal break in membership, not to exceed 20 calendar days
 2. must remain voting members in good standing in order to qualify to continue to serve on the council
- D. **CHAIR:**
1. On, or around, January 1st following an election year, the Senior Vice President of USA Dance shall convene a meeting of the voting members of the Breaking Athletes' Advisory Council for the purpose of electing a chair.

2. The council shall elect from among its voting members, by majority vote, a chair. The term of office of the chair shall be two (2) years.
3. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.
4. The chair shall be a voting member of the BoD, EC, and BRC.

E. BOARD OF DIRECTOR REPRESENTATIVE:

1. On, or around, January 1st, the council shall elect a minimum of one (1) Bboy and one (1) BGirl for a term of one (1) year to represent the Breaking Athletes' as voting members of the BoD.

F. EXECUTIVE COMMITTEE REPRESENTATIVE:

1. On, or around, January 1st, the council shall elect a minimum of one (1) member for a term of one (1) year to represent the Breaking Athletes' as a voting member of the EC.
2. In addition to the Chair, at least one (1) athlete on the EC must be selected from those representing the opposite gender identity of the Chair.

G. BREAKING DANCESPORT DIVISION COUNCIL REPRESENTATIVE:

1. On, or around, January 1st, the council shall elect a minimum of three (3) members of a term of one (1) year to represent the Breaking Athletes' as voting members of the BRC.
2. In addition to the Chair, two (2) of the elected athletes on the BRC must be BBoys and two (2) of the elected athletes on the BRC must be BGirls.

H. OTHER COMMITTEE REPRESENTATIVE:

1. As needed, the council shall elect athlete representatives to other committees within USA Dance. These athletes shall serve for one (1) year, or when successor is elected and qualified, or until their earlier resignation, removal by a majority vote of the council, incapacity, disability or death.
2. These representatives must be breaking division athlete members of USA Dance.

I. MEETINGS:

1. The council must meet at least once a year.
2. Meetings may be called, as necessary, by the Chair or at least three (3) voting members.
3. Meetings of the council are chaired by the Chair.
4. Including executive sessions, any Voting Delegate of the BoD may attend meetings of the council.
5. Excluding executive sessions, any breaking division athlete member of USA Dance may attend meetings of the council.
6. The council is authorized to hold meetings in person, virtual, and/or by utilizing other forms of communication.

J. QUORUM AND ACTION:

1. A simple majority of the council in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a quorum is present at a meeting, a majority of the council members present at the

meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

2. The act of a majority of the council present at a duly called meeting in which a quorum is established shall constitute an act of the Council.
3. The unanimous written consent of all members of the council shall also constitute an act of the Council.
4. The council is empowered to take any action in the absence of a face-to-face or virtual conference meeting, which it could take at such meetings, by obtaining the written or email consent and approval of a majority of the voting members of the Council.
5. Actions taken at a meeting of the council shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

K. REPORTING: Following each meeting of the council, the Secretary will submit the minutes of the meeting to each member of the council, obtain council approval of the meeting minutes, and publish the meeting minutes to the membership on the USA Dance website within 30 days of the date of the meeting.

L. REMOVAL AND VACANCIES: Any member of Council may be removed by an affirmative vote of two-thirds of all the eligible voting members of the Council or the BoD. The council 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 council is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the President and ratified by a majority vote of the BoD.

M. LIMITATIONS: The council may not incur indebtedness or enter into contractual obligations on behalf of USA Dance without the prior written consent of the BoD.

ARTICLE XVI – USOPC ATHLETES’ ADVISORY COUNCIL

A. DESIGNATION: USA Dance, upon becoming a National Governing Body, shall have a representative and an alternate representative to the USOPC Athletes’ Advisory Council (AAC).

B. QUALIFICATIONS:

1. To be eligible to serve on the USOPC Athletes’ Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes’ Advisory Council Bylaws
2. must remain voting members in good standing in order to qualify to continue to serve on the AAC

C. ELECTION:

1. Athlete representatives on the USOPC Athletes’ Advisory Council shall be directly elected by athletes who are eligible to run.
2. USA Dance BoD shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes’ Advisory Council.

3. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.
4. The individual with the highest vote total will be elected as the representative to the USOPC Athletes' Advisory Council.
5. The individual with the second highest vote total, that is the opposite gender identity of the individual with the highest vote total, is elected as the alternate representative to the USOPC Athletes' Advisory Council.
6. Both the representative and the alternate representative shall automatically become non-voting members of Breaking Athletes' Advisory Council and the Ballroom Athletes' Advisory Council.

D. TERM:

1. The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.
2. In the case of a member's failure to continue to qualify as a voting member in good standing, forfeiture of position on the AAC is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the President and ratified by a majority vote of the BoD.

- E. TERM LIMITS:** No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) full consecutive terms. There is no is term limit restriction for the position of alternate representative.

ARTICLE XVII - 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 in USA Dance's Board of Directors Committee Structure Policy. The BoD may create such other Committees for such purposes and duration as are, from time to time, needed.

B. AUTHORIZATIONS AND LIMITATIONS: Standing Administrative Committees are a primary functional part of USA Dance.

1. Committees are authorized to:
 - (a) Prepare and present business and/or strategic plans to the BOD setting forth administrative or functional goals where appropriate.
 - (b) Negotiate preapproved contracts and agreements within the confines of a budget approved by the BOD, but only where the contract or agreement is in agreement with USA Dance financial policies.
 - (c) Negotiate special contracts and agreements within the confines of a budget approved by the BOD, but only where the contract or agreement is in agreement with USA

Dance financial policies and does not involve intellectual property rights (e.g., use of USA Dance's name or logo, use of USA Dance copyrighted materials, cross-marketing agreements), indemnification, or changes to USA Dance's insurance coverage.

(d) Locate volunteers to assist in committee functions.

2. Committees may not:

(a) incur indebtedness on behalf of USA Dance or enter into contractual obligations without prior written approval;

(b) circumvent or alter the rules, policies, or procedures as established by the Certificate of Incorporation, these Bylaws, or the BoD;

(c) implement rules or procedures or policies for USA Dance without prior approval of the BoD;

(d) exceed their prescribed duties or functions.

C. **AUDIT, FINANCE, AND BUDGET COMMITTEE:**

1. **FUNCTIONS:** The functions of the Audit, Finance, and Budget Committee (AF&B) are 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. **MEMBERSHIP:** The AF&B committee is chaired by the Treasurer and includes:

(a) two (2) members, including a current or former Chapter Board member,

(b) one (1) Elite Ten-Year Championship Ballroom Division Athlete, and

(c) one (1) Elite Ten-Year Championship Breaking Division Athlete.

3. **SELECTION & TERM:**

(a) Two (2) members are selected annually by a majority vote of the BoD

(b) One (1) member is selected annually by a majority vote of the Ballroom Athletes' Advisory Council

(c) One (1) member is selected annually by a majority vote of the Breaking Athletes' Advisory Council

4. **RESIGNATION/REMOVAL:** Any member of the AF&B Committee may be removed by an affirmative vote of two-thirds of all the eligible voting members of the AF&B Committee or the BoD. 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 member's failure to continue to qualify as a voting member in good standing, forfeiture of position on the council is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the President and ratified by a majority vote of the BoD, or by the respective Athletes' Advisory Councils for the Elite Championship athlete positions.

D. **ETHICS & JUDICIAL COMMITTEE:**

1. **FUNCTIONS:** The functions of the Ethics & Judicial Committee are to:

- (a) Oversee implementation of and compliance with the USA Dance Code of Ethics, Code of Conduct, and Conflict of Interest Policy
 - (b) Report to the BoD on all ethical issues
 - (c) Develop, and review for BoD approval, every two years, a Code of Conduct for all USA Dance voting bodies, officers, staff members, committee and task force members, volunteers, members, and member organizations for adoption by the BoD.
 - (d) Develop, and review for BoD approval, on an annual basis, a Conflict of Interest for all USA Dance voting bodies, officers, staff members, committee and task force members, volunteers, members, and member organizations for adoption by the BoD.
 - (e) Review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transactions, relationship, or matter involving USA Dance.
 - (f) Review and evaluate requests for approval under USA Dance's Gift and Entertainment Policy.
 - (g) Review and provide guidance on ethical questions presented to it by the BoD, officers, committee and task force members, volunteers, staff, and USA Dance members.
 - (h) Administer and oversee all grievances related to any alleged violation of the Athlete's Safety Policy or the U.S. Center for SafeSport's rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in USA Dance's Grievance Procedures.
 - (i) Administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Dance.
 - (j) Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels.
 - (k) Appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters.
 - (l) If disinterested, sit on hearing panels
 - (m) Perform such other duties as assigned by the BoD.
2. **MEMBERSHIP:** The membership of the Ethics & Judicial Committee shall include five (5) individuals comprised of:
- (a) three (3) Independent Committee Members,
 - (b) at least one (1) Elite Ten-Year Championship Ballroom Athlete,
 - (c) at least one (1) Elite Ten-Year Championship Breaking Athlete, and
 - (d) one (1) Committee Chair.
 - (e) No Director of the Board shall be appointed to the Ethics & Judicial Committee
3. **INDEPENDENT COMMITTEE MEMBERS:** An Independent Committee Member shall be determined to have no material relationship with USA Dance, either directly or through an organization that has a material relationship with USA Dance. A relationship is "material" if, in the judgment of the Nominations and Elections Committee, it would interfere with the Committee Member's independent judgment. To assist it in determining whether a Committee Member is independent, the guidelines set forth below shall be applied on a case-by-case basis by the Nominations and Elections Committee.

A committee member shall not be considered independent if, within the preceding five (5) years:

- (a) the Committee Member was employed or held any governance position (whether a paid or volunteer position) with USA Dance, the IOC recognized International Governing Body for DanceSport or any sport entity of DanceSport;
- (b) an immediate family member of the Committee Member was employed by or held any governance position (whether a paid or volunteer position) with USA Dance, the IOC recognized International Governing Body for DanceSport, or any sport entity of DanceSport;
- (c) the Committee Member was affiliated with or employed by USA Dance's outside auditor or outside counsel;
- (d) an immediate family member of the Committee Member was affiliated with or employed by USA Dance's outside auditor or outside counsel as a partner, principal or manager;
- (e) the Committee Member was a member of USA Dance's Athletes' Advisory Council;
- (f) the Committee Member was a member of any constituent group with representation on the Board;
- (g) the Committee Member receives any compensation from USA Dance, directly or indirectly;
- (h) the Committee Member is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Dance;
- (i) the Committee Member is a member of USA Dance in a membership category that participates in competitions; or
- (j) the Committee Member is the parent or close family member of a member of USA Dance.

The Committee Member must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of reimbursement for expenses incurred thereto.

4. SELECTION & TERM:

- (a) The Chair is selected by a majority vote of the BoD
- (b) The five (5) remaining members are selected by a majority vote of the Nominations and Elections Committee.
- (c) Members shall serve two (2) year terms.
- (d) No member may serve for more than two consecutive terms.
- (e) The positions on the Ethics & Judicial Committee members whose terms are expiring must have their positions filled prior to the expiration of their term.

5. **RESIGNATION/REMOVAL:** Any member of the Ethics & Judicial Committee may be removed by an affirmative vote of two-thirds of all the eligible voting members of the Ethics & Judicial Committee or the BoD. 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 by an individual selected by the Nominations & Election Committee except for the Chair who will be selected by the BoD.

E. NOMINATIONS & ELECTIONS COMMITTEE:

1. **FUNCTIONS:** The functions of the Nominations & Elections Committee are to:
 - (a) develop a policy on governing elections and recommend approval by the BoD
 - (b) seek qualified and willing candidates for Board of Directors positions, taking into consideration relevant prior or current service to USA Dance, experience, and the qualifications for the position being sought
 - (c) consult with the Ethics & Judicial Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues,
 - (d) ensure that no candidate runs for more than one Board of Directors position during any single election period,
 - (e) submit for placement on the ballot all eligible and qualified nominees as the Committee may approve
 - (f) prepare and provide access to ballots along with a brief resume of each nominee to all Voting Members entitled to vote
 - (g) recommend to the BoD an Election Service to count votes
2. **MEMBERSHIP:** The Nominations and Elections Committee (N&EC) consists of an at-large Chair plus six (6) members drawn from the different regions of the country who are not candidates for any USA Dance national office. The N&EC contains at least two (2) Social Division members, three (3) Elite Championship Athletes including both DanceSport Divisions, one (1) non-athlete Professional member and no more than 60% any one-gender identity.
3. **SELECTION & TERM:** The Chair and members of the N&EC are appointed by the President and ratified by a majority vote of the EC and the BoD and serves for two (2) year terms ending December 31st of an election year.
4. **DUTIES AND RESTRICTIONS:**
 - (a) The Chair shall act as the National Elections Director and coordinates the activities of the N&EC and oversees the elections to ensure that the elections of candidates are conducted in a fair and unbiased manner
 - (b) All members of the N&EC and their immediate relatives must refrain from running for office, active campaigning, or electioneering for any candidate and maintain a non-partisan role throughout the election.
 - (c) All members of the N&EC and their immediate relatives shall be precluded from serving as a member of the BoD or in any other capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
5. **RESIGNATION/REMOVAL:** Any member of the N&E Committee may be removed by an affirmative vote of two-thirds of all the eligible voting members of the N&E Committee or the BoD. 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 member's failure to continue to qualify as a voting member in good standing, forfeiture of position on the council is automatic upon Director of Membership's affirmation of loss of good standing. In the event of death, resignation, or removal for any reason the vacancy will be filled for the unexpired term by appointment of the President and ratified by a majority vote of the EC and BoD.

F. 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. Individual committee membership and the committee as a whole may be terminated by a majority vote of the Board of Directors.

ARTICLE XVIII - 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.
1. 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.
 2. Each chapter may choose its name subject to national guidance and subsequent approval of the BoD.
 3. The seat of the chapter shall be the address of the current Chapter President.
 4. Each chapter must identify itself as a USA Dance chapter and include the chapter's identifying number in all correspondence, advertising, etc.
 5. Each chapter must hold membership meetings for its members not less than once in each calendar year and keep its members informed of chapter activities.
 6. Chapters may publish and distribute newsletters in consonance with the rules of USA Dance.
 7. Chapters may assess and collect local dues, which will be separate from national or district dues of USA Dance.
 8. All funds of the chapter must be maintained in bank accounts approved by the national Treasurer and must include federal tax identification.
 9. 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.
 10. Chapters must submit an Annual Report as well as periodic financial reports in the form and frequency specified by USA Dance BoD policies. The Annual Report must include the chapter's plans and goals to promote dance in its service area during the next year.
 11. Chapters in highly populated areas may, subject to guidance by applicable national representatives, develop branch chapters and facilitate their growth into independent certified chapters.
 12. Chapters must not bind USA Dance, Inc., its officers, directors, or any committee or person acting under their direction or supervision legally by written documents or by financial expenditures.
 13. Chapters must not violate any policies or procedures established by USA Dance.
 14. 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 Treasurer.

B. AUTHORITY: Each chapter has the following powers:

1. to solicit members
2. to assess and collect dues
3. to organize chapter and other activities including, but not limited to, social dances, dance workshops, team matches, educational seminars, fund raisers, etc. provided they do not conflict with the rules or policies of USA Dance
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 conflict with the rules or policies of USA Dance

C. PURPOSES: Chapters engage in activities that promote and support the mission of USA Dance and act as a liaison between the chapter's members and USA Dance as required.

D. MEMBERSHIP: Membership in USA Dance is granted by the national organization and membership categories and privileges are determined and regulated by National USA Dance.

E. CHAPTER BOARD: The chapter is managed by a board of directors of not less than five (5) voting members in good standing of both USA Dance and the Chapter consisting of the following officers: President, Vice President, Secretary, and Treasurer and an odd number of Directors-At-Large.

1. Chapter board members may resign at any time but such resignations do not become effective until presented to and accepted by the Chapter Board of Directors. Prior to acceptance by the Board of Directors, a resignation may be withdrawn at any time.
2. 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. A Chapter Treasurer's responsibilities do not end until the funds and financial records of the Chapter are delivered to the new Treasurer.
4. Any chapter board member or officer may be removed by an affirmative vote of two-thirds of the Chapter Board of Directors. Any board member who is absent for more than three consecutive board meetings or absent for more than 60% of the total meetings of the board during any six-month period may, upon a vote of two-thirds of the remaining board members, be considered to have resigned by absence.

F. DUTIES OF CHAPTER OFFICERS

1. **CHAPTER PRESIDENT:** The chapter president presides at all chapter board meetings, see that orders and resolutions of the board are carried out, serve as an ex-officio member of all chapter committees, and have other authorities and responsibilities as assigned by the board.
2. **CHAPTER VICE PRESIDENT:** The chapter vice president acts in the place and stead of the president in the president's absence or incapacity, succeed the president in the event of a vacancy in the office of the president until a new president is elected, and have other authorities and responsibilities as designated by the board.

3. **CHAPTER SECRETARY:** The chapter secretary keeps the minutes of all board meetings, record all votes at meetings and actions taken between meetings, distribute the minutes to board members at the next regular meeting, correspond with other individuals and organizations on behalf of the chapter, and have other authorities and responsibilities as designated by the board.
4. **CHAPTER TREASURER:** The chapter treasurer is responsible for collecting and depositing all chapter monies; signing all chapter checks, drafts and notes; maintaining complete and accurate financial records; presenting financial statements at board meetings; performing any financial reporting requirements of USA Dance; and fulfilling any other authorities and responsibilities as designated by the board.
5. **DELEGATION:** Officers and board members may delegate specific tasks to other individuals but retain the responsibility for those tasks.

G. COMMITTEES: Standing or ad-hoc committees may be created or dissolved and given specific authorities, responsibilities and/or tasks by the board. Committees must not incur indebtedness on behalf of the chapter or otherwise commit the chapter without the prior approval of the board, circumvent or alter rules, policies or procedures of the chapter or USA Dance, or exceed their prescribed duties or functions. Chapter committee chairs preside over the committees' meetings; recruit, appoint and dismiss committee members under direction of the chapter's board; implement the authorities, responsibilities and/or tasks assigned the committees by the board; report on the committees' actions to the board in writing or in person at intervals determined by the board, and see that the committees abide by the policies established by the board and by USA Dance.

H. 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 chairs should receive two weeks advance notice of regular meetings.
2. **SPECIAL MEETINGS:** Special board meetings may be called for any purpose by the president; or in his or her absence, inability, or refusal to act by the vice president; or by any three (3) board members. Notice of special board meetings must be communicated to all board members and committee chairs at least two days in advance.
3. **GENERAL MEETING:** A general meeting must be held at least once each calendar year for the entire chapter membership. Notice of the meeting should be made in writing or electronically to all chapter members or posted on the chapter's website at least two weeks in advance.
4. **VOTES:** Unless otherwise specified in these bylaws, all decisions of the board are reached by a simple majority of the current board members, provided a quorum of a majority of all current board members exists. No proxy votes are allowed.
5. **MEETINGS IN THE ABSENCE OF A QUORUM:** In the absence of a quorum, the board may hear reports and hold discussions; however, any decisions reached must be approved by the required number of board members at a later time before taking effect.
6. **VOTES BETWEEN MEETINGS:** In between meetings, decisions which cannot or should not be delayed until the next meeting may be made via teleconference or by electronic vote provided the requirements of a quorum are met.
7. **MEETING ATTENDANCE:** Board meetings are open to the following individuals, unless the board votes to hold a closed session: all chapter members without invitation,

officers or committee members of USA Dance without invitation, and other interested individuals upon invitation by a board member and concurrence of the board.

ARTICLE XIX - SANCTIONING

- A. **CONSIDERATION OF REQUESTS FOR COMPETITION SANCTIONS:** Any competition organizer may apply to USA Dance for sanction of a DanceSport Ballroom or Breaking competitions. All requests for sanctions will be promptly reviewed by USA Dance and should be granted unless the BAC or BRC, 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 Ballroom DanceSport Championships and National Breaking 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 respective National DanceSport Champions. In addition to the USA National Ballroom DanceSport Championships and USA National Breaking DanceSport Championships, USA Dance will sanction and/or organize such international, Regional Championships, and local competitions, both championships and others, as are deemed in the best interest of DanceSport in the United States.
- C. **SANCTIONING AUTHORITIES:**
1. Each chapter has sanctioning and organizational jurisdiction over its respective chapter competitions that are limited to participation from their own chapter members.
 2. The BoD has sanctioning and organizational jurisdiction over the respective National DanceSport Championships and over all "Protected Competitions"
 3. Under the authority of and at the discretion of the BoD, the BAC, BRC, and PDC have sanctioning and organizational jurisdiction over all competitions designated as Regional Championships, Open Championships, and Challenge competitions open to all USA Dance athletes, and over all events involving international competitors who are eligible under the IOC recognized IF for DanceSport eligibility rules and who are members in good standing of the relevant IOC recognized IF for DanceSport recognized national member body.
 4. The BAC, BRC, 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 BoD.
 5. The process for submitting an application for sanction of a competition and the sanctioning fees and conditions are outlined in the USA Dance DanceSport Ballroom Division and Breaking Division Rulebooks.
 6. The responsibilities of a Competition Organizer and the Officials of a DanceSport Ballroom or Breaking Competition sanctioned by USA Dance are outlined in the USA Dance DanceSport Ballroom and Breaking Division Rulebooks.
 7. All references to the PDC shall be removed, automatically, as of January 1, 2023 or sooner by a vote of the BoD.

- D. **REVIEW AND GRANTING OF SANCTIONS:** 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 Ballroom or Breaking Rulebook requirements.
- E. **PARTICIPATION AND REPRESENTATION:** The eligibility requirements of individuals or teams to represent the U.S. in Protected International Competitions are as follows:
1. The competition must be open to any Athlete who is eligible under IOC recognized IF for DanceSport and USA Dance rules.
 2. Each competitor must be a member in good standing of USA Dance or by their membership in good standing in any other dance organization recognized as such by USA Dance.
 3. The opportunity to represent the U.S. is offered as set forth in USA Dance's Ballroom or Breaking Division 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 IOC Recognized IF for DanceSport 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 IF recognized national member body in their respective country, which is itself a member of the IF. In accordance with IF Competition Rules, all invitations to participate in any IF and/or USA Dance sanctioned international competition involving any competitors from IF national member bodies are arranged and controlled by the IF 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 an IF recognized national member body.

ARTICLE XX – POLICIES

- A. **GIFTS & ENTERTAINMENT POLICY:** USA Dance BoD shall adopt a Gifts & Entertainment Policy applicable to all USA Dance employees, National Board of Director members, Chapter Board members, Committee members, Task Force members, and Volunteers.
- B. **CONFLICTS OF INTEREST:** USA Dance BoD shall adopt a Conflicts of Interest Policy applicable to all USA Dance employees, National Board of Director members, Chapter Board

members, Committee members, Task Force members, and Volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

- C. **CODE OF CONDUCT:** USA Dance BoD shall adopt a general Code of Conduct applicable to all USA Dance members, employees, National Board of Director members, Chapter Board members, Committee members, Task Force members, and Volunteers. USA Dance shall additionally implement specific Codes of Conduct for the following constituent groups:
1. DanceSport Athletes
 2. Coaches
 3. Competition Officials
- D. **ATHLETE SAFETY POLICY:** USA Dance BoD shall adopt an Athlete Safety Policy applicable to all USA Dance members, employees, National Board of Director members, Chapter Board members, Committee members, Task Force members, DanceSport category members, and Volunteers that satisfies the minimum standards mandated by the USOPC.
- E. **ANTI-DOPING POLICY:** USA Dance BoD shall adopt an Anti-Doping Policy applicable to all USA Dance members, employees, National Board of Director members, Chapter Board members, Committee members, Task Force members, DanceSport category members, and Volunteers that satisfies the minimum standards mandated by the USOPC.
- F. **OTHER POLICIES:** USA Dance BoD shall adopt other relevant policies to effectively run and govern the organization.

ARTICLE XXI – GRIEVANCE PROCEDURES

- A. **ADMINISTRATION:** With the exception of USA Dance DanceSport Ballroom and Breaking Division Rulebooks violations or those assigned to other bodies within USA Dance, the Ethics & Judicial Committee shall administer and oversee all complaints filed with USA Dance in compliance with the “USA Dance Grievance Procedures” available at www.usadance.org
- B. **DECISIONS NOT REVIEWABLE THROUGH THE COMPLAINT PROCEDURE:** In addition to USA Dance DanceSport Rulebook violations, the following are not reviewable under the Grievance Procedures:
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 grievance procedures.
 2. **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
 - (b) The result of a violation of the USA Dance Code of Ethics and Conduct Policy by the official

3. **OTHER AGENCY DECISIONS:** USA Dance shall honor the disciplinary actions imposed on individuals by the IOC recognized IF for DanceSport, USOPC, United States Anti-Doping Agency (USADA), World Anti-Doping Agency (WADA), and the United States Center for SafeSport (USCSS). The Ethics & Judicial Committee may delay holding a disciplinary hearing pending a disciplinary proceeding before the IOC recognized IF for DanceSport, USOPC, USADA, WADA, USCSS, or law enforcement agencies. The Ethics & Judicial Committee may conduct an investigation and hold a hearing on those items referred back by an agency considered to be in USA Dance's jurisdiction and address issues that are violations of USA Dance rules or policies in addition to the rules of another agency.

C. **ARBITRATION:** Within thirty (30) days of a decision of the BoD that arises from a controversy arising under Article XVIII 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 XXII – RECORDS OF THE CORPORATION

A. **MINUTES:** USA Dance shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

B. **ACCOUNTING RECORDS:** USA Dance shall maintain appropriate accounting records.

C. **MEMBERSHIP LIST:** USA Dance shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

D. **RECORDS IN WRITTEN FORM:** USA Dance shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

E. **RECORDS MAINTAINED AT BUSINESS OFFICE:** USA Dance shall keep a copy of each of the following records at its business office:

1. the articles of incorporation;
2. these Bylaws;
3. rules or regulations adopted by the Board of Directors pertaining to the administration of DanceSport;
4. rules or regulations that govern the conduct of USA Dance, the USA Dance Board and Committees and the USA Dance members;
5. rules and regulations that govern the technical conduct of DanceSport's events in the United States as the USA Dance Board determine is appropriate in their sole discretion;
6. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
7. all written communications within the past three (3) years to the members generally as the members;

8. a list of the names and business or home addresses of the current Directors and officers of USA Dance;
9. a copy of the most recent corporate report delivered to the Virginia secretary of state;
10. all financial statements prepared for periods ending during the last three (3) years;
11. USA Dance's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
12. all other documents or records required to be maintained by USA Dance at its principal office under applicable law or regulation.

F. **INSPECTION OF RECORDS BY MEMBERS:** The following rights and restrictions shall apply to the inspection of records by members:

1. **RECORDS MAINTAINED AT PRINCIPAL OFFICE:** A member shall be entitled to inspect and copy, during regular business hours at USA Dance's principal office, any of the records of USA Dance described in Article XIX Section E, provided that the member gives USA Dance written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records. All associated costs shall be paid by the member.
2. **FINANCIAL STATEMENTS:** Upon the written request of any member, USA Dance shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations. All associated costs shall be paid by the member.
3. **MEMBERSHIP LIST:**
 - (a) **PREPARATION OF MEMBERSHIP VOTING LIST:** After determining the members entitled to vote in an election, USA Dance shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
 - (b) **RIGHT OF INSPECTION:** A member shall be entitled to inspect and copy, during regular business hours at USA Dance's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member; (iii) the member gives USA Dance written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list; (iv) the member describes with reasonable particularity the purpose for the inspection; and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Dance limiting the use of such list in accordance with Article XIX Section F.3.c. All associated costs shall be paid by the member.
 - (c) **LIMITATION ON USE OF MEMBERSHIP VOTING LIST:** Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for

any commercial purpose; or (iii) sold to or purchased by any person.

4. **SCOPE OF MEMBERS' INSPECTION RIGHTS:**

- (a) **AGENT OR ATTORNEY:** The member has duly authorized agent or attorney has the same inspection and copying rights as the member.
- (b) **RIGHT TO COPY:** The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
- (c) **REASONABLE CHARGE FOR COPIES:** USA Dance may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
- (d) **LITIGATION:** Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Dance, or the power of a court to compel the production of corporate records for examination.

ARTICLE XXIII – FINANCIAL & FIDUCIARY MATTERS

- A. **FISCAL YEAR:** The financial year for USA Dance shall commence on January 1 and end on December 31.
- B. **BUDGET:** USA Dance shall have an annual budget approved by the Board of Directors.
- C. **AUDIT:** Each year USA Dance shall have an annual audit of its books and accounts prepared by an independent certified public accountant.
- D. **DUES & FEES:**
 - 1. The BoD reserves the right to establish membership categories and assess dues and other fees as necessary for the administration of the organization
 - 2. The term of membership for new DanceSport Ballroom and Breaking Division members is the remainder of the calendar year unless the enrollment occurs in the last quarter of the year under which circumstances the membership continues through the end of the subsequent year.
 - 3. The term of membership for renewing DanceSport Ballroom and Breaking Division members is the year following the expiration of their current membership. If the renewing DanceSport Ballroom and Breaking Division member's membership has expired the term of membership is the remainder of the current calendar year.
 - 4. 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.
 - 5. Upon expiration, a member loses all benefits and good standing status until their membership is renewed.

- E. INDIVIDUAL LIABILITY:** No individual employee, National Board of Directors member, Chapter Board member, Committee member, Task Force member, and Volunteer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Dance pursuant to the authority granted directly or indirectly by the BoD.
- F. 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 and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.
- G. 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.
- H. DISCHARGE OF DUTIES:** Each employee, National Board of Directors member, Chapter Board member, Committee member, Task Force member, and Volunteer shall discharge their duties:
1. in good faith,
 2. with the care an ordinarily prudent individual in a like position would exercise under similar circumstances,
 3. in a manner the Director or officer reasonably believes to be in the best interests of USA Dance.
- I. CONFLICTS OF INTEREST:** If any employee, National Board of Directors member, Chapter Board member, Committee member, 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 the contract, transaction or business affair, such individual shall:
1. disclose the conflict of interest;
 2. not participate in the evaluation of the contract, transaction or business affair; and
 3. not vote on the contract, transaction or business affair, unless the procedures set forth in USA Dance's Conflict of Interest Policy are followed.
- J. PROHIBITED LOANS:** No loans shall be made by USA Dance to any employee, National Board of Directors member, Chapter Board member, Committee member, Task Force member, or Volunteer of USA Dance.
- K. 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 debts and liabilities of USA Dance, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE XXIV – MISCELLANEOUS PROVISIONS

- A. **SERERABILITY AND HEADINGS:** The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.
- B. **SAVING CLAUSE** Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the BoD do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.
- C. **APPLICABLE LAW:** These Bylaws shall be governed by the laws of the Commonwealth of Virginia.
- D. **PROPERTY RIGHTS:** All materials and documents developed by members of the Board of Directors, DanceSport Ballroom Division Council, DanceSport Breaking Division 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 such materials and documents must be returned immediately upon departure of their position.

ARTICLE XXV - AMENDMENTS AND CONFLICTS

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