



National Governing Body of DanceSport, Member
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Response to Anonymously Circulated Petition Containing Motions to Amend USA Dance's Bylaws

INTRODUCTORY STATEMENT

Under Article XX, Amendments and Conflicts, USA Dance Bylaws can be amended or repealed by 2/3 of votes received from voting members in good standing. On June 28, 2018, the Governing Council invited all USA Dance members to make recommendations for potential bylaw amendments via membersvoice@usadance.org. Shortly after this, a petition was circulated at the Gumbo DanceSport Championships and online. The Governing Council has been asked for its views regarding the proposed changes in the petition. Below is the language of the petition motions and the Governing Council's initial responses regarding the petitions arguments and proposed amendments.

Notably, the authors of the petition are anonymous, and a review of the petition shows that many arguments advanced in the document contain false and misleading statements, and the proposed amendments would not achieve the goals advanced in the petition arguments (either by design or poor drafting). Furthermore, the changes in the proposed amendments are not in the best interests of USA Dance and in some instances could have significant negative repercussions for the organization, its chapters, and members. Given the false and misleading statements in the petition, poor wording of the proposed amendments, and likely negative effect on the organization if the proposed amendments were passed, the Governing Council encourages all members to vote **no** to the petition proposals.

Please submit any questions to membersvoice@usadance.org. Thank you for your continued support.

PETITION MOTIONS AND GOVERNING COUNCIL RESPONSES

A. Petition Motion to Change How Bylaws are Amended

Motion: Effective January 1, 2019, per removal of Article XX.A.3 of the current Bylaws, changes can only be made by a vote of the members of USA Dance. The Governing Council may make recommendations to the membership for bylaw revisions but does not have the authority to incorporate any changes into the bylaws until the voting members of USA Dance have voted affirmatively on the changes via an election.

ARTICLE XX - AMENDMENTS AND CONFLICTS A. AMENDMENTS: These Bylaws may be amended or repealed by two-thirds (2/3) of votes received from voting members in good standing by mail, electronic, or telephonic ballot. 1. Amendments may be proposed by the GC on its own initiative or upon petition by any one hundred (100)



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



voting members in good standing. All such amendments shall be presented by the GC to the membership with or without recommendation. 2. The ballot to amend these Bylaws shall be at a time determined by the GC, but in no event less than once each calendar year if amendments have been proposed. 3. A vote by 400 or more of USA Dance's voting members in good standing shall constitute a quorum. B.

~~BYLAWS REVISED BY GOVERNING COUNCIL: As an alternative to Article XX.A., the GC at its discretion, may amend or repeal these bylaws by three-fourths (3/4) vote of the filled positions of the GC members not recusing themselves from the vote.~~

Governing Counsel's Response and Concerns:

In the early 2000's, the Bylaws were updated to permit direct amendment by the Governing Council for the following clear and justifiable reasons:

1. Requiring approval for Bylaw changes by the membership at large caused significant delays in the operation of the organization because this could only effectively be performed during an election, and elections are infrequent, time consuming to organize, and expensive.
2. Requiring approval for Bylaw changes by the membership at large was difficult because the number of votes returned didn't always meet the minimum amount required under the Bylaws (it should also be noted that in the late 1990s and early 2000s, USA Dance's membership was larger than it is today).
3. Requiring approval for Bylaw changes by the membership at large was problematic because the varying constituencies within the organizational membership frequently were not familiar or invested in specific issues, whether those issues were Governance, Social or DanceSport related. Consequently, votes were not cast by many members, and frequently only the votes of a limited constituency were considered.
4. The amount of volunteer time to produce, collect, count, and report on ballots was significant and deemed to be better allocated to other organizational functions.

All of the above reasons remain valid in the current environment. In addition, the organizational cost for running a separate vote is now approximately \$2,000.

It should also be noted that although there have been a series of Bylaw changes during this administration, these were largely to address inconsistencies created by Bylaw changes that had occurred over the prior decade where Bylaw language was amended without sufficient consideration for maintaining consistency in terminology, meaning, and requirements of overseeing organizations such as the United States Olympic Committee. The current administration took the initiative to correct these problems and to improve the management processes of the organization.



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



Although most of these updates have been made, changes to conform to clarifications of legal and statutory terminology as specified by the United States Supreme Court still remain to be made. For example, the Supreme Court has stated that the word “shall” is ambiguous and can mean “may,” “must” or “will.” Accordingly, the Governing Council is in the process of reviewing the multiple areas where the Bylaws use the word “shall” and clarifying the meaning of those sections. This type of detailed review is not well suited to amendment via a ballot.

Additionally, as future changes in federal or state laws are made the Bylaws may need modification to conform to such legal obligations. Restricting Bylaw updates to the membership at large under such circumstances may put the organization in legal jeopardy given the time involved for membership approved changes.

Finally, under the current Bylaws, amendments require a vote of 75% or greater by the Governing Council. Consequently, only changes that are strongly supported are implemented.

Recommendation:

For the above reasons, the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

B. Petition Motion to Remove Protections for Confidential Information

Motion: Effective January 1, 2019, add the following language to the current Bylaw of Article IV – Governing Council

D. QUALIFICATIONS: As a requirement of service on the Governing Council as either an elected or an appointed Officer/Director, a person must agree to hold in confidence information they may acquire in their position with respect to:

- a) Personal medical information of another member
- b) Tax or financial information of another member
- c) Complaints officially filed by one member against another
- d) Examination results or specific credentials or scores regarding a professional license
- e) Membership details of another member

No other policies or additional language shall be imposed restricting the transparency and disclosure of any persons serving as volunteers on any National or Chapter level.



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



Governing Counsel's Response and Concerns:

Currently, confidentiality obligations are imposed on chapter officers through the Section 8.1 of the Code of Ethics, and on the Governing Council and national committee members through both the Code of Ethics and a Confidentiality Agreement. This proposed bylaw would eliminate confidentiality obligations under both the Code of Ethics and any confidentiality agreement. The proposed bylaw imposes confidentiality requirements only on GC members and explicitly prohibits any disclosure restrictions on any other volunteer at a national or chapter level. This means that any information that goes through a non-GC member is automatically not confidential – regardless of the type of information. This would effectively remove all confidentiality from sensitive USA Dance operations and place USA Dance in legal jeopardy.

Under this proposed bylaw, bank account information held by chapter treasurers would not be confidential. Neither would tax information collected by chapter members or by any volunteer who is not a GC member (even if the volunteer were on a national committee or interning for USA Dance's treasurer). Drug testing results and medical information collected by a volunteer who is not on the GC would also be deemed non-confidential. Likewise, membership details, which are shared with chapter boards, would not be confidential.

Furthermore, almost all USA Dance complaints are handled by USA Dance's Ethics Committee (only one of which is on the Governing Council), and therefore would be non-confidential under the proposed rule. Under this proposed bylaw, a SafeSport issue involving a young child would not qualify as confidential information because 1) it is very unlikely it would be received as part of a formal complaint, and 2) it would be investigated by the Ethics Committee, which under the proposed bylaw cannot be restricted from disclosing the information publicly. The lack of confidentiality in such instances would be damaging to all parties involved.

Governing Counsel and national committee members are frequently privy to confidential and sensitive information of the national organization and are asked to sign a confidentiality agreement. The confidentiality agreement in use today was approved by the Governing Council by email vote on May 25, 2017. Prior to this vote the need for a confidentiality agreement had been openly discussed at GC meetings. All members of the Governing Council were, and are, free to discuss this vote, and this is the same process the Governing Council and Executive Committee have used to make decisions for decades.

Confidentiality agreements are standard in virtually all organizations in order to protect the organization from a myriad of issues. As an organization USA Dance is no different from any other in that it consists of a number of stakeholders (members), must survive in a competitive environment, and needs to protect its proprietary processes and



National Governing Body of DanceSport, Member
Organization of the US Olympic Committee, and the
World DanceSport Federation



technology. The characterization of the current Confidentiality Agreement in the Members' Motion as one appropriate for a high-tech company with corporate research and development secrets is inaccurate at best and a blatant misrepresentation at worst. Although the Confidentiality Agreement does address proprietary technical information it also covers proprietary processes, operations, and personal data, among other items.

Contrary to the statements in the Members' Motion document very few individuals have chosen not to sign the confidentiality agreement. Currently, over 70 volunteers have chosen to sign the confidentiality agreement in order to work with USA Dance at a National level and receive access to USA Dance confidential and sensitive information.

The authors of the petition argue that those who sign the confidentiality document may not share the terms of the agreement with others. This statement is incorrect and unfounded. Indeed, the anonymous authors of the petition presumably have seen the current confidentiality agreement, since they make claims about the content of the agreement.

The petition also argues that the language of the agreement should be in the Bylaws. This would be a mistake, particularly when paired with a motion restricting how the Bylaws can be amended. What is deemed confidential can and does change over time. For example, the recent passage of Federal Law regarding Safe Sport requires certain actions be performed by USA Dance as well as the confidentiality of certain materials. In contrast to increased confidentiality obligations under USOC Safe Sport guidelines, several states are also considering whether to limit the confidentiality of certain conduct and materials. Changing Bylaws to accommodate such changes would not only be costly, but also could take months or up to a year. This is simply unacceptable.

Moreover, the list of items in the motion is woefully incomplete. It does not address technology decisions or processes, business processes, other confidential membership information, among numerous other items. A recent example of the sensitive negotiations demonstrates why a list will always be incomplete and cause organizational problems. Recently our information technology provider informed USA Dance that they would be moving to another platform and that it would cost USA Dance another \$15,000 (on top of current payments) to finance this move. The Governing Council researched and discussed alternative solutions, as well as other potential providers for months after receiving this notification. On August 1, 2018, the information technology provider gave USA Dance notice that it would be erasing our data on September 15, 2018. Because the Governing Council had been looking into other potential providers, we were able to respond with a notification on August 9, 2018 that USA Dance would be terminating all services with the provider and request an orderly transition of data and services before the September 15th termination date. Despite this notice, on August 17th the provider turned off all the chapter and national websites.



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



Fortunately, because we had been putting contracts in place with another information technology provider, and because we had researched and collected data for our web sites while seeking competitive bids from other providers, we were able to recover from the shut down within a couple of weeks. Now imagine what would have happened if the provider had been made aware of our decision to seek competitive bids, and had shut down the services months ago, early in the process. USA Dance and all the Chapters would have been out of operation for months. This compelling need for business propriety is not recognized or contained within the petition's motion.

Finally, this petition implies the Governing Council is or cannot be transparent under the current Confidentiality Agreement. This is totally erroneous. The Confidentiality Agreement only exists to protect confidential information and nothing else. Any information that is discussed that is not confidential may be discussed with any member of the Governing Council and any information that is no longer deemed confidential may also be discussed (such as the search for and contracting of an alternative information technology firm as outlined in the above example).

Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

C. Petition Motion to Remove Membership Requirement to Serve on the Governing Council

Motion: Effective January 1, 2019, revise the language of the current Bylaw Article IV – Governing Council D. QUALIFICATIONS to strike the words shown below:

Article IV. D. QUALIFICATIONS: The USA Dance Voting Delegates on the GC shall have been members in good standing for not less than one (1) year preceding their holding any Voting Delegate's position on the GC and shall remain voting members in good standing in order to qualify to continue to serve on the GC.

Governing Council's Response and Concerns:

Although likely unintentional, the wording of this proposed bylaw motion calls for the striking of the entire Article IV.D and would **remove** the current requirement that non-appointed members of the GC have been members in good standing for at least one year before holding a voting position. Currently, such an exception is only permitted in the case of appointment to fill an open slot on the GC.

Because the argument in the petition discusses the need to have all members of the Governing Council be a member in good standing at least one year prior to serving on



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



the GC, this petition motion highlights two things: one, the petition authors were very sloppy in drafting the proposed bylaws; or, two, the petition authors seek to mislead potential signatories by advancing an argument that is directly contrary to the language of the proposed bylaw.

Currently, all GC members standing for election must have been members in good standing for at least one year. GC members who are appointed to positions, may be drawn from outside of USA Dance. This allows USA Dance to fill open positions, which sometimes remain open for months. In order for USA Dance to grow and prosper it needs experienced management to develop and implement organizational operations, tactics, and strategies. Successful organizations across the world bring in management from outside to introduce new ideas and approaches in order to prevent stagnation within their organization. Even companies such as 3M that historically have promoted from within have transitioned to a business model of bringing in executive and middle management from the outside.

The argument made pertaining to working knowledge and a stake in USA Dance is simply incorrect. USA Dance is much like other non-profit organizations from a management perspective. Like many volunteer organizations, relatively few members volunteer to serve on the GC or national committees, and a significant percentage of those who do are unprepared for the work needed to run the organization. This is particularly true in specialized areas such as information technology, finance, and legal affairs.

As a result, historically, work has not been completed (or started) on projects due to the election or appointment of individuals with inadequate experience or commitment to work on the Governing Council or its subsidiary committees (again using member only management).

Furthermore, the authors of the petition have not discussed the problems that have ensued and the work that has not been completed or started due to the election or appointment of individuals with inadequate experience or commitment to work on the Governing Council or its subsidiary committees (again using member only management). It is unfortunate but USA Dance has been exposed to this over many years with various directors and elected officials and we see the results today.

The authors of the petition have failed to communicate that since 2007, the membership of USA Dance has dropped by approximately 50% (using member only management) while the current management team (consisting of some new members) has halted this decline during the past year. Limiting the pool of appointees to members inappropriately restricts the pool of willing and viable volunteers. An example is our current Director for Administrative Support who single handedly rebuilt the National web



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



site in one day and the chapter web sites over the course of a week. This was done while working full time. No past Administrative Support Director or anyone else on the Governing Council or one of its committees could have accomplished this task in this time frame.

Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

D. Petition Motion to Remove Voting Power from Directors

Motion: Effective January 1, 2019, all appointed National Directors including: Membership, Public Relations, Administrative Support, K-12, Collegiate, and any additional National Directors shall be nonvoting members of the Governing Council. The only individuals having a vote on the GC shall be the President, Senior Vice President, Secretary, Treasurer, Social VP, DanceSport VP, Professional VP, and DanceSport Delegates. No additional voting positions shall be created except by a vote of the members of USA Dance.

4. In addition, the GC is empowered to add nonvoting members from qualifying National Sports Organizations.

- a. National Sports Organizations nonvoting members' slots are reserved for and limited to direct representation on the GC for any sports organization that conducts a national program or regular national DanceSport competition on a level of proficiency appropriate for the selection of DanceSport Athletes to represent the United States in international DanceSport competitions.
- b. The number of National Sports Organizations nonvoting members' representation shall reflect the nature, scope, quality, and strength of programs and competitions of such sports organizations in relation to all other such programs and competitions in DanceSport in the United States.

Governing Counsel's Response and Concerns:

Director roles have existed in USA Dance for over twenty years, and during this time all the directors with the exception of the non-voting Director from Virginia have had voting rights. Removing the ability for directors to vote would make attracting and retaining individuals to work for USA Dance at a high level extremely difficult. If directors are not provided some representation in the decision process, and in particular in the area in which they are overseeing, this will substantially increase the difficulty in finding qualified individuals willing to make the time and energy commitments necessary to serve on the Governing Council. The difficulty in attracting volunteers (even when they hold voting positions) has been clearly demonstrated by the lack of response for



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



extended periods of time when announcements are made requesting applicants for open director positions.

Ignoring the likely effect of the proposed motion, the authors of the petition use inflammatory and fallacious statements to bolster their argument. The President elected in 2016 did not fire all the existing directors when he took office in 2017. In 2017, all the Directors serving USA Dance at the end of 2016 were up for reappointment as their terms had expired on December 31, 2016. No one was fired. The new President under the Bylaws appointed Directors that he felt would assist in the development of USA Dance. In addition, some of the appointees had been on the board during the prior administration as a Director (e.g., Hannah Cole – College Network) so again the statement that all Directors were removed is fallacious. The statement that all the appointed Directors were selected based on their loyalty to the President is pure conjecture and can easily be refuted by reviewing the voting record. Opinions of all elected and appointed members of the Governing Council were heard, discussed, considered and then voted upon. The implication that Presidents have, would, or could stack the Governing Council, ignores the processes that have been put into place to protect the organization. The current Bylaws specify, and the Governing Council minutes demonstrate, that the Directors are appointed and ratified on an annual basis. Furthermore, the Bylaws specify that these appointments expire on December 31 annually. This means that the first Governing Council meeting of the year is conducted to discuss and ratify director appointments. The attendees of this Governing Council meeting are the Governing Council members in the elected roles: President, Senior VP, Treasurer, Secretary, DanceSport VP, Professional VP, Social VP, and the four DanceSport Delegates as they are the only active Governing Council members at this time; not the Directors.

Thus, the President does not have the ability suggested by authors of the petition, and passage of this proposed bylaw amendment would likely decrease volunteer participation in USA Dance.

Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

E. Petition Motion to Extend Director Term of Office

Motion: Effective January 1, 2019, strike the aforementioned Article IV.E.3 from the Bylaws and replace with the language of the previous Bylaws that reads:



National Governing Body of DanceSport, Member
Organization of the US Olympic Committee, and the
World DanceSport Federation



3. DIRECTORS APPOINTED BY THE PRESIDENT: Upon assuming office, the President shall appoint, for a four-year term subject to majority ratification of the voting members of the GC, the positions of Directors. However, in the case of the Senior VP assuming the office of President due to a vacancy, appointed Directors already in office shall continue to serve the unexpired portions of their terms.

Governing Council's Response and Concerns:

Currently, all director positions must be appointed and ratified by the Governing Council at the beginning of the calendar year and expire at the end of each calendar year. Contrary to the argument of the petition authors, the President does not have absolute power to place directors into roles on the Governing Council. Ratification is required by the elected positions on the Governing Council.

Limited terms for directors is important to the functioning of the Governing Council. As discussed above, a significant percentage of people who volunteer for director positions come onto the Governing Council with the best of intentions but are unprepared for the work needed to run the organization. This has unfortunately resulted in projects that have not been completed or started due to the appointment of individuals with inadequate experience or who find themselves overwhelmed by the work. As in all volunteer organizations few members volunteer and a significant percentage of those that do, do not perform to the minimum level needed. It is unfortunate, but USA Dance has been exposed to such inaction over many years and is operating under its consequences. When a director volunteer is not effective, there should be an ability to let the person go without removing "for cause." Although the Bylaws allow for the "for cause" removal of individuals during the calendar year, such radical action is rarely attempted, supported or successful because a two-thirds vote is needed to remove a director. If USA Dance is to be run as a business the leadership team needs to run it accordingly. Annual performance reviews of directors are a step in this direction. Based on such annual reviews the President will present the case for retaining or replacing each director. It is then up to the Governing Council to make a decision based on a majority vote.

Finally, the establishment of relationships with other national dance related organizations will necessarily involve their representation on our Governing Council in order to grow our sport and avoid the creation of additional competing organizations. This will make our organization stronger and increase our vitality by strengthening our membership and visibility in the United States. Furthermore, the inclusion of partner organization's dance views and perspectives will define new paths for our organization's future growth. Not allowing representatives of such organizations to have a vote on our Governing Council will only raise another obstacle in establishing such relationships.



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

F. Petition Motion to Provide a Greater Voice to Past Presidents and Limit the Voice of Chapter Representatives.

Motion: Effective January 1, 2019, replace the current language in 2018B Bylaws, which reads:

~~ARTICLE IV - GOVERNING COUNCIL (GC)~~

~~C. NON-VOTING ATTENDEES: In addition to the attendance of the Voting Delegates,~~

~~1. the following subject to invitation by the President or GC are allowed to attend and under control of the Chair have a voice at face-to-face and telephonic meetings of the GC:~~

- ~~a. Past Presidents of USA Dance~~
- ~~b. Chairpersons of National Committees~~
- ~~c. The USA representatives to the WDSF~~
- ~~d. Guests~~

~~2. the following are allowed to attend and under control of the Chair have a voice at face-to-face meetings of the GC:~~

- ~~a. One chapter observer per chapter~~
- ~~b. One non-voting Director who shall be a resident of the State of Virginia and who shall act as the Corporation's registered agent in accordance with the laws of the State of Virginia.~~

With the language of the 2017A Bylaws, which reads:

ARTICLE IV - GOVERNING COUNCIL (GC)

C. NON-VOTING ATTENDEES: In addition to the attendance of the Voting Delegates, the following may attend and have a voice but no vote at all face-to-face and telephonic meetings of the GC:

1. National Past Presidents of USA Dance who have completed their terms of office
2. Chairpersons of other National Committees
3. Any U.S. Presidium Member of the WDSF

D. OBSERVERS: In addition to the attendance of the Voting Delegates and Non-Voting Attendees, the following members in good standing may attend as observers of all face-to-face meetings of the GC:

1. One observer per chapter



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



2. One non-voting Director who shall be a resident of the State of Virginia and who shall act as the Corporation's registered agent in accordance with the laws of the State of Virginia.

Governing Council's Response and Concerns:

Currently, for face-to-face Governing Council meetings, chapter observers and past USA Dance Presidents may attend and have a voice under the control of the chair. For telephonic meetings, past presidents and other guests may be invited to attend and have a voice under the control of the chair. The petition's proposed bylaw would reduce the representation rights of chapters at face-to-face GC meetings from having a voice to non-speaking observers. Reducing the rights of chapter representatives is simply unacceptable. The proposed bylaw would also nominally remove past presidents from being under the control of the chair of the meeting which could make such meetings unmanageable and therefore unproductive.

The Governing Council recognizes the importance of institutional knowledge, and such knowledge should be recorded in documentation associated with decisions, actions and programs. In addition, where historical information is needed from past presidents or others, that information can and would be requested. What the petition authors fail to recognize is that current members of the Governing Council and Executive Committee have experience on the USA Dance Governing Council and Executive Committee covering each of the past twenty one years. As such the administration has historical perspectives from Governing Council and Executive Committee members to draw upon.

The authors of the petition imply that the current administration has ignored the history of USA Dance and that this has caused organizational difficulties. The current Governing Council includes individuals that were DanceSport Delegates for two, six, and twelve years prior to the inauguration of the current administration, an individual that was DanceSport VP for eight years, and an individual that was a Director for four years. This group has historical knowledge of Governing Council decisions from 1997 through 2016. That knowledge is taken into consideration with every decision made by the Governing Council. Many of the difficulties experienced by the current administration are due to a lack of action by earlier administrations, and in some cases are the direct results of actions taken against the current administration by some prior officers.

Furthermore, the establishment of the Past Presidents Council was a recent development; put into place in 2013 and in effect for approximately three years prior to the 2016 election. The prior and current leadership teams recognize that USA Dance has been and should be run as a corporation. When one examines other corporations, whether for-profit or non-profit, one finds that when new leadership is installed the past leaders are not retained to give their views on the new leader's administration. Although such outlooks may have some value they can also be severe impediments.



National Governing Body of DanceSport, Member
Organization of the US Olympic Committee, and the
World DanceSport Federation



Finally, the authors of the petition make a false and misleading claim when stating the current administration violated the Bylaws by not notifying and inviting past presidents to telephonic meetings. The Bylaws were followed as written. If prior administrations intended that the Past Presidents Council attend all Governing Council meetings they would have written the Bylaws to explicitly require notice to past presidents. Instead the Bylaws were written in such a way that allowed discretion regarding notice to and attendance by past presidents. Again, showing the sloppiness, or disingenuousness, of the petition authors, the proposed bylaw amendment would not actually achieve its stated goal.

Given the best practices of good corporate governance along, with access to historical USA Dance governance experience, this proposed bylaw would not improve the functioning of USA Dance and would limit the representation rights of chapters.

Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

**G. Petition Motion to Leave the Functions of the Professional Division
Unchanged**

Motion: Effective January 1, 2019, the Professional Division shall be limited to the activities provided in ARTICLE IX.A of the current Bylaws. The Professional Division's assumed/granted authority over USA Dance Competitions, USA Dance DanceSport Rulebook, Competition Organizers, Education, and Certification/Exams/Licensing shall be revoked and returned to the authority of the DanceSport Council and the PDC will fulfill only its functions as stated in the current Bylaws:

ARTICLE IX – PROFESSIONAL DANCE COUNCIL (PDC)

A. FUNCTION: The function of the Professional Dance Council is as follows:

1. to serve as the principal advisory body to the USA Dance GC in matters related to Professional Dance
2. to implement and administer the Professional Dance policies and rules approved by the USA Dance GC
3. to implement and administer the Professional Dance related administrative procedures and guidelines approved by the USA Dance EC
4. to promote and regulate Professional Dance competitions at local, district, and national levels in accordance with the authority granted by the USA Dance GC
5. to submit an annual business plan and budget to the President and Treasurer



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



6. to perform additional Professional Dance related functions as determined by the GC, EC, or President

Governing Council's Response and Concerns:

The goal of this motion appears to be to create ill will toward the new Professional Division without actually changing any bylaws related to the Professional Division. Notably, the language of the bylaws regarding the Professional Division remains unchanged, and the arguments in the petition contain numerous misrepresentations and falsehoods.

The first misrepresentation is the claim that the addition of a professional division is contrary to the Amateur Sports Act of 1978 or the United States Olympic Committee (USOC). The implication is that the creation of a professional division is in some way in opposition to the Amateur Sports Act or the USOC. However, if one reads the Amateur Sports Act, or the Bylaws of the USOC, you will see no definition of amateur or professional exists in either of these documents. Furthermore, since 1978 professional athletes have been allowed to represent the United States in the Olympics from a variety of sports. Moreover, the current President of USA Dance met with USOC officials when USABDA (former name of USA Dance) was under consideration for admittance as a USOC member organization on April 10, 1999. One of the key questions asked at that time was whether USABDA would permit professional athletes to compete for positions on an Olympic team if DanceSport became an Olympic Sport. The answer to that question was yes. This was the answer that the USOC desired at the time, and it remains the answer the USOC desires today.

The Professional Division has been assigned some of the responsibilities previously administered by the DanceSport Council but not to the extent conveyed in the petition. While the Professional Council conducts administrative functions related to organizers, competition officials, and codes of conduct for officials, the Professional Division has not “become the managing body of dance competitions primarily held for amateurs. All matters pertaining to rules for competitions, granting of sanctions, and selection of officials are now under the control of this new professional division ...” All of these statements are false as these functions reside in other USA Dance organizational structures. For example, the DanceSport Council sanctions competitions, and all competitive rules are voted on by the entire Governing Council.

The petition also falsely and inconsistently states that the Professional Dance Council “does not have its own budget” and then follows this by stating that it “is a drain on the budget” and “expensive”. The Professional Dance Council submitted a budget for 2018 at approximately 1.25% of the national budget.



National Governing Body of DanceSport, Member Organization of the US Olympic Committee, and the World DanceSport Federation



The basis for every sport organization is competition, and competition is not conducted fairly without a set of officials to manage it. Every sport has the responsibility to provide training, certifications, and organization for officials. The Professional Dance Council fulfills this responsibility within USA Dance.

Finally, the proposed bylaw makes no changes to the existing Bylaws that specifies the function of the Professional Dance Council, and consequently does not change the function of the Professional Dance Council. As such the proposed bylaw does not address or fulfill the argument advanced in the petition, again demonstrating the sloppiness or disingenuousness of the petition authors.

Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

H. Petition Motion to Publish USA Dance’s Budget/Business Plan to Non-members

Motion: Effective January 1, 2019, change the current language of Article VI.A to read as follows – changes provided in underlined text:

ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

- A. **PRESIDENT:** The President shall be the Chief Executive Officer of USA Dance and preside at all membership meetings of USA Dance and all meetings of the GC and EC. The President is responsible for executing the USA Dance Business Plan and Budget approved by the GC. The president must publish the USA Dance Business Plan and Budget on the National website for all members to access and review no later than February 1 for the current year. The President shall provide the guidance needed to ensure that the goals of USA Dance are achieved. The President, or his/her or her designate, shall represent USA Dance at meetings with other organizations or groups. Except for the Nominations Committee, the President shall be an ex-officio member of all USA Dance committees.

Governing Council’s Response and Concerns:

The petition authors accurately note that the current Bylaws do not require publication of USA Dance’s business plan/budget. Under the current bylaws, USA Dance’s expenditures are available to all members, and the current administration has been more open to member review and audits than prior administrations.



National Governing Body of DanceSport, Member
Organization of the US Olympic Committee, and the
World DanceSport Federation



The proposed bylaw would put USA Dance at significant business risk. Public disclosure of the annual budget could be used advantageously by vendors in negotiations, by competitors in assessing our business development tactics and strategies, and by potential business partners in the structuring relationships, among others. Annual budgets are considered sensitive business information by all corporations and are typically not released in any detail for the reasons cited above. In the current business environment, USA Dance cannot afford to be placed at a competitive disadvantage.

Recommendation:

For the above reasons the current administration does not support this Bylaw amendment and recommends that the membership vote against it.

Gary Stroick
President
USA Dance, Inc
On Behalf of the Governing Council