

OHIO CHAPTER #2024 OF USA DANCE, INC. BYLAWS
(The Revised Bylaws of June 17, 2019)

ARTICLE I
Name and Seat

A. The name of the Ohio Chapter of the United States Amateur Ballroom Dancers Association, Inc. known as of January 10, 2005 as U.S.A. Dance, Inc., shall be “**USA DANCE OHIO**”

B. The seat of **USA DANCE OHIO** shall be the address of the incumbent President unless otherwise stated in a resolution approved by the Board of Directors (the Board).

ARTICLE II
Purpose and Powers

A. **USA DANCE OHIO** shall function as a constituent body and as the Northeastern Ohio chapter of the United States Amateur Ballroom Dancers Association, Inc., as of January 10, 2005 known as U.S.A. Dance, Inc. (USA DANCE) and shall:

1. Be organized and operated exclusively for charitable and/or educational purposes as set forth in the Certificate of Incorporation of USA DANCE.
2. Abide by the Bylaws, policies, procedures, rules and requirements (Rules) which are adopted by USA DANCE.
3. Engage in activities which serve to promote and support Ballroom Dancing to the extent allowed by USA DANCE Bylaws and Rules.
4. Act as a liaison between **USA DANCE OHIO** members and USA DANCE as required.
5. Have the power to solicit members.
6. May assess and collect local dues which shall be separate from national or district dues of USA DANCE.
7. Have the authority to rent event space, to hire caterers, to order chapter materials to be printed and to engage in any other arrangements necessary to conduct the business of **USA DANCE OHIO**.
8. **USA DANCE OHIO** shall 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.

ARTICLE III
Membership

A. Membership in **USA DANCE OHIO** is granted by USA DANCE.

B. **MEMBERSHIP CATEGORIES:** Membership categories and privileges shall be determined and regulated by USA DANCE. "Voting" Members shall (1) consist of the Membership Categories of Amateur Athlete, Ballroom Dancer, Social Dancer, Manager, Trainer, and Official, (2) be eighteen (18) years of age or older and (3) be in good standing with USA DANCE. 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. Members shall abide by the rules and standards of USA DANCE and shall conduct themselves in a sportsmanlike, courteous and orderly manner. "Non-Voting" Collegiate affiliate members are encouraged to form their own dance clubs and to appoint a liaison person to have a voice in **USA DANCE OHIO** activities through an affiliate coordinator who may be appointed by the Board.

C. Any member who has an outstanding debt to **USA DANCE OHIO** of more than one hundred dollars (\$100) for more than three (3) months after notification of the debt shall cease to be a member in good standing and lose all membership privileges until the debt has been satisfied.

ARTICLE IV
Board of Directors

A. **AUTHORITY:** The management and administration of **USA DANCE OHIO** shall be vested in the Board of Directors (the Board).

B. **COMPOSITION:** The Board shall consist of nine (9) members (Board Members). The number of Board positions actually occupied shall be referred to herein as "the total number of Board Members."

C. **QUALIFICATIONS:** Board Members must be Voting Members of **USA DANCE OHIO** in good standing.

D. **GENERAL ELECTIONS:** Beginning in the calendar year 2012, all nine (9) Board Members shall be elected at once by the Voting Members of **USA DANCE OHIO** for a two-year (2) term running the calendar years (herein called a "General Election"). Voting Members must be members in good standing as of January 1 of the year in which the election is held. Details of this election procedure are given in Appendix A. Term of office of an old Board Member expires as of January 31st of the new calendar year two (2) years after his/her election.

E. **RESIGNATION:** A Board Member may resign at any time. Resignations shall be submitted in writing to either the Secretary, or to the Board itself, when in session, and shall become effective at the time specified in the letter of resignation. However, if no time is specified then, except in the case of the Treasurer (see Article IV. H.), the resignation shall become effective upon receipt by either the Secretary or the Board itself or as defined in Article V, B., 3. and Article V, C., 3. below.

F. RESIGNATION BY ABSENCE: Any Board Member who is absent for more than three (3) consecutive board meetings or absent for more than 60% of the total meetings of the Board during any six-month (6) period may, upon a vote of two-thirds (2/3) of the remaining Board Members, be considered to have resigned by absence.

G. REMOVAL: A Board Member may be removed by a vote of two-thirds (2/3) of the Board Members for cause stated in the Minutes of the Board Meeting.

H. VACANCIES: Vacancies on the Board shall be filled by the Board by appointment, provided a quorum exists. The Treasurer's responsibilities shall not end until the funds and financial records of **USA DANCE OHIO** are delivered to the new Treasurer.

I. CONFLICTS OF INTEREST: Please refer to the "USA Dance January 15, 2018 Code of Ethics."

ARTICLE V Elections

A. GENERAL ELECTIONS: Details are given in Appendix A.

B. ELECTION OF OFFICERS:

1. All Officer positions shall simultaneously be filled or ratified by a majority roll call vote of the Board as the first item of business when any of the following occurs:

a) When the Organizational Meeting of the Board is held following a General Election; or

b) When an Officer position is vacated for any reason.

2. In the event no one receives a majority of the votes cast for the office, or votes are made for more than two (2) candidates for an Officer position, a runoff election shall be held between the two (2) nominees who receive the largest number of votes.

3. The terms of office for the four (4) executive officer positions are one (1) year but their terms are hereby extended and they shall remain in office until their successors have been elected, qualified and sworn in.

C. ORGANIZATIONAL MEETING:

1. The incumbent President shall call an Organizational Meeting of the newly elected Board Members during the month of December in the year of the election.

2. The incumbent President shall install (or swear in) new Board Members by giving them copies of the **USA DANCE OHIO** Bylaws and asking the new Board Members to pledge to abide by them.

3. The incumbent President shall remain in office and his or her term shall be extended until his or her successor has been elected and sworn in and, in the meantime, shall entertain nominations for the office of President and shall conduct and record a roll call vote.

4. Once elected, the new President shall chair the election of the remaining officers, electing one at a time, going next to Vice-president, Secretary, and Treasurer.

5. At the conclusion of the voting, the record of the voting procedures shall be delivered to the newly elected Secretary.

6. At the Organization Meeting, the former officers shall transfer the **USA DANCE OHIO** records to the newly elected officers.

ARTICLE VI Officers

A. **OFFICER POSITIONS:** The following positions shall exist and shall be referred to as Officers:

1. President
2. Vice-president
3. Secretary
4. Treasurer

B. **QUALIFICATIONS:** Officers may, **BUT NEED NOT BE**, Board Members; but they shall be at least eighteen (18) years of age, and have been a member of any **USA DANCE** chapter for one (1) year.

C. **PRESIDENT'S DUTIES AND RESPONSIBILITIES:**

The President shall:

1. Preside at all meetings of **USA DANCE OHIO**.
2. See that the orders and resolutions of the Board are carried out.
3. With the concurrence of the Board, appoint committee chairpersons and committee members.
4. Be an ex-officio member of all **USA DANCE OHIO** committees except the nominating and election committees.
5. Shall submit an Annual Report. The Annual Report shall include **USA DANCE OHIO's** plans and goals to promote dance in its service area during the next year.
6. Perform such other duties as authorized or directed by the Board.

D. VICE-PRESIDENT'S DUTIES AND RESPONSIBILITIES:

The Vice-president shall:

1. Act in the place and stead of the President in his or her absence or incapacity.
2. Succeed the President in the event of a vacancy in the office of the President until a new President is elected.
3. Perform such other duties as authorized or directed by the Board or the President.

E. SECRETARY'S DUTIES AND RESPONSIBILITIES:

The Secretary shall:

1. Keep the minutes of all meetings of **USA DANCE OHIO**.
2. Record all votes at meetings and actions taken between meetings.
3. Distribute the minutes to all Board Members one (1) week before the next regular meeting.
4. Correspond with other individuals and organizations on behalf of **USA DANCE OHIO**.
5. Maintain the **USA DANCE OHIO** Bylaws and distribute copies to all Board Members. Make the Bylaws available for inspection by any member upon written request and maintain a copy of the Bylaws on the **USA DANCE OHIO** website.
6. Perform such other duties as authorized or directed by the Board.

F. TREASURER'S DUTIES AND RESPONSIBILITIES:

The Treasurer shall:

1. Be responsible for collecting and depositing all monies due to **USA DANCE OHIO**.
2. Sign all checks, drafts and notes of **USA DANCE OHIO**, observing the requirement that all checks in an amount greater than five hundred dollars (\$500) must have the signature of the Treasurer and one other Officer.
3. Maintain complete and accurate financial records and maintain funds in bank accounts approved by the national Treasurer and must include federal tax identification.
4. Present financial statements at the Board meetings.

5. Perform any financial reporting requirements of USA DANCE.
6. Perform such other duties as authorized or directed by the Board, including the transfer of signature authority to the newly elected Board Members.
7. Ensure that **USA DANCE OHIO** is self-sustaining and does not incur obligations in excess of funds on hand or in excess of funds that can reasonably be expected to be available when obligations become due.

G. **DISSOLUTION:** Upon dissolution the chapter must submit all financial records and documents to the USA DANCE Secretary. In the event of dissolution of **USA DANCE OHIO**, the net assets remaining after payment of **USA DANCE OHIO**'s obligations shall be held in trust by USA DANCE for a period of two (2) years. If **USA DANCE OHIO** is reactivated within the two-year (2) period, the funds in escrow will be returned to **USA DANCE OHIO**. Thereafter, the funds in escrow shall inure to and become the property of the national treasury of USA DANCE.

H. **DELEGATION:** Officers may delegate specific tasks to other individuals or committees but shall retain the responsibilities for the performance of those tasks. The President may delegate other Board Members to sign agreements on behalf of **USA DANCE OHIO**.

I. **RESIGNATION:** An Officer may resign at any time. Resignations shall be submitted in writing to either the Secretary, or the Board itself when in session, and shall become effective at the time specified in the letter or in these Bylaws which ever date occurs later. If no time is specified, except for the Treasurer, then upon receipt by the Secretary or the Board or as specified in these Bylaws which ever date occurs later.

J. **QUORUM:** If the Board contains nine (9) Members, then the quorum to do business is five (5) Members.

ARTICLE VII Committees

A. **AUTHORITY:** Standing or ad-hoc committees may be created or dissolved and may be given specific authority, responsibility and/or tasks by the President with the concurrence of the Board.

B. **CHAIRPERSON:** Each committee shall have a chairperson (Chairperson) who is appointed by the President with the concurrence of the Board. A new Chairperson may be appointed at any time.

C. **CHAIRPERSON'S RESPONSIBILITIES:**

The Chairperson shall be responsible for:

1. Presiding over committee meetings.

2. Recruiting, appointing and dismissing committee members with the concurrence of the Board.
3. Effectively implementing the duties, responsibilities and/or tasks assigned to the committee by the Board.
4. Reporting on the committee's actions to the Board in writing or in person at the intervals determined by the Board.
5. Seeing that the committee abides by the USA DANCE Bylaws and Rules, the **USA DANCE OHIO** Bylaws and the policies of the Board.

D. **LIMITATION:**

Committees shall not:

1. Incur indebtedness on behalf of **USA DANCE OHIO** without the prior approval of the Board.
2. Circumvent or alter the Bylaws or Rules of USA DANCE or **USA DANCE OHIO**.
3. Exceed their prescribed duties or authority.

ARTICLE VIII
Meetings

A. **REGULAR MEETINGS:** At least four (4) regular meetings of the Board shall be held as determined by the Board. All Board Members and Committee Chairpersons shall be notified at least two (2) weeks in advance of a meeting.

B. **SPECIAL MEETINGS:** Special Board meetings may be called for any purpose at the order of the President, or if he or she is absent or is unable or refuses to act, then on the order of the Vice-president or any three (3) Board Members. Notice of special meetings must be communicated to all Board Members and Committee Chairpersons at least two (2) days in advance.

C. **GENERAL MEETINGS:** A meeting shall be held once each calendar year for the entire **USA DANCE OHIO** membership at no cost to the members attending. Notice of the meeting shall be (1) made in writing to all **USA DANCE OHIO** members, or (2) sent by email to the listed email addresses of **USA DANCE OHIO** members, or (3) posted on the **USA DANCE OHIO** website at least two (2) weeks in advance.

D. **QUORUMS & VOTING:**

1. Unless otherwise specified in these Bylaws, all decisions of the Board shall be reached by a simple majority of the Board Members present at a meeting, provided a quorum, as defined elsewhere in Article VI, exists. No proxy votes are allowed.

2. Should there come a time when for whatever reason, only three (3) Board Members exist or remain in office, then by unanimous vote the three (3) remaining Board Members shall appoint a fourth and fifth member from the general membership of **USA DANCE OHIO** in order to create a quorum to do business and the Board may, at that time, but need not, fill additional vacant Board seats by a majority vote. Those newly appointed Board Members shall then stand or run for election in November of the year in which they were appointed and shall be elected for a two-year (2) term of office. Should the appointed Board Members choose not to run for election, they shall nevertheless serve until their successors are elected and sworn in at the next regular Board Meeting after the General Election.

E. **TIE VOTES:** Board votes resulting in a tie shall be reconsidered later at the next Board Meeting.

F. **MEETINGS IN THE ABSENCE OF A QUORUM:** In the absence of a quorum, the Board may hear reports and hold discussions; however, any decision reached must later be approved by the required number of Board Members before taking effect. Such approval may be obtained by an e-mail which copies all Board Members or by conference call.

G. **VOTES BETWEEN MEETINGS:** Between meetings, decisions which cannot or should not be delayed until the next meeting may be made with the agreement of at least one-half (1/2) of the total number of Board Members by telephone, fax or e-mail.

H. **MEETING ATTENDANCE:** Board meetings shall be open to the following individuals, unless the Board votes to hold a closed session:

1. All **USA DANCE OHIO** members without invitation.
2. Officers or Committee Members of **USA DANCE** without invitation.
3. Other interested individuals upon invitation by a Board Member and with concurrence of the Board.

ARTICLE IX Parliamentary Authority

A. Robert's Rules of Order Newly Revised shall be the Parliamentary Authority of **USA DANCE OHIO** except where such rules are inconsistent with the **USA DANCE** Bylaws or Rules, these **USA DANCE OHIO** Bylaws, or any special Rules the Board may adopt.

ARTICLE X Amendments and Conflicts

A. **AMENDMENTS:** Amendments to these Bylaws may be proposed by either an affirmative vote of five (5) Board Members or by a petition signed by 25% of the existing voting members of **USA DANCE OHIO**, whereupon the proposed amendments will be posted to the **USA DANCE OHIO** website and if approved by 60% of the members during the General Meeting or at a regularly scheduled dance if two (2) weeks' notice is given for the vote, shall be

deemed approved and binding upon all. The **USA DANCE OHIO** Bylaws shall be revised to incorporate these amendments.

B. NOTIFICATION: After proposal and approval by the General Members, or by the Board as the case may be, copies of the newly revised Bylaws shall be provided to the USA DANCE National President, Secretary and Regional Vice-president.

C. CONFLICTS: In the event of conflicts, the order of priority of controlling authority shall be:

1. USA DANCE Bylaws and Rules;
2. **USA DANCE OHIO** Bylaws;
3. Board-adopted policies.

APPENDIX A.
General Election Procedure

A. In the event of an uncontested election to the open Board seats, ballots are not required to be mailed to the Voting Members of **USA DANCE OHIO**. Instead, the election or re-election of the uncontested Board Members shall be conducted by a hand or voice vote of the Members present at either a general membership meeting of **USA DANCE OHIO** or at **USA DANCE OHIO**'s regularly scheduled monthly dance provided a one (1) week notice of the intent to conduct the election is posted on **USA DANCE OHIO**'s website and/or is electronically sent to the registered **USA DANCE OHIO** membership. Notice of the uncontested election shall be posted on the **USA DANCE OHIO** website prior to the general membership meeting or the monthly dance. In an uncontested election, the President may dispense with any of the procedures outlined in B. below.

B. The President, with the approval of the Board, shall:

1. **NOMINATING COMMITTEE:** Not later than three (3) months preceding the General Election date in November, appoint a Nominating Committee of three (3) members. Only one (1) member may be a current Board Member. No person serving on this committee can be a candidate for election that calendar year.

2. **ELECTION COMMITTEE:** Not later than two (2) months preceding the General Election date in November, appoint an Election Committee of three (3) Voting Members if needed. The Election Committee has the responsibility to plan and conduct the election of Board Members. No more than one (1) member of the Election committee shall be a current Board Member. Furthermore, no member of this committee shall be a candidate for election in the same calendar year in which he or she serves on the committee.

C. The Nominating Committee shall:

1. Solicit information from persons interested in becoming candidates for election to the Board and may request biographical information on each candidate of approximately two hundred fifty (250) words or less.

2. The Committee may nominate a person based on any criteria it deems appropriate provided consideration is given to all candidates and that all candidates nominated are members in good standing of **USA DANCE OHIO**. At its discretion, the Committee is hereby empowered to solicit individuals to run for Board Membership or serve in one of the four Executive Officer positions.

3. Identify at least one candidate for each open Board position or open Officer position who are well qualified and who agree to be nominated and serve if elected.

4. Obtain and evaluate biographical information, including date of original membership, history of service and contributions to **USA DANCE OHIO**, committee service, special duties performed, other related contributions, dance experience, significant employment

experience, studio affiliation (if any), and a brief discussion of the candidate's ideas for action in **USA DANCE OHIO**.

5. Submit its approved list of nominees and their biographical information, along with any petitions for nomination which had obtained the necessary number of qualifying signatures to the Secretary one (1) month before the date of the General Election in November.

D. If needed, the Election Committee shall:

1. Receive from the Secretary a list of properly approved candidates, plus the names of candidates having secured verified petitions for nomination along with their biographical information.

2. Prepare a ballot with names in alphabetical order by last name.

3. With the assistance of the Secretary, plan and prepare a mailing to all Members in good standing as of a date preceding the approval of nominations or shall e-mail such information to the Voting Members or post it to **USA DANCE OHIO**'s website and arrange for a hand or voice vote of the Members present at either a general membership meeting of **USA DANCE OHIO** or at **USA DANCE OHIO**'s regularly scheduled monthly dance as long as the e-mail or web posting is two (2) weeks prior to the election date.

4. If a mailing is used, it is to include:

a) The ballot and a plain envelope marked only with the words "USA DANCE OHIO BALLOT" and the closing date of the election.

b) Biographical information on the candidates.

c) A stamped envelope addressed to the Chair of the Election Committee in which to return the ballot in the sealed USA DANCE OHIO BALLOT envelope. The Voting Member shall sign his or her name on the outside of the stamped return envelope and indicate his or her membership number. This envelope must be postmarked no later than the closing date of the election.

d) After proper notice if a voice or hand vote is held, the Secretary shall record the result of the vote.

5. The Election Committee members shall refrain from active campaigning and/or electioneering for any candidate and should maintain a non-partisan stance throughout the election phase.

6. If a written ballot is used, within ten (10) days of the closing of the election, the Election Committee shall meet to count the ballots. This meeting shall include:

a) An executive session to discuss and decide the procedure to be used in handling the balloting, and/or any problems, or issues which arose during the election campaign.

b) If the procedure is validated, an open session for counting the ballots. This session may be attended by observers including the candidates.

c) The ballots shall be handled only by tellers appointed by the Election Committee. At least one (1) week before the designated voting day, the Election Committee shall appoint three (3) tellers who are the only persons empowered to: open, tabulate, and certify the balloting results. The tellers shall be members in good standing, but cannot be current Board Members, members of the Election Committee, or candidates running for office.

d) The certified results shall then be confirmed by signature of a majority of the Election Committee members and delivered to the President or the Secretary for reporting to **USA DANCE OHIO**. If the Committee believes there is a problem with the accuracy of the count or the fairness of the General Election process, it shall state its reasons and submit the election results to the President or Secretary for transmission to the membership.

e) The ballots are then to be entrusted to the President who shall arrange for their safekeeping until six (6) months after the results have been announced to the general membership. At that point the ballots are to be destroyed.

f) The Election Committee shall recount the ballots on request of any candidate who pays a one hundred dollar (\$100) fee to the Treasurer. If the Committee believes an accurate count cannot be obtained, or that too many irregularities have occurred to have had a fair election, the Committee may at its discretion, request the Board to void the election and authorize the Election Committee to hold a Special Election thirty (30) days later to correct any substantial biases or errors which it believed occurred in the past General Election as a whole, or for any particular electoral race for a particular board seat decided in the past General Election.

7. The Election Committee shall be considered dissolved six (6) months after the election results are announced to the general membership.

E. Additional Rules Pertaining to General or Special Elections:

1. The goal of **USA DANCE OHIO** elections is to obtain a qualified Board of Directors and Officers who represent the interests of the members of **USA DANCE OHIO** both competitively and socially. Elections should be conducted in a timely, orderly, fair and unbiased manner. At least one (1) board member should have past experience working with the USA DANCE organization, and have familiarity with its mission, Bylaws and Rules.

2. General Elections shall be held during the month of November of a calendar year. Special Elections, if required to fill vacant Board seats, shall be held according to these revised Bylaws.

3. All Board Members shall be elected for a term of two (2) years. The Bylaws require all Board Members to be elected at once every two (2) years. However, the Board shall hold a Special Election within two (2) months following the receipt of a petition signed by at least twenty (20) voting members of **USA DANCE OHIO** in good standing requesting such Special Election.

4. The Nominating Committee shall make a public request for volunteers to be candidates for election to the Board and this shall be done either in the **USA DANCE OHIO** newsletter, by e-mail or by a posting on the **USA DANCE OHIO** website or by special mailing at least thirty (30) days before the Nominating Committee prepares the list of candidates.

5. The Nominating Committee shall allow at least thirty (30) days from the publication of its solicitation of names of potential candidates, to receive such names before it selects the names it believes to be best suited for placement on the ballot. This cutoff date must be at least forty-five (45) days prior to the General Election date and shall be clearly stated in the solicitation advertisement.