

The following Members' Motions for Bylaw Amendments  
are being put forth to the Governing Council under Bylaw Article XX - Amendments and Conflicts

**A. TITLE: HOW BYLAW CHANGES ARE MADE**

**Reason/Purpose:** The Bylaws of USA Dance provide its governing structure. The bylaws are meant to be for a number of years until a significant change in the organization requires them to be modified. At the organization's inception, bylaws could be revised only with a vote of the entire membership. Then in the 2000's the Governing Council began revising the bylaws with a three-quarters (3/4) assenting vote of the GC, and language was subsequently inserted into the bylaws to codify this change, which was later approved by a vote of the membership. However, this has caused the bylaws to become just another set of rules to be revised repeatedly, providing little continuity to the organization. We are proposing that the language in the current bylaws, allowing the GC to revise the bylaws, be struck and that we go back to the pre-1990 format of bylaw revision only upon a vote of the membership.

**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A. AMENDMENTS: These Bylaws may be amended or repealed by two-thirds (2/3) of votes received from voting members in good standing by mail, electronic, or telephonic ballot.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) 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.~~

**B. TITLE: CONFIDENTIALITY AGREEMENT**

**Reason/Purpose:** Sometime during 2017, the current administration implemented a confidentiality agreement that all volunteers had to sign in order to volunteer at the National level. This agreement is now widely required of all Officers, Directors, Council and Committee Members prior to being accepted for their positions. It was recently required of a WDSF examiner prior to an exam, even though this examiner was not serving on any committee. The general members never voted on the adoption of a "confidentiality agreement," (CA) and there is no mention of the agreement in any GC minutes.

This agreement was never required of the volunteers serving at a National or Chapter level prior to this time. The language of the agreement is extremely broad and written in legal language appropriate for protecting a high-tech company with corporate research and development secrets. This agreement has

prevented many volunteers from accepting positions or running for office in USA Dance at the national level.

The only mention of this confidentiality agreement occurs in a newly written nominations and elections policy as a requirement of office. This was done secretly without a vote or notification to the membership or documentation in any minutes that members can read. Signers of this CA are not permitted to share the language of the agreement with other USA Dance members.

When asked openly about this CA in the annual members meeting and on Facebook, various members of the GC gave different answers. While we believe a confidentiality agreement is a valuable item for a tax-exempt board to have, the language should be stated in the bylaws and be clearly accessible to all members. Further, the language should only cover the most confidential aspects of serving on the Governing Council (the board), without affecting lower level councils and committees, and without precluding the dissemination of information that should be readily available to the Members.

The signers of this motion believe it is important that those leading USA Dance are able to speak freely and openly, with transparency, about most matters, especially the implementation of various programs and financial matters. Therefore, we move the following:

**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.

**C. TITLE: REQUIRED MEMBERSHIP TERM TO SERVE**

**Reason/Purpose:** Previous versions of the Bylaws always required an appointed or elected Officer or Director to the Governing Council to be a member of USA Dance in good standing for at least one year. This practice ensured that individuals had a stake in USA Dance and had a working knowledge of the organization before receiving a vote on the Governing Council. In fact, the current GC has at least four members that did not serve USA Dance in any capacity and only joined days before being appointed to a voting GC position. This does not negate the possibility that a new member may have a particular skill set or fulfill a specific vacancy on the GC; however, he/she could volunteer his/her time during first year of membership without having a vote in governance of the organization.

The movers of this motion believe it is important to change our Bylaws back to the original language that called for membership in the organization for at least one year before serving.

**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.

**D. TITLE: GOVERNING COUNCIL VOTING MEMBERS**

**Reason/Purpose:** Prior to 2014, national directors, once ratified by the GC, continued to serve as long as their service was satisfactory and needed. However, the president elected in 2014 fired all the directors, reappointing some and letting others go. This created considerable turmoil within the organization as long-serving directors were let go in a questionable process without being able to complete their projects. Then, the president elected in 2017 fired all the directors and refilled the positions with individuals loyal to him/herself, giving him/her a majority of GC voting positions in order to move the organization in the direction he wanted, regardless of the wishes of other elected members on the GC.

No USA Dance President should have so much power that he/she can stack the GC with his/her supporters, thereby obtaining a majority-voting block irrespective of the wishes of other duly elected GC members. The following motion turns the national directors into staff positions that do not have a vote on the Governing Council. They will continue to run important programs and their recommendations will continue to be considered, but in future only the elected positions of the GC would have an actual vote.

**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.

**E. TITLE: DIRECTOR TERM OF OFFICE**

**Reason/Purpose:** At some point during 2017, the GC voted on a Bylaw change that added the following language to the document:

**ARTICLE IV - GOVERNING COUNCIL (GC) E. 3. DIRECTORS APPOINTED BY THE PRESIDENT:** Upon assuming office and at the beginning of each subsequent year of his/her term the elected or succeeding President shall appoint, for a one-year term subject to majority ratification of the voting members of the GC, the positions of Directors.

This provided absolute power to ensure that the President only worked with a team that fully supported his/her agenda, providing him/her with the ability to remove anyone from office after one year of service. While we agree that it is prudent for a President to have the ability to remove a Director that is not doing his/her job or who is in violation of rules and bylaws, we also note that such a provision called Removal for Cause already exists in the Bylaws.

A Director appointed to serve on the Governing Council must first be appointed by the President and then ratified by the council. He/she should assume his/her responsibilities with the assurance of serving the President for the term of the President's time in office, whether completed by the President that appointed him/her or by a Senior-VP that stepped in to the role of President for the remainder of the term.

**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:

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.

#### **F. TITLE: PAST PRESIDENTS**

**Reason/Purpose:** The intention of the *Past Presidents Council* was to preserve institutional knowledge and history and pass that information to new officers and directors in their service to USA Dance. In previous versions of the bylaws, the Past Presidents "were those individuals who had completed their terms of office." They had a voice in all Governing Council meetings but not a vote. The Past Presidents received an invitation to all GC meetings, and for any face-to-face meetings, they paid their own travel, hotel and food expenses.

This practice was abandoned by the 2017 Governing Council (GC) and was a violation of the standing Bylaws. The Administration quickly memorialized this with a bylaw change by a vote of the 2017 Governing Council. President Weiss informed the Past Presidents in a teleconference that if he/she wanted to know what they had to say, he/she would ask for their input. We believe that ignoring the history of USA Dance has led to many of the difficulties the organization is currently experiencing and we wish to reverse this action.

The wording of this motion would return the bylaws to the 2017A version and restore the active participation of the Past Presidents

**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
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.

**G. TITLE: PROFESSIONAL DIVISION**

**Reason/Purpose:** Since the inception of our Certificate of Incorporation in 1984, USA Dance (USABDA) was conceived as an educational and amateur sports organization. In 2017, the leadership decided to expand USA Dance by actively involving the organization's professional members with the creation of a Professional Division. This was accomplished with only an internal vote of the GC and without revising the Certificate of Incorporation. This change of direction is not covered by the Amateur Sports Act of 1978 or by the US Olympic Committee.

We recognize that the WDSF has a professional division and has encouraged (but not required) its national member bodies (NMBs) to adopt a similar structure. However, in the WDSF the professional division is focused only on running professional competitions for professional competitors. It operates as an autonomous organization with respect to its budget and to some degree its rules. Within USA Dance, the Professional Council was developed with a similar structure to the other two councils – DanceSport & Social – and it does not have its own budget and does not operate as an autonomous organization. The Professional Dance Council has quickly and quietly become very powerful and has taken over many of the functions previous handled by the DanceSport Council.

This new professional division has quickly become a drain on the budget of the activities for amateur competitors and social dancers. In addition, it has now 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 whose VP and council members were not elected by the USA Dance members.

It is our view that one of the most dangerous aspects of this division is that the election of the Professional Division Vice President is limited to only Professional Members. This means that the smallest membership group, the Professionals working with and for USA Dance, and the group that is

being paid for their work as officials is now in control of choosing who will be hiring them. The Professional VP controls the appointments to all the committees that in turn select the various professionals for judging, set the rules for competitions, and grant sanctions for competitions. Thus, we now have a closed circuit of professional members electing the VP who in turn selects the professional members to officiate at competitions over which the VP of Professional Division has reigning control.

These positions and functions used to reside within the DanceSport Council and all athletes and professional members elected that Vice President. Professional competitions were under development inside of the DSC – without the need for the current voting and budgetary problems or extensive bylaw revisions. We believe that this restructuring of USA Dance was unnecessary, expensive, and, in violation of our own corporate charter. The addition of this division has created the opportunity for jobs for select groups of professionals who are invited to serve inside this group and who are all under a confidentiality agreement so that the members don't have a clear idea of what they are doing or where the money is going.

It is necessary to clarify the role of the Professional Division so that this division only manages the affairs of the professional members and does not manage amateurs or their affairs.

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

#### **H. TITLE: BUDGET/BUSINESS PLAN TRANSPARENCY**

**Reason/Purpose:** The current Bylaws require the development of a National Budget and Business Plan. This detailed and complex process requires each of the various departments to submit departmental budgets and business plans in conjunction with the annual planning process. The Bylaws now state: *“The GC is responsible to the membership on all policy, fiduciary, and strategic matters. In addition, the President’s duties include being responsible for executing the USA Dance Business Plan and Budget approved by the GC.”*

Unfortunately, there is nothing in the current Bylaws that requires the GC to provide the budget and corresponding business plans to the Members. We believe a requirement for full disclosure should be

added to the bylaws such that the annual National Budget and all Bylaw required Business Plans are published in a timely manner and are readily and freely accessible by all 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.

**~SIGNATURE PAGE FOR ALL MOTIONS IN THIS DOCUMENT~**

By signature below and initials in each box adjacent to the name of the motion, I hereby present the following motions outlined in this document, to the Governing Council for inclusion on an upcoming ballot, for all voting members to decide.

#	Bylaw Title	Initials
A	Bylaw Changes	
B	Confidentiality Agreement	
C	Required Membership Term To Serve	
D	Governing Council Voting Members	
E	Director's Term of Office	
F	Past Presidents	
H	Budget/Business Plan Transparency	
G	Professional Division	

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Printed Name

Member #

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Signature

Date