



BYLAWS OF THE NATIONAL DANCE EDUCATION ORGANIZATION

ARTICLE I GENERAL

Section 1: NAME. The name of the Association shall be the NATIONAL DANCE EDUCATION ORGANIZATION, Inc. and it shall do business as the “National Dance Education Organization” (the “Association”).

Section 2: OFFICES. The principal office of the Association shall be determined by the Board of Directors as defined herein. It may be either within or outside of the District of Columbia, as the affairs of the Association may require. The Association shall have and continuously maintain in the District of Columbia a registered office and a registered agent, but the DC office is not required to be the principal office.

Section 3: LAWS. The Association is organized under the laws of the District of Columbia, particularly the District of Columbia Nonprofit Corporations Act (the “Act”). The Association shall comply with all regulations in the Act as amended at any time.

ARTICLE II PURPOSES AND RESTRICTIONS

Section 1: PURPOSES. NDEO was formed to advance dance education centered in the arts and promote standards of excellence in dance education and to provide the constituency with programs, projects, resources, and support through advocacy that focuses on the importance of dance in the human experience. The purposes for which the Association is organized are exclusively for charitable, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”) or within the meaning of the corresponding provision of any subsequent Federal tax laws; and to engage in activities relating to the aforementioned purposes.

Section 2: CONSTITUENCY. The National Dance Education Organization serves dance artists, educators, administrators, and others who work, teach, and support dance in variety of environments including but not limited to preK-12 education, colleges/universities, dance studios,

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early childhood centers, performing arts organizations, and community/cultural centers in the United States and the international community.

Section 3: RESTRICTIONS. The Association is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Furthermore, unless otherwise delegated to the Board of Directors ("Board") in the Articles of Incorporation, the following actions may require approval by (or be taken pursuant to the vote of) the Members of the Association under District of Columbia law: (i) Dissolution of the Association; (ii) Merger or consolidation of the Association; and (iii) Disposition of 50% or more of the Association's assets (unless court approved).

Section 4. NO INUREMENT. The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Board Members, Officers, employees, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE III MEMBERS

Section 1: QUALIFICATION AND SELECTION OF MEMBERS. The Association shall have Members. Membership in The National Dance Education Organization (NDEO) is open to all persons with an interest in dance as a performing art and dance education rooted in the arts who pay the dues associated with the specific member type that fits their situation. Any person or company may become a member as defined in the description of any of the categories below.

Section 2: MEMBERSHIP CATEGORIES. The Association shall have three (3) categories of membership. Each category has multiple groups, with different characteristics, benefits and dues levels as may be determined and changed by the Board of Directors, with recommendations from the Executive Director, from time to time. The designation of the categories shall be as follows:

- (a) "Individual" members shall include all individuals actively or inactively working/teaching in dance or dance education: dance educators, dancers and choreographers, dance specialists in medicine/science and technology, arts educators, and administrators. It also includes individuals interested in supporting or promoting dance or dance education. Groups inside of this designation may include: Professional Members, Ph.D./Ed.D. Candidate Members, Retiree Members, Young Professional Members, and others.
- (b) "Student" members are those persons who are pursuing or planning/considering higher education in dance or a dance education-related field such as an Associates, Bachelors, or Masters degree. Groups inside of this designation may include, Graduate Student Members

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and Undergraduate Student Members and National Honor Society for Dance Arts (NHSDA) Members. NHSDA inductees in Secondary or Junior Chapters may not vote in NDEO elections or other matters, however, certain Undergraduate or Graduate Student NDEO Members, inducted into the collegiate version of the NHSDA are eligible to be voting NDEO Members.

(c) "Organizational" members are schools, public and private educational organizations, studios, and other organizations providing and supporting dance and dance education. Organizational membership is required in order to start a Chapter of NHSDA. Groups inside of this designation may include Dance Studio Organizational Members, K-12 School Organizational Members, Higher Education Organizational Members, and Performing Arts Organization Organizational Members. Each Organizational Member will have one Individual membership vote through their Professional Main Contact (ProMC) for free. This ProMC shall have all the same benefits and services as the Professional (Individual) Membership.

Section 3: VOTING RIGHTS. Each member in the Individual and Student categories, shall have one vote on each matter submitted to a vote of the members. Each member organization in the Organizational category shall have one vote by a representative of the organization, the ProMC. Except as specifically set forth by statute, in the Articles of Incorporation or these Bylaws to the contrary, all matters submitted to the eligible voting members for vote shall require a simple majority vote of the members then present and voting: (a) at a meeting where a quorum is present; or (b) by a written or electronic ballot, in any form, or by "written consent" in conformity with The Act.

Section 4: TERMINATION, RESIGNATION, REJOINING: A membership shall cease upon its expiration date plus a grace period as defined by the Board if the dues for the upcoming year have not been paid. Membership shall resume once the member pays the dues associated with their membership type. A membership may be cancelled by a member at any time in their 12-month dues cycle, by submitting notice by written or electronic means to any Association official, however dues are not refunded absent specific exception granted by the Board.

Section 5. CODE OF ETHICS AND PROFESSIONAL CONDUCT. A prospective or current member of the Association may be disallowed from becoming or remaining a member of the Association, or may be suspended, reprimanded, or otherwise disciplined, if such member is or has at any prior time been in material noncompliance with the applicable Code of Ethics & Professional Conduct. Procedures for the enforcement of the applicable Code of Ethics & Professional Conduct, including but not limited to noncompliance and corresponding disciplinary measures, shall be determined, and defined by the Board. The Board may delegate some or all of its authority to enforce the applicable Code of Ethics & Professional Conduct or other membership standards imposed by the Board or otherwise by the Association, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, and may create or appoint Staff, or one or more committees for such purposes pursuant to and in accordance with Article VIII (Committees).

Section 6: RIGHTS, LIMITATIONS AND RESTRICTIONS. No member shall have the right to transfer, involuntarily or voluntarily, their membership or any of their rights or privileges of membership, or to substitute another as a member in their place. Any attempted transfer or substitution shall be void and without any legal effect. Any member ceasing to be a member,

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whether voluntarily, by death, or by removal, shall immediately forfeit all rights and privileges of membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 1: ANNUAL MEETING. An annual meeting of the members shall be held in January/February of each year or at other such time as may be designated by the Board of Directors, for reporting of the status of the Association, and the transaction of such other business as may come before the meeting.

Section 2: SPECIAL MEETING. Special meetings of the members may be called by the President or by a vote of a majority of the Board of Directors. In order to hold a Special Meeting, the Association must provide notice, including the specific purpose of the Special Meeting no less than ten (10) days in advance.

Section 3: PLACE OF MEETING. The Board of Directors may designate any place, either within or outside of the District of Columbia as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. Additionally, meetings may be held via live web conference, provided it comes with proper notice.

Section 4: NOTICE OF MEETINGS. Notice of any meeting of the membership shall be transmitted to each member by e-mail, postal mail, or other mode of written transmittal, no less than ten (10) and no more than sixty (60) days before the meeting. The notice must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Unless otherwise specified in the Act, Notice shall be considered received twenty-four (24) hours from the time of transmission for all electronic and overnight means, or four (4) days after sending for postal mail.

Section 5. MANNER OF ACTING. The act of a majority of the Active Members attending a meeting at which a quorum is present shall be the act of members, except as otherwise provided by law, the Articles of Incorporation or by these Bylaws.

Section 6. WEBCONFERENCING. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the membership may participate by means of conference telephone, online web conferencing platform, or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute the presence of that person at the meeting for purposes of a quorum.

Section 7. WRITTEN MAIL OR ELECTRONIC BALLOT. To the extent permitted by the Act and as authorized by the Board, any action that may or is required to be taken at a meeting of the membership may be taken without a meeting if duly approved by a written mail, or electronic ballot of the membership. Such written mail or electronic ballots shall be subject to the same quorum requirements as a meeting.

Section 8: QUORUM. The members holding two percent (2%) of the votes which may be cast at any meeting or 40 members, whichever is lower, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn

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the meeting from time to time without further notice.

Section 9: NO PROXIES. Voting by proxy is expressly prohibited.

Section 10. MINUTES. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing the results of the deliberations of the Active Members, and shall be placed in the Association's minute book or other appropriate books and records.

Section 11. RECORD DATE. For the purpose of determining members having the right to notice of or to vote at a meeting of members or any adjournment thereof, or for determining members for any other proper purpose, the Board may fix in advance a date as the record date for determining members, such date not to be more than twenty (20) days before the meeting or action requiring a determination of members. If the Board does not fix a date, then the record date shall be active membership at any point during the open election period.

ARTICLE V: BOARD OF DIRECTORS

Section 1: GENERAL POWERS. The affairs of the Association shall be managed by a Board of Directors ("Board"), and it shall be the Board's duty to carry out the objectives and purposes of the Association. To this end, the Board may exercise all powers of the Association subject to the restrictions and obligations set forth by statute and in the Association's Articles of Incorporation and these Bylaws. Members of the Board of Directors shall provide leadership and assume responsibilities for establishing and implementing duties relevant to policy making, financial matters, and legislative issues.

Section 2: NUMBER, TENURE AND QUALIFICATION.

(a) Number and General Rules. The total number of Directors shall consist of no fewer than eleven (11) voting Directors and no more than thirteen (13) voting Directors as determined by the Board from time to time. The minimum number of Directors shall be as follows:

- (i) four (4) votes from the following officers of the Board: President, President Elect when one is in office (otherwise the Immediate Past-President), Treasurer, Secretary.;
- (ii) six (6) Directors, one from each of: Northeast, Southeast, Northwest, Southwest, North-Central and South-Central (the geographic boundaries of each region may be determined by the Board from time to time).;
- (iii) the Board may choose to appoint up to two (2) outside professionals as voting Board Members at their sole discretion. Such professionals could be from legal, accounting, business management or other professions as the Board may deem are useful to accomplishing its strategic goals and are not required to be members of the Association;
- (iv) the Executive Director shall be a voting member of the Board of Directors.

(b) Qualifications. All Officers and other Board Members must have been a member of the Association for no less than four (4) years prior to the deadline for board applications/ nominations for that particular year. The four (4) years of membership is not required to be continuous and may be made up and in any combination of Individual, Student or Organizational (as the ProMC) member types.

(c) Term. The term of the President is described in Section VI below. Board Members, Treasurer and Secretary shall serve for a term of three (3) years.

1. Consecutive Terms. Board Members and Officers may only serve two (2) consecutive

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terms combined between Board and Officer roles for a total of six (6) consecutive years as a voting Board Member, unless serving as President, in which case, the term, and progression of positions, shall be as defined in Article VI, Section 3(b) below, for a total of seven (7) years as a voting Board Member (and a final year as a non-voting, ex officio Board Member).

2. Treasurer and Secretary. The Treasurer and Secretary may not serve consecutive terms in those roles. They may serve a single term in a different Board or Officer role before or after, provided that they do not serve more than two (2) consecutive terms.
3. Rest Period. After serving the maximum number of terms, a Board Member must have a "rest period" of two (2) years before serving another term on the Board or as an Officer. In the case of an emergency situation, the Board may make an exception to the rest period by a two-thirds (2/3) majority vote of the Board.
4. Voting Cycle. The elections of the Board Members shall be voted on, in years verified by the Past-President. For voting year purposes, the positions shall be grouped as follows:
 - Year 1: Directors from the Southeast and North-Central Regions
 - Year 2: Secretary, Directors from the South-Central and Southwest Regions
 - Year 3: Treasurer, Directors from the Northwest and Northeast Regions

(d) Outside Directors Term. Outside Directors may serve terms of any length, but not longer than six (6) consecutive years.

(e) Past-President/President-Elect. The President-Elect is a one-year term, as defined below. In years when there is a President-Elect, the President-Elect shall be a voting member of the Board. In years when there is no President-Elect, the Past-President shall be a voting member of the Board of Directors.

Section 3: ELECTION OF DIRECTORS. Directors shall be elected by the members, via written or electronic ballot at a time as designated by the Board or its designee, but no less than once per calendar year. Elections may be made from a list of nominees, or a slate provided by the Nominations and Elections Committee, with procedures defined by the Board of Directors.

Section 4. DIRECTOR REQUIREMENTS. In addition to the Conflict of Interest and Confidentiality policies detailed in Article IX, the Board of Directors shall have the following requirements:

(a) Meeting Attendance. Board members are required to attend no less than three-quarters (3/4) of the regular Board meetings.

(b) Rules of Conduct. The Board of Directors shall adopt and may update, from time to time, Board Duties and Responsibilities, by which all Directors must adhere. Such rules shall include, but not be limited to board member roles/responsibilities, preparation, communications and professional conduct with other Board members, volunteers and staff, fiduciary duties to the Association, and attendance/activity requirements.

Section 5: REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of regular meetings of the Board of Directors without other notice than such resolution.

Section 6: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or Directors constituting a majority of the Directors then in office.

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The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of District of Columbia, as the place for holding any special meetings of the Board of Directors called by them.

Section 7: NOTICE OF MEETINGS. Notice of any meeting of the Board shall be transmitted to each Director by electronic mail, postal mail, overnight courier, or other mode of written transmittal, not less than five (5) days before the time set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting. Unless otherwise specified in the Act, Notice shall be considered received twenty-four (24) hours from the time of transmission for all electronic and overnight means, or four (4) days after sending for postal mail.

Section 8. MANNER OF ACTING. The act of a majority of the Directors attending a meeting at which a quorum is present shall be the act of members, except as otherwise provided by law, the Article of Incorporation, or by these Bylaws.

Section 9. WEBCONFERENCING. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the Board may participate by means of conference telephone, online meeting software, or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute the presence of that person at the meeting for purposes of a quorum.

Section 10. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action that may or is required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Written evidence of such consent may be by online poll accepting the motion or other electronic or written means. Any such consent shall be placed in the Association's minute book or other appropriate books and records.

Section 11. BALLOT NOT PRESENT. To the extent permitted by the Act, any action that may or is required to be taken at a meeting of the Board may be taken without a meeting if duly approved by a written or electronic mail, or electronic ballot of a quorum of the membership, and sufficient time allowance for discussion via electronic mail, collaborative software, or other means available to the Board. Such discussion is not required to be in real time.

Section 12. QUORUM A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13: MINUTES. Minutes of each meeting of the Board shall be recorded by the Secretary and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Association's minute book or other appropriate books and records. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Director to record the minutes during that period.

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Section 14: VACANCIES. Any vacancy occurring in the Board of Directors may be filled for the remainder of the full terms of office for a Director of that category, by appointment by the President. A Director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

Section 15: COMPENSATION. The Directors shall not receive any compensation for their services as members of the Board of Directors, however the Executive Director shall serve on the Board incidental to their staff role, which shall be paid. The Directors shall, however, be allowed to receive reimbursement for pre-approved, actual expenses reasonably incurred in the performance of such services, in compliance with the policy which may be revised by the Board from time to time, and consistent with the approved annual budget.

Section 16: REMOVAL. In the event of a violation of Director duties, the Rules of Conduct, or if the Board otherwise believes it is in the best interest of the Association, Directors and Officers may be removed by a two-thirds majority vote of those present at any duly called Regular or Special meeting with no less than ten (10) days' notice. Such meeting shall include a hearing where the Director in question is able to defend their actions, but then shall be removed from the discussion and vote.

Section 17. RESIGNATION. A Director may resign by submitting a written resignation to the President.

Section 18: CONFLICTS OF INTEREST. Any Director who individually or as part of a business or financial firm is involved in business transactions or current professional services with the Association shall disclose this relationship and shall not participate in any vote taken in respect to such transactions or services. Further policies and definitions on Director or Volunteer Conflict of Interest may be provided and revised by the Board from time-to-time. Violation of the Conflict of Interest shall result in Corrective Action, up to and including removal and legal action.

Section 19. AUTHORITY OF THE BOARD. All powers and authority to act on behalf of the Association, manage the affairs of the Association or exercise the powers of the Association shall be vested in the Board, unless otherwise reserved for the members of the Association by law (including the Act), in these Bylaws or in the Association's Articles of Incorporation. Powers and authority currently reserved for the members by law include, but are not limited to, election of the Directors, dissolution of the Association, amendments to the Association's Articles of Incorporation and a merger or consolidation of the Association.

Section 20. APPOINTEES. The President may make position appointments for Board attendees (i.e. Parliamentarian or Archivist/Historian) for Board meetings and participation, subject to consent and approval of, or removal by a majority of the Board. Such Appointees will be in attendance as guests/invitees of the President and may not have voting authority.

ARTICLE VI - OFFICERS

Section 1: BOARD OFFICERS. The Board Officers of the Association shall be the President, Past-President, President-Elect, Treasurer and Secretary. Board Officers shall be elected by procedures determined by the Board of Directors or the Nominations and Elections Committee, if designated. More detailed descriptions of the roles of each Officer position may be developed by

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the Board of Directors from time to time.

Section 2: PRESIDENT. The President shall serve as the senior elected officer of the Association and shall in general supervise and have charge of all the affairs of the Association. The President shall preside at all meetings of the Board and the membership and shall be the Chair of the Board. President will have general and supervisory management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. Unless otherwise provided in these bylaws, the President shall be an ex-officio member of all standing committees. The President in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time. The President shall be a voting member of the Board of Directors.

(a) **Succession.** The President shall be promoted from the elected President-Elect the year prior.

(b) **Term.** The President shall serve for a term of two (2) years. Notwithstanding anything in these Bylaws to the contrary, in no event shall any person serve more than one (1) full term as President, whether consecutive or non-consecutive. This does not include completion of a previous President's uncompleted term.

(c) **Qualifications.** The President must have served as President-Elect and have been qualified for election to the role of President-Elect as stated in Section 3(c) of this Article.

Section 3: PRESIDENT-ELECT. The President-elect shall assist the President in the performance of their duties; service in and advisory capacity; and perform the duties and exercise the powers of the President during the absence or disability of the President and carry out any other duties assigned by the President and/or these bylaws. The President-Elect shall be a voting member of the Board of Directors.

(a) **Election.** The President-elect shall be chosen by the Members from a slate provided by the Nominations and Elections Committee, in procedures approved by the Board of Directors, every other year, in the year after the previous President-elect is promoted to President.

(b) **Term.** The President-Elect shall serve for a term of one (1) year before being promoted to the President role. The President will serve as President-Elect, President and then Past-President, for a total of five (5) years.

(c) **Qualifications.** The President (President-elect) must have been a member of the Association for no less than four (4) years prior to the deadline for board applications/ nominations for that particular year. The four (4) years of membership is not required to be continuous and may be made up and in any combination of Individual or Student member types. The President (President-elect) must have served, in some capacity, on the Board of Directors or the Advisory Council.

Section 4: PAST PRESIDENT. The Past President is responsible for advising the President and performing other such duties as may be delegated by the President or Executive Committee. The Past-President will be responsible for facilitating the biennial evaluation of the ED/CEO and serving as the Chair of the Nominations and Elections Committee for two years. During the first year as Past-President, they will be a voting member of the Board of Directors and Executive Committee, but will be an ex officio member (non-voting) of both in the second year

(a) **Succession/Term.** The Past President serves a term of two years immediately following their term as President.

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Section 5: TREASURER. The Treasurer shall have charge of and be ultimately responsible for communicating and verifying the Board's strategic priorities into the budget, and, with assistance from the Executive Director or their designee, reporting on the progress of budget allocation as it aligns with strategic priorities, and in general perform the duties incident to the office of Treasurer, as defined in the Act, and such other duties as from time to time may be assigned to them by the President or the Board. The Treasurer shall be responsible for collaborating with the Executive Director and any other delegated persons, to review and recommend an annual operating budget of the Association to the Board, to be approved by the Board each year prior to the commencement of the Association's fiscal year. The Treasurer shall be responsible for distributing annual financial reports of the Association to the Board. If authorized by the Board, the Treasurer may obtain a surety bond on behalf of the Association.

(a) Election. The Treasurer shall be elected by membership every three (3) years in the schedule described in Article V, Section 2 above from a slate chosen by the Nominations and Elections Committee in a manner prescribed by the Board of Directors or the Nominations and Elections Committee, if assigned.

(b) Term. The Treasurer shall serve for a term of three (3) years. The Treasurer may not serve consecutive terms as Treasurer. In the case of an emergency situation, the Board may make an exception to the consecutive terms rule by a two-thirds (2/3) majority vote of the Board.

(c) Qualifications. The Treasurer must have been a member of the Association for no less than four (4) years prior to the deadline for board applications/ nominations for that particular year. The four (4) years of membership is not required to be continuous and may be made up and in any combination of Individual or Student member types. Sitting Board members are not eligible to serve as Treasurer unless their term is completed.

Section 6: SECRETARY. The Secretary shall preserve in the books of the corporation true minutes of proceedings of all such meetings; shall keep all documents and records pertaining to the operation and activities of the Corporation; shall issue notices of all meetings and shall perform all duties incident to the Secretary as defined in the Act, and such other duties as the President may assign. The Secretary shall transmit a copy of the minutes of each Regular or Special Meetings of the Board of Directors to each Member of the Board prior to the next meeting of the Board of Directors. The Secretary shall be responsible for maintaining and updating the archives of the Corporation and those located at the corporate offices, including updating the official copies of the Bylaws or other Governance documents of the Association.

(a) Election. The Secretary shall be elected by membership every three (3) years in the schedule described in Article V, Section 2 above from a slate chosen by the Nominations and Elections Committee in a manner prescribed by the Board of Directors or the Nominations and Elections Committee, if assigned.

(b) Term. The Secretary shall serve for a term of three (3) years. The Secretary may not serve consecutive terms as Secretary. In the case of an emergency situation, the Board may make an exception to the consecutive terms rule by a two-thirds (2/3) majority vote of the Board.

(c) Qualifications. The Secretary must have been a member of the Association for no less than four (4) years prior to the deadline for board applications/ nominations for that particular year. The four (4) years of membership is not required to be continuous and may be made up and in any

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combination of Individual or Student member types. Sitting Board members are not eligible to serve as Secretary unless their term is completed.

Section 7: REMOVAL. In the event of a violation of Director duties, the Rules of Conduct, or if the Board otherwise believes it is in the best interest of the Association, Directors and Officers may be removed by a two-thirds majority vote of the Board at any duly called Regular or Special meeting with no less than ten (10) days' notice. Such meeting shall include a hearing where the Director in question is able to defend their actions, but then shall be removed from the meeting for discussion and vote.

Section 8. RESIGNATION. An Officer may resign by submitting a written resignation to the President, or Secretary, if the resigning officer is President.

Section 9: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the President, with the consent of the majority of the voting members of the Board. In the event that the office of President becomes vacant during the President's term of office, the President-Elect (or the Past President if there is no President-Elect) shall complete the unexpired term of the President as well as the elected term of office.

Section 10: COMPENSATION. No Board Officer shall receive compensation, either directly or indirectly. The Board Officers shall, however, be allowed to receive reimbursement for pre-approved actual expenses reasonably incurred in the performance of such services, in compliance with the policy which may be revised by the Board from time to time, and consistent with the approved annual budget.

Section 11. DELEGATION OF DUTIES. One (1) or more duties of any Officer may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Association, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s).

Section 12. CORPORATE OFFICERS. In addition to Board Officers (or "Officers" for purposes of this document) described in this Article, the Board may designate such Corporate Officers (which, for purposes of this document, shall specifically be referred to as "Corporate Officers") as the Board sees fit. At a minimum, the Corporate Officers will include the Executive Director/CEO as identified in Article VII. Corporate Officers are employees or other agents of the Association, which are granted signatory and binding authority for compliance and day-to-day matters as granted by the Board.

Section 13. NOMINATION PROCESS. The Nominations and Elections Committee shall present the candidates for each office as prescribed by the Board of Directors. If fewer than the required number of candidates are interested, then the Nominations and Elections Committee will present as many candidates as are interested and qualified.

ARTICLE VII – EMPLOYEES

Section 1. Executive Director/CEO. The Board shall hire, and the Association shall employ, an Executive Director on terms and conditions to be defined by the Board or a designated Committee of the Board (including the Executive Committee). The Executive Director/CEO shall serve as the

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highest-ranking employee of the Association and perform and be responsible for the day-to-day operations of the Association and direct the activities of all of the paid staff and shall have such other powers as assigned to them by the Board of Directors, the Executive Committee, or any Committee of the Board so delegated by the Board of Directors. At a minimum, the Executive Director/CEO shall execute, on behalf of the Association, all decisions or programs adopted by the Board of Directors, including the budget within Board policies. The Executive Director/CEO shall have responsibility to: (1) ensure an accurate record of the membership; (2) ensure an accurate and true account of all money received and paid out by the Corporation; (3) be custodian of all the Corporation's property; (4) serve as business advisor for all publications, (5) serve as final approval for all content creation for all Association intellectual property; (6) plan the annual Conference (7) oversee the development and maintenance of all income and non-income generating programs and services; (8) oversee grant writing and fundraising initiatives; (9) act as the public face of the organization with outside organizations, unless otherwise designated by the Board; and (10) fulfill other duties customarily assigned to the office of Executive Director or Chief Executive Officer of an Association, or as directed by the Executive Committee. Incidental to their duties as an employee, the Executive Director/CEO shall be a voting member of the Board of Directors and a voting member of the Executive Committee.

Section 2. Performance Evaluation. The performance of the Executive Director/CEO shall be evaluated by the Officers, Board of Directors, external partners, and the staff on a biennial basis relative to successful fulfillment of duties and responsibilities. Informal and formal, written assessments shall be conducted during alternate years of service. The Past-President shall lead the biennial process.

Section 3. Additional Staff. Subject to the annual budget allocation by the Board of Directors, the Executive Director/CEO shall be able to establish employee or contractor positions, including determining compensation and benefits, for any roles needed to fulfill the strategic requirements established by the Board. Any staff members, outside of the Executive Director/CEO, shall report directly or indirectly to the Executive Director/CEO.

ARTICLE VIII - COMMITTEES

Section 1: COMMITTEES OF BOARD DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or them by law. Such committees may include an Executive Committee or other committees. The voting membership of any Committees of Directors must be made up entirely of authorized voting Board members.

(a) EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, President-Elect and/or Past-President, Treasurer, Secretary, and Executive Director/CEO. The Executive Committee shall develop recommendations with respect to the affairs of the Corporation and shall report such recommendations to the Board for action. In instances where exceptional circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The recording of the Executive Committee shall include a summary of the actions taken by the Executive Committee and shall be submitted to the Board.

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Section 2. OTHER COMMITTEES AND TASK FORCES. The Board may, at any time, create and define other committees and task forces not having and exercising the authority of the Board of Directors in the management of the Association. The lead/chair and members may be appointed in any such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Association shall appoint the members of each Committee or Task Force. While the term of any chairperson or committee or task force members should be set out in the resolution of the Board, any member thereof may resign from the committee or task force at any time or may be removed by the Board or the person or persons authorized to appoint such members by the Board, whenever, in their judgment, the best interests of the Association shall be served by such removal.

(a) Advisory Council. The Advisory Council focuses on specific areas of member services related to the overall stability and sustainability of the NDEO and will report directly to the Board of Directors. Members of the Advisory Council have no fiduciary duty to the organization nor voting privileges on policy, but they shall have the authority to place items on the Executive Committee or Board of Directors agenda for consideration and vote. The Advisory Council shall be made up of no fewer than five (5) and no more than fifteen (15) members, which shall be the Chairpersons of Association Non-Board Committees and Task Forces and shall be voted on by the members, subject to selection by the Nominations and Elections Committee and a process defined by the Board of Directors or their designee. The President, or their designee, shall be the Chair of the Advisory Council.

(b) Nominations and Elections Committee. The Committee shall recommend candidates for the Board of Directors and Offices of the Association, as well as the Advisory Council, based on which members apply, or are nominated for those positions, and in a manner prescribed by the Board of Directors. The Nominations and Elections Committee shall be variable in number, but no fewer than seven (7) members, and shall be led by the Past-President. The Nominations and Elections Committee shall be selected by the Past-President. It will include at least one representative from each region: Northeast, Mid-Atlantic, Southeast, North-Central, South-Central, Northwest and Southwest, and may include other members as may be chosen by the Past-President.

Section 3: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. COMMUNITY/STATE AFFILIATES. The Board may authorize separately incorporated organizations or create internal committees as State Affiliates, representing a specific State or geographic location where members reside, at the vote of a majority of Directors present at any meeting. Outside organizations will be separately incorporated and must have their own 501(c)(3) status and shall be affiliated with the Association through a "State Affiliation Agreement" to be prepared and modified from time to time, by the Executive Director or their designee and approved by the Board of Directors.

Section 5: QUORUM. Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: RULES. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors or assigned in the resolution creating

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any Committee.

ARTICLE IX - INTERESTED DIRECTORS AND OFFICERS/POLICIES

Section 1. Conflict of Interest. A conflict-of-interest is any transaction, interaction or relationship, whether active or passive, in which a Director has a direct or indirect personal interest (whether or not that interest is financial). A Director has an indirect personal interest in a transaction if (i) another entity in which they have a material financial interest or in which they are a general partner is a party to the transaction, or (ii) another entity of which they are a Director, Officer, employee, or trustee is a party to the relationship and the relationship is or should be considered by the Board or a Board Committee.

Section 2. Conflict-of-Interest Policy. The Board of Directors shall adopt a policy for declaration and handling of Conflicts-of-Interest among Directors. The policy shall be no less strict than the Sample Conflict-of-Interest policy provided by the IRS Form 1023, and in the event that the policy is silent on any matter or procedure, it shall default to the Sample Conflict of Interest Policy provided by IRS Form 1023.

Section 3. Disclosure. Each covered individual, diligently and in good faith, shall seek to disclose or otherwise make known to the member(s), the Board, or a Board Committee the material facts of any conflict-of-interest relationship and the Director's interest therein. Directors shall make such disclosures at the time when the Director first learns about the possibility of a potential conflict and shall disclose any conflicts that could potentially be conflicts. NDEO Directors shall ask for permission as opposed to forgiveness for conflicts of interest. Disclosure shall be made to the President, or their designee as detailed in the Conflict of Interest Policy.

Section 4. Recusal and Vote. Each Director, diligently and in good faith, shall seek to recuse himself or herself from any vote of the Board or a Board Committee, involving any conflict of interest relationship, provided, however, that the failure of a Director to recuse himself or herself from any vote does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance the Act. Any transaction must be approved by a two-thirds (2/3) majority all Board votes at a duly noticed meeting.

Section 5. Confidentiality. The Board shall adopt a Confidentiality Policy for signature and adherence by Directors, Staff, and other volunteers with significant decision-making authority with respect to the confidential information of the organization. The Confidentiality Policy should identify the types of information that would be considered confidential such as, but not limited to financial, personal board and staff information, confidential discussions at meetings, and member contact information/data.

Section 6. Non-Exclusive. This Article IX is intended to supplement, but not to replace, any federal and state laws governing conflicts of interest applicable to nonprofit corporations, or any applicable policy of the Association.

ARTICLE X - INDEMNIFICATION

Section 1. CLAIMS BY THIRD PARTIES. The Association shall have the power to indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal,

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administrative, or investigative (including an action by or in the right of the Association), by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Association, or actions performed in furtherance of the Association's mission as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise ("the Indemnified Party"), against expenses (including attorney's fees), judgments, fines, and amounts paid or necessarily incurred in settlement or otherwise, by him/her in connection with such action, suit, or proceeding. Unless otherwise determined by a relevant court of law, this indemnification shall not apply in situations which the indemnified party is adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2. CLAIMS BROUGHT BY OR IN THE RIGHT OF THE ASSOCIATION. The Association shall have the power to indemnify a Director, Officer, employee or agent who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that they are or were a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, partner, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, amounts paid in settlement incurred by the person in connection with the action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. However, indemnification under this Section shall not be made for a claim, issue, or matter in which they have been found liable to the Association unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, they fairly and reasonably have the legal right to indemnification for the expenses which the court considers proper.

Section 3. APPROVAL OF INDEMNIFICATION. An indemnification under Sections 1 and 2 hereof, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways: (a) By a majority vote of a quorum of the Board of Directors consisting of Board Members who were not parties to the action, suit, or proceeding; or (b) if a quorum of disinterested Directors is not obtainable, then by a majority vote of a committee of Board Members who are not parties to the action (not less than two (2) disinterested Directors; or (c) by independent legal counsel in a written opinion.

Section 4. ADVANCEMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 above shall be paid by the Association in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that they have the legal right to be indemnified by the corporation. The undertaking shall be by an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5. LIABILITY INSURANCE. The Association shall be required to purchase insurance for the purpose of such indemnification as described in this Article.

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ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS FUNDS

Section 1: CONTRACTS. The Board of Directors may authorize any officer or officers, agent, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. All checks, drafts, and orders for payment of money shall be signed or approved (if electronic) in the name of the corporation by two persons if the amount of the check, draft or order for payment exceeds \$2,500, otherwise by one person. The persons with signature authority shall be the ED/CEO, the employees with the title of Director of Finance or Managing Director, or such other person(s) designated by the Board.

Section 3: DEPOSITS. All funds of the Corporation shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 5: LOANS. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of its members and Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members having the right to vote.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31, unless otherwise changed by the Board of Directors.

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of THE ACT or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons having the right to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV - DECLARATION OF POLICY

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Section 1. BOARD RESPONSIBILITY. Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees or chapters of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Section 2. SOCIAL JUSTICE. The National Dance Education Organization (NDEO) actively promotes the respect for and value of human diversity within its membership and the professions of dance. In recognition of this basic tenet, the NDEO prohibits discrimination based on race, color, religion, creed, sex, gender identity or expression, age, marital status, sexual orientation, ethnicity or national origin, disability, and veteran status relative to participation in, access to, or content of its programs, activities, and publications. NDEO shall not make, condone nor tolerate remarks or inferences, which reflect disrespect, harassment or discrimination against individuals or groups.

ARTICLE XVI - DURATION AND DISSOLUTION

Section 1. Duration. The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

Section 2. Dissolution. Before the Association may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Association in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Association in good standing casting their votes at a properly noticed meeting of the membership or through electronic ballot at which a quorum of 50 members or 2.5% whichever is smaller is present.

Section 3. Distribution of Assets. Upon the dissolution of the Association, and after paying or making provision for the payment of all the liabilities of the Association, the Board shall distribute all the assets of the Association for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.

ARTICLE XVII - AMENDMENTS TO BYLAWS

These bylaws may be amended, altered, changed, or repealed by a two-thirds (2/3) majority vote of the Board of Directors present and having a right to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

ARTICLE XVIII - MISCELLANEOUS

Section 1: CHOICE OF LAW. Any dispute arising under these Bylaws shall be determined and governed by the laws of the District of Columbia.

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Section 2: HEADINGS. The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws, and further do not inform a party of the covenants, terms or conditions of these Bylaws or give full notice thereof.

Section 3: SEVERABILITY. Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these Bylaws, or any application thereof, is declared to be invalid, illegal, unenforceable, inoperative or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.