

National Dance Society

Policies and Procedures Manual

July 27, 2014

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INTRODUCTION

The National Dance Society (NDS) envisions a country where each individual is provided a wide range of quality dance education and performances throughout his/her lifespan. The NDS aims to promote these experiences through schools, studios, leisure and recreation programs, faith-based groups, and culturally-based settings.

This organization shall be governed by the State Code, Federal Laws, Articles of Incorporation, bylaws, elected officers, board of directors, and member assembly.

Councils, standing committees, and other appointed committees shall be established to perform continuing functions of the National Dance Society and shall be governed by bylaws and operating procedures as provided in this organization's *Policies and Procedures Manual*.

President's committees, ad hoc committees, and task forces shall be organized as a need arises and shall be charged to perform specific assignments.

Proposed amendments to the Articles of Incorporation and bylaws shall be submitted to the board of directors and to the member assembly for approval.

ARTICLES OF INCORPORATION

The undersigned citizens of the United States desire to form a Non-Profit Corporation under the Non-Profit Corporation Law of Virginia and do hereby certify:

Article I The name of the Corporation shall be the National Dance Society.

Article II Regarding the Registered Office and Registered Agent, the address of the Corporation's initial registered office is 4870 Sadler Road, Suite 300, Glen Allen, Virginia 23060. The initial registered office is located in the County of Henrico, Virginia. The name of the initial registered agent is Eric C. Perkins, Esquire, who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and whose business office is identical with the registered office of the Corporation.

Article III This Corporation is formed exclusively for charitable and educational purposes, including the following:

The mission of the Corporation is to provide leadership in promoting research in, advocating for, and using best practices in the delivery of dance and dance education that furthers dance as an art form, as a support for academic success, and as a process for improving individuals' health and wellness in a multicultural society.

Specific purposes of the Corporation are to:

- work with traditional and non-traditional partners to advocate for funding, research, and offering evidence-based educational programs that promote varied forms of dance within schools, community programs, and venues for concert art
- promote personal leadership skills and strategies that can strengthen dance education within schools, the community, the state, and nationwide
- encourage professional involvement in education and dance education and recognize excellence among professional and future dance educators

- educate key decision-makers about the value of dance in 1) education reform, development of the 21st century readiness skills, supporting the whole-school-whole community-whole child education model, and improving the social climate of schools; 2) economic development at the local, state, and national levels; and 3) health promotion across the lifespan
- support research in dance as it relates to pedagogy, program and curriculum development, program and student assessment, instructional delivery, performance, academic achievement, and personal wellness
- identify (or develop) and disseminate professional materials to help those developing programs, designing dance curriculum, and providing dance instruction in a variety of learning environments: including fine arts programs, physical education curriculum, recreation and leisure settings, community- and cultural-based venues, studios, and professional settings
- provide a broad range of professional development workshops, training programs, and performance opportunities for dance and dance-related professionals

Article IV Membership in the Corporation will be in the following categories: Professional, Associate/Advocate, Student, Retired, and Lifetime. The descriptions, qualifications, responsibilities, and voting rights of each category of members will be set forth in the bylaws of the National Dance Society.

Article V The Corporation's board of directors shall be elected by the voting membership of the organization and shall manage the affairs of the Corporation. The Corporation's bylaws shall define the voting membership, the duties and responsibilities of the directors, and the procedures for managing the Corporation.

Article VI Following are the names and addresses of the persons who are the initial directors of the Corporation:
 Christine Bergeron, 605 East 31st Street, Bryan, TX 77803
 Sandra Bowie, 202 67th Street, Virginia Beach, VA 23451
 John Fracchia, 2735 Slaterville Rd, Brooktondale, NY 14817
 Nancy Kane, 2735 Slaterville Rd, Brooktondale, NY 14817
 Mary Ann Laverty, 66 Denbigh Blvd, Newport News, VA 23608
 Lisa Lewis, 527 Adamson Branch Rd, Liberty, TN 37095
 Frances Meyer, 852 Lincoln Drive, Fredericksburg, VA 22407
 Sharon Rae, 2116 East Park Drive, Green, OH 44685
 Freddie Thompson-Esters, 151-G S. Wilmington Ave, Compton, CA 90220

Article VII Elimination of Liability Provision ensures that in any proceeding brought by or on behalf of the Corporation, no damages shall be assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

Article VIII As part of the tax exemption requirements, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or any other person who is a "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code, except that the Corporation shall be authorized and

empowered to pay reasonable compensation paid for services rendered to or for the Corporation affecting one or more of its purposes; and no director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

Article IX

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the National Dance Society, assets of the Corporation (including funds and property) not necessary to discharge its legal debts and obligations shall be distributed exclusively for one or more exempt purposes with the meaning of Section 501(c)(3) of the Code. Assets shall be distributed to another organization with similar or related intentions of the dissolving Corporation for one or more exempt purposes also within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If the Corporation is considering dissolution, a two-thirds majority of the voting membership at an annual business meeting shall determine whether or not the Corporation shall dissolve. The National Dance Society's board of directors or a majority of the managing body shall determine the organization to which the assets will be distributed.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI

These Articles of Incorporation may be amended during a business meeting of the members. Criteria and procedures of the member meeting are described in the Corporation's bylaws and operating procedures.

Article XII

Incorporator(s): In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the Corporation, National Dance Society, under the laws of the state of Virginia this 10th day of June, 2014.

Incorporator(s):

Signature(s)

Eric C. Perkins

Printed Name(s)

Eric C. Perkins

May 23, 2014

Date

BYLAWS

Article I The name of the organization shall be the National Dance Society. It shall be a perpetual nonprofit organization incorporated in the state of Virginia.

Article II The vision, mission, and purposes of the organization are:

Section 1: The National Dance Society envisions a society where quality dance education is provided for individuals throughout their lifespans.

Section 2: The mission of the organization is to provide leadership in promoting research in, advocating for, and using best practices in the delivery of dance and dance education that furthers dance as an art form, as a support for academic success, and as a process for improving individuals' health and wellness in a multicultural society.

Section 3: Specific purposes of the organization are to:

- a. work with traditional and non-traditional partners to advocate for funding, research, and offering evidence-based educational programs that promote varied forms of dance within schools, community programs, and venues for concert art;
- b. promote personal leadership skills and strategies that can strengthen dance education within schools, the community, the state, and nationwide;
- c. encourage professional involvement in education and dance education and recognize excellence among professional and future dance educators;
- d. educate key decision-makers about the value of dance in 1) education reform, development of the 21st century readiness skills, supporting the whole school, whole community, whole child education model, and improving the social climate of schools; 2) economic development at the local, state, and national levels; and 3) health promotion across the lifespan;
- e. support research in dance as it relates to pedagogy, program and curriculum development, program and student assessment, instructional delivery, performance, academic achievement, and personal wellness;
- f. identify (or develop) and disseminate professional materials to help those developing programs, designing dance curriculum, and providing dance instruction in a variety of learning environments: including fine arts programs, physical education curriculum, recreation and leisure settings, community- and cultural-based venues, studios, and professional settings; and
- g. provide a broad range of professional development workshops, training programs, and performance opportunities for dance and dance-related professionals.

Article III Membership

Section 1: Membership within the National Dance Society is open to individuals professionally engaged in and linked to dance and dance education and to those that share beliefs in the vision, mission, and purposes of the organization that are stated in Article II of these bylaws. The National Dance Society also affirms and adheres to the non-discrimination laws of the United States of America as stated in the Equal Employment Opportunity Commission (EEOC). Further, the National Dance Society does not discriminate on the basis of sexual orientation or gender Identity.

Section 2: The four categories of annual dues-paying membership categories are described below. Other dues-paying membership categories may be added by the board of directors as the need arises.

- a. Professional Member: A professional member in good standing shall have the right to attend organizationally-sponsored national and regional conferences at the member rate; vote on designated official business as described in the organization's operating procedures; and hold positions of leadership. Professional members shall receive access to the members' only section of the organization's Web site which will include items such as an e-newsletter and journal(s). Professional members also shall receive discounts on products, programs, and services produced by the organization.
- b. Associate/Advocate Member: An associate/advocate member in good standing shall have the right to attend organizationally-sponsored national and regional conferences at the member rate; receive access to the members' only section of the organization's Web site that will include items such as an e-newsletter and journal(s). An associate/advocate member also shall receive discounts on products, programs, and services produced by the organization.
- c. Student Member: Student members may be fulltime undergraduate or fulltime graduate students enrolled in programs at institutions of higher education that prepare them for positions in dance or dance education. A student member in good standing shall have the right to attend organizationally-sponsored national and regional conferences at the member rate; receive access to the members' only section of the organization's Web site, which will include items such as an e-newsletter and journal(s). A student member also shall receive discounts on products, programs, and services produced by the organization.
- d. Retired Member: A retired membership may be granted, upon application, to any member who reaches retirement age and who officially retires from his/her position, providing he/she has been a member in good standing of an organization for at least ten (10) consecutive years immediately preceding his/her retirement. Retired members shall retain privileges as a professional member (designated in Section 2, a.) at a reduced cost designated in the organization's operating procedures. To apply for retired member status the retiree must submit a letter of request to the president for consideration by the board of directors. Exceptions to this Section are allowed as described in the operating procedures for this organization (see Operating Procedures, Member Assembly, IV, D, 1-4).

Section 3: Lifetime membership may be granted by the board of directors to a member who has been a member for five consecutive years and applies for this membership category. Individuals awarded the opportunity for lifetime membership may then pay a one-time membership dues fee that is designated by the board of directors. The lifetime member shall have all rights and privileges of a professional member designated in Section 2, a. Exceptions to this Section are allowed as described in the operating procedures for this organization (see Operating Procedures, Member Assembly, IV, D, 1-4).

Section 4: The annual dues shall be voted on by the board of directors, with considerations of any recommendations from the membership. Such dues shall remain in effect until amended at a subsequent meeting.

Section 5: The board of directors shall have the authority to offer multiple-year memberships (at slightly reduced rates) to encourage consistent active involvement within the organization.

Section 6: Any member may resign by filing a written resignation with the executive director. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Article IV Officers and Nominating Committee

Section 1: The officers of the National Dance Society shall be the board of directors and consist of at least eight and no more than 12 individuals. Within these limits, the board may increase or decrease the number of directors, depending on the need for specific skills and content knowledge on the board. At minimum, the officers shall be the president, president-elect, past president, recording secretary, three members-at-large, and an executive director. The executive director is appointed by the board of directors for three-year terms, rather than serving as an elected officer. These officers shall perform the duties prescribed in these bylaws, the organization's operating procedures, and by *Roberts Rules of Order Newly Revised*.

Section 2: To be eligible for office, a candidate shall be a member of the National Dance Society for a minimum of three consecutive years prior to the election. Exceptions to this Section are allowed as described in the operating procedures for this organization (see Operating Procedures, Board of Directors, VI, A-B).

Section 3: A nominating committee shall create a slate of officer candidates to present to the voting membership. The committee will have five members. Four will serve two-year terms, staggered terms. The chair may serve a three-year term. The committee members and chairs shall be appointed by the president and approved by the board of directors. The operating procedures of the organization shall describe the procedures and practices used by the committee to create a ballot and tally votes.

Section 4: The officers shall be elected by individuals holding membership in the professional member, retired, and lifetime categories.

Section 5: The vote for election of officers shall occur at the Annual Business Meeting of the membership. For members who cannot attend the Annual Business Meeting, there will be an opportunity to vote using postal mail or electronic mail procedures within a designated 30-day period prior to the organization's annual business meeting. Candidates with the highest votes per office at the close of voting shall be declared newly-elected.

Section 6: Duties and responsibilities of the board officers are described here in the organization's bylaws and in the organization's operating procedures. In the event of a direct conflict between the bylaws and the operating procedures, the bylaws shall control.

- a. The president shall:
 1. appoint a parliamentarian to serve at meetings of the board of directors, executive committee, annual business meetings, and other sessions, as needed;
 2. preside at all authorized meetings of the executive committee, board of directors, annual member assembly and business meeting, and special sessions called to address specific issues;

3. appoint all committees, councils, and task forces as specified in the organization's operating procedures and approved by the board of directors;
 4. appoint members to serve in vacant board positions, with approval of the board of directors, until an election can be arranged according to procedures described in the operating procedures for the nominating committee.
 5. fulfill other duties and responsibilities designated in the operating procedures; and
 6. serve as past-president at the completion of the presidential term.
- b. The president-elect shall:
1. serve on the board of directors and executive committee;
 2. preside at meetings when the president is absent;
 3. fulfill other responsibilities described in the Operating Procedures and other duties delegated by the president;
 4. succeed to the unexpired term in case of the president's death, resignation, or removal from office; and
 5. succeed automatically to the office of president at the conclusion of the annual business meeting.
- c. The past-president shall:
1. serve on the board of directors and the executive committee;
 2. preside at meetings when the president and president-elect are absent;
 3. serve as a consultant to the president and president-elect; and
 4. fulfill other responsibilities as designated in the operating procedures and other duties delegated by the president.
- d. The three member-at-large positions shall:
1. serve on the board of directors;
 2. fulfill responsibilities as designated in the operating procedures and duties as delegated by the president.
- e. The recording secretary shall:
1. keep all attendance records and minutes of the board of directors' and annual business meetings.
 2. maintain a copy of the Articles of Incorporation, bylaws, and approved operating procedures of the organization.
 3. be responsible for archiving all election ballots, motion votes, all postings as are necessary, and other matters designated in these bylaws that are consistent with the office, and
 4. fulfill responsibilities as designated in the operating procedures and as delegated by the president.
- f. The executive director shall:
1. serve on the executive committee and the board of directors;
 2. serve as the program manager for the organization;
 3. manage and provide oversight of the business affairs for the organization following the guidelines and procedures designated by the organization's operating procedures;
 4. serve as a member on the finance committee;
 5. assist in arranging an annual internal audit of the organization's financial records;
 6. serve as consultant to the executive committee and board of directors on matters related to annual reporting to the Virginia State Corporation Commission and the Federal Internal Revenue Services;
 7. maintain the official records of the organization;

8. assist the president in preparing for meetings of the organization; and
9. fulfill other responsibilities and duties designated in the operating procedures and as delegated by the president.

Section 7: Other officers, such as a chief financial officer and technology director may be added by the board of directors as the need arises and funding is available.

Article V Board of Directors

Section 1: The board of directors is responsible for setting the overall policy and direction of the organization. It supervises and controls the business, property, and affairs of the organization, except as specifically designated by state and federal law, the Articles of Incorporation of the corporation, or these bylaws. The board delegates responsibilities of day-to-day operations to the staff, committees, councils, and task forces and as described in the organization's operating procedures.

Section 2: An executive committee, consisting of the president, president-elect, past president, recording secretary, executive director, and parliamentarian (non-voting) shall act on duties and time-sensitive issues between official meetings of the board of directors, and in any other matters not considered by these bylaws. The executive committee will inform the board of directors of its actions at the next designated board meeting.

Section 3: The board of directors shall consist of the officers designated in Article IV, Section 1 of these bylaws.

Section 4: The parliamentarian is a non-voting member to the board of directors and is appointed by the president for a one-year term. The parliamentarian shall:

- a. assist the president in preparing for and conducting meetings of the organization;
- b. serve as a consultant to the executive committee, board of directors, and the membership to interpret the organization's bylaws and operating procedures, as well as parliamentary procedure;
- c. provide workshops as needed on parliamentary procedure;
- d. serve as chair of a task force (as needed) for revising the organization's Articles of Incorporation, bylaws, or operating procedures;
- e. consult with the chair of the nominating committee in selecting candidates for open positions on the board of directors and for counting ballots; and
- f. fulfill other duties as delegated by the president.

Section 5: A quorum of fifty percent (50%) of the board members must be in attendance to transact business and to pass motions. An affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. Each director shall have one vote. Voting by proxy is not permitted.

Section 6: Directors may participate in a meeting of the board of directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 7: A board member may resign at any time by providing written notice to the president of the organization. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president of the organization.

Section 8: A board member shall be terminated from the board due to excess absences, of more than two absences, during his/her term of office. Further, any board member may be removed from office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called specifically for that purpose. Notice of potential removal shall be provided to the officer or director not less than thirty days prior to a hearing before the voting membership.

Section 9: Regarding conflicts of interest, in any event that a board member has a special interest that might properly limit the individual's fair and impartial participation in board deliberations or decisions, such director shall inform the board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the board may request from the director any appropriate non-confidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the organization in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment, or otherwise act in the best interests of the organization.

Further, no director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the organization. Any director who believes he or she may have such a conflict of interest shall so notify the board prior to deliberation on the matter in question. The board shall make the final determination as to whether any director has a conflict of interest in the matter under discussion. The minutes of the board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Article VI Meetings

Section 1: The board shall determine the date, time, and place for an annual meeting of the organization's members. During the annual meeting, the membership shall receive reports of the organization's annual budget, actions by the board, and special reports on activities of the organization's committees, councils, or task forces. Members have the right to make recommendations to the board on programmatic matters, member affairs, financial issues, and direction of the organization for the coming year.

During the annual meeting, voting members shall have the right to vote on the following matters: election of officers to the board of directors and approval of any amendments to the bylaws that may be proposed by the board. Members may propose amendments to the bylaws for consideration and action by the board of directors. Voting on all other matters is reserved for the board of directors. Each voting member present in person or by electronic means shall have one vote at any meeting of the members. Voting by proxy is not allowed. A majority of affirmative votes cast by the members present at the annual member meeting shall constitute the action of the members.

Section 2: Special meetings of the members may be called by the president, the executive committee, a simple majority of the board of directors, or by a petition signed by five percent of the

voting members. Notice of the meetings shall be provided to the voting membership not less than two weeks prior to the meeting.

Section 3: Regular meetings of the executive committee and board of directors shall occur minimally three times per year. At least one meeting will be face-to-face at the time of the annual member meeting. These dates, times, and places of the meetings will be determined by the board of directors and posted on the organization's Web site not less than 30 days prior to the meetings.

Section 4: The organization's members may attend regular meetings of the board of directors by informing the president prior to the meeting. This appeal ensures adequate room size for any who care to attend.

Section 5: Special meetings of the executive committee and the board of directors shall be called at the direction of the president or by a majority of the voting directors in office. The date, time, and place of the meeting shall be designated in the meeting notice.

Article VII Committees, Councils, Task forces

Section 1: The president, with recommendations and approval of the board of directors, has the authority to create committees, councils, and task forces as needed and dissolve these entities when the functions are no longer essential. The purposes, duties, responsibilities, and terms of service of these structures shall be designated in the organization's operating procedures.

Section 2: The executive committee is not appointed by the president. Committee members serve as result of the specific positions they hold on the board of directors: president (chair), president-elect, past president, recording secretary, executive director, and parliamentarian (non-voting). See Article V, Section 2.

Section 3: Standing committees of the organization shall be the audit, awards recognitions, finance, and nominating. Standing committees shall perform continuing functions of the organization.

Section 4: Councils shall be established to advance and promote the mission and purposes of the organization. Such councils may be, but are not limited to, advocacy, communications, instructional design, leadership development, professional development, publications, and research and evaluation.

Section 5: A task force shall be established to carry out targeted, short term projects or programs that are consistent with the mission and purposes of the organization.

Article VIII Records and Reports

Section 1: Generally--the organization shall keep as permanent records its Articles of Incorporation and bylaws, annual reports filed with the Virginia State Corporation Commission, minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting and a record of all actions taken by a committee of the board of directors on behalf of the organization. The organization shall maintain appropriate accounting records. The organization

shall maintain all of its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 2: Checks and Notes—checks, notes, drafts, and other orders for the payment of money by the organization shall be signed by such person(s) as the board of directors may authorize.

Section 3: Notices—each director and officer shall furnish in writing to the recording secretary of the organization the address to which notices of every kind may be delivered or mailed. Whenever notice is required by applicable law, the Articles of Incorporation or these bylaws, a written waiver or, in the case of a meeting, the attendance of a director (except for the sole purpose of objecting to the transaction of business) or, in the case of a unanimous consent, the signing of a consent, shall be deemed a waiver of notice.

Article IX. Miscellaneous Provisions

Section 1: The fiscal year of the organization shall be January 1 to December 31.

Section 2: The organization may establish partnerships with other non-governmental organizations to:

- a. advocate for funding, research, and offering evidence-based educational programs that promote varied forms of dance within schools, community programs, and venues for concert art;
- b. promote personal leadership skills and strategies that can strengthen dance education within schools, the community, the state, and across the nation;
- c. provide a broad range of professional development workshops, training programs, and performance opportunities for dance and dance-related professionals; and
- d. engage in other projects for the mutual benefit of each group.

Section 3: The organization shall at all times have a registered office and a registered agent.

Section 4: Any matters not specifically covered by these bylaws shall be governed by the applicable provisions of the Virginia Non-stock Corporation Act in force at the time.

Section 5: Any action which may be done, or is required to be done, in writing under these bylaws or the Virginia Non-stock Corporation Act, including agreement to a unanimous written consent, shall be valid if sent and/or received by electronic mail.

Article X Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these bylaws, and any special rules of order the organization may adopt.

Article XI Indemnification

The organization shall indemnify any director or officer or any former director or officer, and may by resolution of the board of directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the organization for damages arising out of his or her own gross negligence in the performance of a duty to the organization.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The organization may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The board of directors may also authorize the purchase of insurance on behalf of any director, officer, or staff that arises out of such person's status as a director, officer, or staff, whether or not the organization would have the power to indemnify the person against that liability under law.

Article XII Amendments to the Bylaws

These bylaws may be amended or new bylaws adopted upon the affirmative vote of two-thirds of the voting members at any member business meeting or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments 30 days prior to the discussion and vote on any amendment.

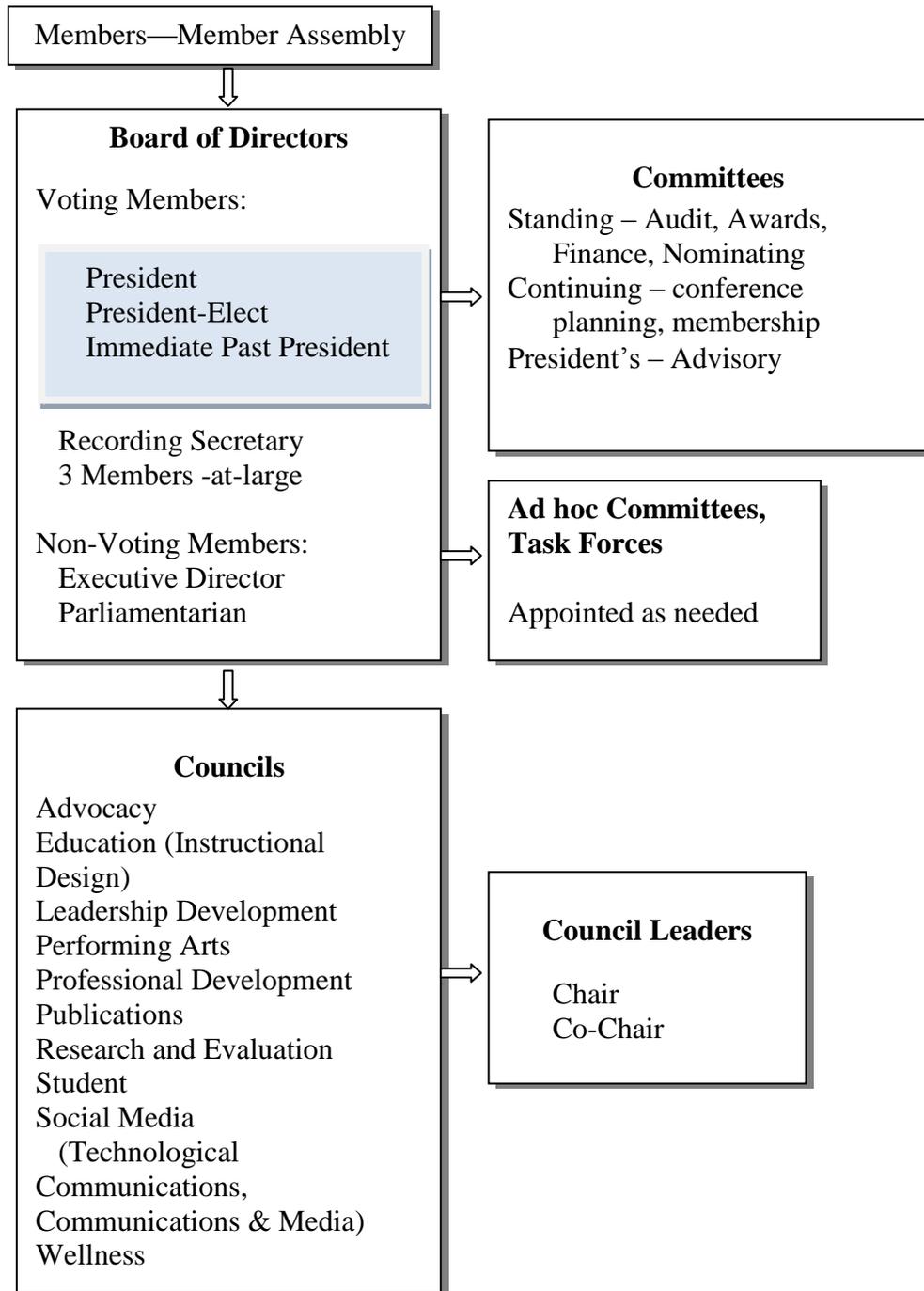
Approved July 27, 2014

Operating Procedures
of the
National Dance Society

Approved July 27, 2014

OPERATING PROCEDURES

Organizational Structure Chart



OPERATING PROCEDURE

I. Name: Member Assembly

II. Purpose:

- A. To offer recommendations for guiding the direction of the board of directors and other individuals in leadership roles within the NDS through business conducted during annual meetings, called meetings, or via an E-mail ballot.
- B. To review reports and other items of business submitted to the Member Assembly by the board of directors or other members in leadership roles at official meetings and/or by E-mail ballot.
- C. To elect officers to the board of directors, vote on changes in the Articles of Incorporation and bylaws, make recommendations to initiate business it deems desirable to advance the purposes of the organization.
- D. To approve or disapprove or recommend modifications in the operating procedures of the Member Assembly.

III. Organization:

- A. The Member Assembly shall consist of the following:
 - 1. Any current voting member of the organization.
 - 2. The executive director (non-voting)
 - 3. A parliamentarian (non-voting) appointed by the president.
- B. Each member shall have one vote at any annual meeting or call meeting.

IV. Conduct of Business:

A. Meetings

- 1. The Member Assembly shall convene annually and generally at the NDS conference. Other meetings may be called at the discretion of the president or at the written request of a majority of the Member Assembly.
- 2. The president shall preside at all meetings of the Member Assembly. In the absence of the president, the president-elect shall preside.
- 3. A quorum for the transaction of business shall consist of one-half of the total voting members present in person at the meeting.
- 4. The parliamentarian shall notify the president when a quorum is present.
- 5. The executive director shall be responsible for:
 - a. meeting arrangements, including notification of meeting dates and times;
 - b. preparing materials to be distributed for review;
 - c. preparing materials that are considered for action by the Member Assembly and E-mail the materials at least thirty (30) days prior to the meeting; and
 - d. assisting the recording secretary in archiving all records and minutes of the Member Assembly.
- 6. The recording secretary shall:
 - a. take meeting notes of actions of the Member Assembly;
 - b. keep all records and minutes of the Member Assembly; and
 - c. work with the executive director to archive the records and minutes of the Member Assembly.
- 7. The parliamentarian shall assist the president in the conduct of the meeting.
- 8. The business of the Member Assembly shall be conducted in accordance with the organization's bylaws and *Robert's Rules of Order, Newly Revised*.
- 9. Non-voting members of the NDS may observe meetings of the Member Assembly without a vote. By two-thirds consent, they may briefly address the Member Assembly on a specific issue or concern.

B. Transaction of Business

1. All agenda items requiring action must be submitted in writing to all Members no less than thirty (30) days in advance of the meeting.
2. A summary of actions taken by the board of directors shall be reported to the Member Assembly.
3. Decisions on all action items are determined by a majority of the members present and voting, except as otherwise provided in the bylaws (such as voting on changes to the Articles of Incorporation and bylaws where a two-thirds vote is required).
4. The Member Assembly may act upon matters presented to them by electronic ballot from the board of directors within thirty (30) days after official notification.

C. Elections

1. The nominating committee chair shall introduce the slate of candidates for relevant NDS offices, as described in the bylaws and operating procedures.
2. Voting members who vote electronically prior to the Member Assembly shall submit their votes no less than 10 days prior to the annual Member Assembly. They also may make additional nominations for office (along with the required candidate paperwork) that will be shared with the Member Assembly during the call for nominations from the floor.
3. After member approval of the slate of officers, including nominations from the floor, candidates for office shall make oral presentations to the Member Assembly. The president-elect candidate(s) shall have five minutes to speak, while candidates for other offices shall have two minutes each. Voting within the Member Assembly for all offices will be conducted after the candidates' presentations on a single page ballot.
4. Any delegate of the Member Assembly may make a nomination from the floor provided the nominee has met the qualifications outlined in Article IV, Section 2 of the Bylaws and in relevant sections of the operating procedures.
5. The elections shall be by secret ballot during the Member Assembly and by confidential ballot if voting electronically. To be selected for office, a nominee must have a majority of the votes cast for the specific office. The president's vote is placed in a sealed envelope to be used only in the event of a tie.
6. Members of the nominating committee shall serve as tellers and shall be responsible for the conduct of the elections.

D. Retired and Lifetime Members

1. Within the new organization, retired and lifetime members may exist prior to the required criteria stated in the bylaws under Article III, Section 2, Item d and bylaws Article III, Section 3. Each person granted either member status has member rights and privileges permitted to those holding professional membership within the organization.
2. Within the first ten years of NDS's existence, a professional in dance education may apply for retired member status if he/she has reached retirement age, retired from his/her position, has been a member in good standing of another national dance organization for 10 consecutive years, and can successfully explain the value to the organization for the board of directors to grant the individual a retired membership status.
3. Within the first five years of NDS's existence, an individual may obtain a lifetime member status if he/she submits a letter of application to the president and meets the following criteria: has been a member of another national dance organization for five consecutive years, can pay the lifetime membership fee within the designated period granted by the board of directors, and can successfully explain the value to the organization for the board of directors to grant the individual a lifetime membership status.
4. The board of directors will consider each application for either membership status (retired or lifetime) on an individual basis. If an applicant is not granted the relevant status on the first submission, he/she may be a member of the organization within another NDS membership category. Future applications for either membership status may be considered in later years.

V. Amendments

Recommendations for revisions and/or amendments to Member Assembly operating procedure shall be submitted to the board of directors for review and recommendation to the Member Assembly. Amendments may be initiated by the board of directors, a substructure of the organization, or by any voting member of the NDS. Final approval of changes in the operating procedures for the Member Assembly shall be made by the Member Assembly. *(Approved July 27, 2014)*

OPERATING PROCEDURE

I. Name: Board of Directors

II. Purpose:

To initiate and transact business of the NDS, except for those functions specifically delegated to the Member Assembly in the organization's bylaws.

III. Organization:

- A. The membership of the board of directors shall consist of:
 - 1. the president, president-elect, and past president
 - 2. recording secretary
 - 3. three members-at-large
 - 4. executive director (non-voting, when it is a paid position) appointed by the board of directors
 - 5. parliamentarian (non-voting) appointed by the president
- B. Members of the board shall assume office at the month and date determined by the board of directors as the time for leadership transition.
- C. The president shall be the chair of the board of directors.
- D. A quorum shall consist of four or more of the voting members present at the meetings.
- E. The parliamentarian shall attend all meetings of the board of directors.

IV. Conduct of Business:

- A. There shall be three regular meetings of the board of directors and other meetings as called by the president and/or at the request of a majority of the board. The regular meetings are:
 - 1. immediately prior to the program of the annual conference; and
 - 2. immediately following the program of the annual conference; and
 - 3. near the mid-point between the annual conferences.
- B. The functions of the board of directors are to:
 - 1. ensure annual reports are filed with the Virginia State Corporation Commission, Virginia Department of Agriculture and Consumer Services, IRS, and any other relevant state or federal agencies.
 - 2. receive, review, and take action on reports from the councils and committee substructures.
 - 3. act on suggestions and requests of members.
 - 4. maintain a yearly calendar for the board and establish dates for annual conferences.
 - 5. approve an annually balanced budget.
 - 6. assume responsibility for contractual agreements, investment of NDS funds, and approval of funding priorities determined by the Member Assembly within limits of unencumbered funds.
 - 7. report important board actions to the Member Assembly for information or action, if needed.
 - 8. respond to all other matters not covered above that is deemed important to the efficient operation of the organization.
- C. An electronic vote may be used by the board of directors between regular meetings when needed to expedite action for the welfare of the organization. The executive director shall manage the electronic voting procedures.
- D. The business of the board of directors shall be conducted according to State Code, Federal Law, Articles of Incorporation, bylaws, and *Robert's Rules of Order, Newly Revised*.
- E. Meeting operating rules or parliamentary suggestions may be made by the parliamentarian and adopted by members of the board of directors as the first order of business at each meeting.
- F. A record of the board proceedings (minutes) shall be maintained by the recording secretary and executive director. The recording secretary and executive director shall collaborate to distribute proceedings to the Member Assembly.

- G. The board of directors shall monitor expenses incurred in the operations of the board of directors and substructures of the organization.

V. Absenteeism of Board Members:

- A. Individuals elected to a voting position on the board of directors are expected to attend all meetings so that each is informed of all board discussion and actions and to ensure a quorum for all meetings.
- B. A board member cannot miss more than two board meetings in one term of office, regardless of the reason.
- C. The executive director shall notify the president when a board member has missed two regular board meetings. The president shall notify the board member that he/she has reached the limit of absences.
- D. If a board member misses a third meeting, the executive director shall inform the president. The director shall be removed at that meeting. The action does not disqualify the individual from serving as a board member in the future.
- E. At the board meeting when the vacancy occurs, the president shall submit the name of a replacement for approval by the board. The replacement must meet the criteria for the position. (Priority will be given to the other candidate who ran for that position.)

VI. Special Considerations for Selecting Officers:

- A. Within the first five years of NDS's existence, the nominating committee may solicit candidates for board positions who have less than three years of consecutive membership. An individual may be a candidate for office if the individual can demonstrate the qualities needed to successfully manage the business of the organization and the position for which he/she is under consideration.
- B. After vetting potential candidates, the nominating committee may request action by the board to allow individuals with less than five years membership to be considered for vote by the Member Assembly.

VII. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments to this operating procedure may be initiated by the board of directors, a council, a committee, or a member of the Member Assembly. A majority vote of the Member Assembly shall indicate approval of edits to this operating procedure. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Office: President

II. Purpose:

To guide and administer the business, program, projects, and other activities of NDS through appropriate leadership, passion, motivation, and wisdom to advance the purposes of the organization.

III. Organization:

The president assumes office at the next subsequent conference after serving one year as president-elect. The president assumes all duties of the office as described below in the current operating procedures.

IV. Conduct of Office:

A. General Duties

The president shall:

1. promote the NDS in dance community and the education profession.
2. preside as chair of the executive committee, board of directors, Member Assembly, annual conference committee, and general sessions of the conference.
3. appoint vacancies, as needed on the board of directors, all councils, committees, or other structures.
4. serve as the liaison, or appoint others to serve in his/her name, to other organizations identified as a collaborating partner.
5. inform the organization's executive committee of business and issues that need to be discussed and shared with the entire board of directors.
6. write thank you letters and notes of appreciation to former leaders, committee chairs, speakers and others who were helpful during the previous year and at the conference. Acknowledge in writing the recipients of NDS awards.
7. prepare an annual report to the board of directors and Member Assembly.
8. approve all of the organization's print and digital publications, with input from the executive committee.
9. work closely with the executive director on routines of the organization.
10. serve as ex officio on committees developing/supervising finances.
11. conduct affairs of the organization according to policies, the Articles of Incorporation, bylaws, and action by the board of directors or the Member Assembly.
12. refer unclear policy issues to the board of directors.

B. Duties during the conference (when the office is assumed)

The president shall:

1. convene the post-conference board meeting. Conduct a quick evaluation of the conference. Offer directives for the immediate future of the board, councils, and other substructures.
2. transfer electronic files among outgoing and incoming officers, council leaders, committee chairs, and other relevant persons before adjournment.

C. Duties immediately following conference – 1st Quarter

The president shall:

1. make certain letterhead stationery is updated and electronically distributed by the executive director.
2. complete all appointments to council and committee rosters.
3. work with the executive director to develop a roster of officers.
4. establish a workable electronic filing system for each council, committee, project, and function.
5. compose the "President's Column" for the NDS e-newsletter.
6. follow through with the completion of any business that may have been left over from the previous board meeting.
7. discuss items relevant for the upcoming conference.
8. appoint a conference planning committee chair if needed.
9. oversee planning for the upcoming conference.

10. work with the chair of the conference planning committee and the executive director to ensure that NDS awards are presented at a time and place of distinction.

D. Duties during the 2nd Quarter

The president shall:

1. organize and conduct a board meeting.
2. communicate with the board on pertinent matters with copies to others as previously indicated.
3. meet with the chair of the conference planning committee and relevant committees.
4. focus considerable attention on the conference program. Coordinate conference activities with the council chairs and relevant committees.
5. answer inquiries, initiate correspondence, and communicate with councils, committees, and task forces.
6. organize and conduct executive committee meetings as needed.
7. offer advice and provide direction to appropriate programs or projects.
8. write a "President's Column" for a second e-newsletter during the presidency.

E. Duties during the 3rd and 4th Quarters

1. Follow through with developing the annual conference program. Make certain all committees, conference planners, and facilitators are on target.
 - a. Send the e-newsletter editor, conference chair, and executive director information needed for the conference marketing materials and printed conference program.
 - b. Ensure that all pertinent information relative to the conference is disseminated widespread.
 - c. Issue invitations to conference guests.
 - d. Send letters of congratulations to those receiving awards and special recognition during the conference.
 - e. Plan conference general sessions. Confirm general session speaker(s).
2. Write a "President's Column" for the third e-newsletter during the presidency.
3. Develop an agenda for the pre-conference board meeting and notify the board of directors about specifics of the meeting. Invite candidates for office to attend at their discretion.
4. Conduct a pre-conference board meeting following the prepared agenda.
5. Schedule and conduct the NDS Member Assembly from a pre-planned agenda.
6. Ensure that board reports that have action items are submitted approximately 14 days to the board of directors prior to the board meeting.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments may be initiated by a council or by the board of directors. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Office: President-Elect

II. Purpose:

- A. Learn the responsibilities of the office of president.
- B. Preside at meetings in the absence of the president.
- C. Promote the vision, mission, and purposes of the NDS.
- D. Prepare necessary reports for sharing at relevant board and member meetings.
- E. Serve as a member of the board of directors, executive committee, and the Member Assembly.
- F. Assist the president in the business, programs, projects, and activities of the NDS.
- G. Assist in selection of conference sites for upcoming conferences.
- H. Succeed to the presidency in the event of resignation or death of the president.
- I. Perform duties as directed by the president.

III. Organization:

- A. To be a candidate for president-elect, the individual shall be a voting member of NDS for 3 consecutive years immediately prior to election.
- B. The president-elect shall be elected annually by the Member Assembly at the time of the annual conference and business meeting (Member Assembly).
- C. The president-elect shall automatically succeed to the office of president at the conclusion of the subsequent conference, or at the date of leadership transition determined by the board of directors.
- D. The president-elect shall assume the duties of the president in case of resignation or death, or act for the president in case of absence.
- E. The president-elect shall receive permission from his/her employer to attend the:
 1. regular board meetings (generally, two at the annual conference and one at a time other than the annual conference).
 2. Annual conference

IV. Conduct of Office:

A. General Duties

The president-elect shall:

1. serve as a member of the NDS board of directors, executive committee, and Member Assembly.
2. make recommendations for member expansion.
3. make recommendations for annual conference sites.
4. make recommendations regarding the NDS budget.
5. appoint new members to relevant standing and potential ad hoc and presidential committees that will serve during his/her presidency.
6. conduct important matters as assigned by the president or board of directors.
7. represent the NDS and president at official functions as directed by the president.

B. Duties at the conference after the election – 1st Quarter

The president-elect shall:

1. get as much exposure as possible with the past president and other officers during meetings, socials, and other events, for the purpose of gathering information that can be helpful during the term as president.
2. receive the gavel, usually at the conclusion of the last plenary session; make a few introductory remarks about the upcoming presidency, future plans and goals, and introduce the newly elected officers.
3. attend the meeting of the new board of directors.
4. attend the general sessions.

5. have a conference with the incoming president to secure materials of office and instructions.

C. Duties during the 2nd Quarter

The president-elect shall:

1. serve as a member of the team to select upcoming conference sites (for possibly 3 years in advance).
2. begin work on plans for the conference that will be two years away.
3. study the Articles of Incorporation, bylaws, and the *Policies and Procedures Manual*.
4. plan future tasks for relevant councils or committees.

D. Duties during the 3rd Quarter

The president-elect shall:

1. carry out program responsibilities for the subsequent conference as assigned by operating procedures and/or the president.
2. organize the new board of directors meeting.
3. form committees, identify conference staff/volunteers, develop a conference theme, and establish goals that may build on actions of the previous year and serve to advance purposes of the NDS.

E. Duties prior to conference in the 4th Quarter

The president-elect shall:

1. plan and print the agenda for the post-conference (new board of directors) meeting.
2. complete committee appointments and name relevant chairs for the upcoming year. Communicate with the board members or members (in general) for recommendations.
3. appoint a parliamentarian to serve a 1-year term during the upcoming presidency.
4. present to the board of directors for approval all committee lists and other potential board appointments at the pre-conference board meeting.

F. Duties at the conference during the 4th Quarter

The president-elect shall:

1. attend the board of directors meetings and the Member Assembly.
2. attend functions honoring awards recipients.
3. meet with the president, council leaders, committee chairs, executive director, exhibits manager, and conference planning chair and work on plans for the upcoming year and the conference.
4. receive the gavel at the date and time designated as the transition for new board officers.
6. chair the new board of directors meeting.
7. schedule a conference with the incoming president-elect and outgoing president to exchange materials, electronic folders, and other information concerning the presidency.

G. Fulfill responsibilities as designated by the president throughout the year.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments may be initiated by the council, committee, or by the board of directors. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Office: Past President

II. Purpose:

- A. Serve as a consultant to the president and president-elect.
- B. Serve as a member of the board of directors, executive committee, and the Member Assembly.
- C. Promote the programs, projects, and activities of the NDS.

III. Organization:

The past president assumes office after serving one year as president. The past president assumes all duties of the office as outlined in the current operating procedures.

IV. Conduct of Office:

The past president shall:

- A. Serve as a member of the board of directors, executive committee, and Member Assembly.
- C. Serve as chair of the finance committee.
- D. Serve as chair of the task force to select upcoming conference sites.
- E. Conduct evaluations of the executive director and essential personnel, when hired staff members are in place.
- E. Send copies of key correspondence to the members of the executive committee.
- F. Turn over electronic files to the successor at the post-conference meeting of the board of directors.
- G. Select and turn over to the NDS recording secretary and executive director (each) a copy of any materials that have a bearing on NDS history.
- H. Fulfill responsibilities as designated by the president.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments may be initiated by a council, committee, or by the board of directors.
(Approved July 27, 2014)

OPERATING PROCEDURE

I. Office: Recording Secretary

II. Purpose:

- A. Ensures that accurate minutes of NDS meetings are taken and approved, which includes:
 - 1. the date, time, and location of meeting;
 - 2. a list of those present and absent;
 - 3. a list of items discussed and outcomes of the discussion; and
 - 4. a list reports presented.
- B. Manages the general correspondence of the board of directors except for such correspondence assigned to other officers and leaders.
- C. Ensures accuracy of information shared with the membership by working with the leadership, e-newsletter editor, and Web site manager to receive documents for potential use in the e-newsletter and on the Web site. Provides a review and oversight of text to be uploaded and published in the e-newsletter and on the Web site

III. Organization:

The recording secretary assumes office after election and serves for two years. The recording secretary assumes all duties of the office as outlined in the current Articles of Incorporation, bylaws, and operating procedures.

IV. Conduct of Office:

The recording secretary shall:

- A. serve as a member of the board of directors, executive committee, and Member Assembly.
- B. maintain the organization's founding documents, (e.g. Articles of Incorporation, bylaws, operating procedures), a list of directors, council and committee leaders, meeting minutes, financial reports, and other official records.
- C. keep all attendance records and minutes of the board of directors' and annual business meetings; ensures that an up-to-date copy of the bylaws is available at all meetings.
- D. take meeting notes of actions of the executive committee, board of directors, and the Member Assembly.
- E. archive all election ballots, motion votes, and other matters designated in the bylaws that are consistent with the office.
- F. work with the executive director to archive all records and minutes of the board of directors and Member Assembly meetings.
- G. work with the executive director to ensure that annual forms are filed and fees are paid in a timely manner with the State Corporation Commission, the IRS, and other relevant agencies.
- H. communicate with appropriate leaders to use appropriate forms in conducting its business.
- I. send copies of key correspondence to the members of the executive committee.
- J. turn over files to the succeeding recording secretary at the end of the term of office.
- K. select and turn over to the new recording secretary and executive director a copy of any materials that have a bearing on the history of the organization.
- L. fulfill responsibilities as designated by the president.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments may be initiated by the recording secretary, board of directors, council, committees, or membership. *(Approved July 27, 2014)*

OPERATING PROCEDURE:

I. Name: Member-at-Large

II. Purpose:

- A. Serve as a member of the board of directors.
- B. Assume primary responsibility of promoting the purposes of the organization and activities approved by the board of directors.

III. Organization:

- A. Qualifications to serve as member-at-large
 - 1. Member of NDS
 - 2. Background and interest in any discipline supported by the NDS.
 - 3. Demonstrated service at the local, state, regional, and/or national levels.
- B. The member-at-Large shall be elected by the Member Assembly to serve a two-year term.

IV. Conduct of Office:

The Member-at-large shall:

- A. serve on the board of directors.
- B. keep a continuous file of minutes, reports or projects, and activities of the board of directors.
- C. complete assignments as approved by the board of directors.
- D. report relevant information to the board of directors, e-newsletter, and other members as directed by the president.
- E. work with assigned council chairs, as directed, to support the council's actions.
- F. perform other duties as delegated by the president.
- G. turn over files to the succeeding member-at-Large at the end of the term of office.

V. Amendments:

Recommendations for revisions and/or amendments to these operating procedures must be submitted to the board of directors for approval. Recommendations may be initiated by board of directors, councils, committees, or the membership. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Office: Executive Director

II. Purpose:

- A. Serve as the manager of the organization's finances and membership.
- B. Administer the assigned duties and fulfill any special responsibilities delegated by the president or the board of directors.
- C. Serve as a non-voting member of the board of directors, executive committee, and the Member Assembly.
- D. Serve with the past-president on the finance committee.
- E. Serve as a member of the task force to select conference sites.
- F. Revise the *Policies and Procedures Manual* as directed by the board of directors.
- G. Serve as an administrator of programs, products, and services.

III. Organization:

An annual evaluation shall be conducted by the past-president following procedures approved by the board of directors, upon hiring.

Selection Process:

- A. A call for applicants or nominations shall be published in e-newsletter prior to beginning the selection process. An applicant's letter of interest and a vita shall be submitted to the president.
- B. The screening committee shall be composed of the president, president-elect, and past president. The past president shall serve as chair.
- C. The screening committee shall present applicants (or an applicant) to the board of directors to accept or reject.
- D. The term shall be for 3 years. The procedure will be repeated every 3 years as needed. It also may be repeated in the event of a resignation or death of the executive director.

IV. Conduct of Office:

- A. As the manager of the organization's finances and membership, the executive director shall:
 - 1. pay all financial obligations of the organization.
 - 2. maintain the necessary files to provide sufficient records of the business and finances of the organization from year to year.
 - 3. receive and hold all monies of the organization.
 - 4. present to the board, a summary report of the previous conference attendance, expenses, profit/loss at the time the final convention budget report is completed.
 - 5. see that the conference planning chair files an account of the receipts and disbursements for the conference.
 - 6. receive/post/deposit all dues, contributions, interest, and miscellaneous funds belonging to the NDS.
 - 7. write all checks and make payments.
 - 8. maintain checking and savings accounts for the NDS; reconcile bank statements (when available, invest funds).
 - 9. maintain for financial review and/or audit accurate accounts and records of receipts, bills, bank statements, funds, and expenditures.
 - 10. prepare annual financial reports, Form 990 to the IRS, and the annual forms for the Virginia State Corporation Commission, and the Virginia Department of Agriculture and Consumer Services.
 - 11. make an official financial report at the meeting of the Member Assembly.
 - 12. be bonded for a sum considered safe and appropriate by the board of directors with the annual premium to be paid by the NDS.
 - 13. serve as a member of the finance committee.

14. recommend to the finance committee ideas, solutions, and suggestions that will enhance the financial condition of the NDS.
15. prepare the NDS annual budget with the finance committee, and present it to the board of directors for approval.
16. have a budget for expenses and travel and receive an honorarium, when funding is available.

B. As manager of the NDS programs, products and services, the executive director shall:

1. attend all meetings of the executive committee, board of directors, annual Member Assembly, and others as designated by the president.
2. serve as a facilitator for the organization's board of directors in the absence of the president and past president.
3. handle correspondence of the organization directed to the executive director's office.
4. work with the recording secretary to serve as official custodian of all copies of the *Policies and Procedures Manual* for the organization.
5. request that board reports be submitted to the executive director and the president 14 days prior to a board meeting.
6. prepare and distribute all official NDS materials.
7. prepare and distribute minutes to the board of directors.
8. coordinate meetings in cooperation with the president and board of directors.
9. assist the NDS president and parliamentarian in preparing the agenda for board meetings.
10. work with the board of directors, council chairs, and other substructures leaders to prepare annual budgets.
11. secure insurance for the organization: officers and board, liability, and others as necessary.
12. communicate with and secure exhibitors in cooperation with the NDS conference planning chair.
13. work with the conference chair to develop an appropriate mailing list of past, present, potential exhibitors/advertisers.
14. be responsible for printing the official conference program and the awards program.
15. secure appropriate award certificates, plaques and other recognition items.
16. work with the conference planning chair to schedule appropriate facilities for the conference.
17. provide the Member Assembly with the materials necessary for conducting business at least thirty (30) days prior to the meeting.
18. with the recording secretary, keep a record of minutes and transactions of the Member Assembly and the board of directors.
19. perform duties as directed by the president.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments may be initiated by the executive director, executive committee, or by the board of directors. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Office: Parliamentarian

II. Purpose:

- A. Serve as advisor to the president, executive committee, and board of directors.
- B. Serve as a non-voting member of the board of directors, executive committee, and Member Assembly.
- C. Serve as chair of the bylaws task force, as needed.
- D. Ensure that all board of directors meetings and the Member Assembly are conducted according to Articles of Incorporation, bylaws, and *Robert's Rules of Order, Newly Revised*.
- E. Work with the chair of the nominating committee to credential voting members of the Member Assembly.

III. Organization:

The parliamentarian is appointed by the president for a one-year term. The parliamentarian may serve consecutive terms.

IV. Conduct of Office:

The parliamentarian shall:

- A. serve as a non-voting member of the executive committee, board of directors, and the Member Assembly.
- B. communicate with the board of directors regarding recommended changes to the bylaws and/or operating procedures.
- C. assist the president, and ensure that all board of directors' meetings, and the Member Assembly are conducted according to *Robert's Rules of Order, Newly Revised*.
- D. examine each written motion on the appropriateness of the language of the motion.
- E. work with the president on adopting a set of operating rules for the board meetings.
- F. confirm with the executive director that the necessary changes to the *Policies and Procedures Manual* have been made and distributed to the board of directors.
- G. obtain from the recording secretary an up-to-date list of all motions passed by the board of directors.
- H. remind the board of directors, council leaders, and the committee chairs to submit recommended changes to the bylaws and operating procedures to the parliamentarian for consideration by the board of directors.
- I. submit all approved recommendations to the executive director to be included in a revision of *Policies and Procedures Manual*.
- J. submit all recommended changes of the bylaws and selected operating procedures to the executive director to be included in the 30-day mailing of materials to the Member Assembly.
- K. perform duties as directed by the president.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure must be submitted to the board of directors for approval. Amendments may be initiated by the board of directors. (*Approved July 27, 2014*).

COUNCILS

Each council is a critical substructure of the NDS. Each council shall address specific purposes of the organization embodying concerns of the total membership and/or interests of a sub-group of the membership. Councils provide opportunities for members to be involved in leadership roles of the organization.

Each council must:

- A. contribute to an established purpose of the organization.
- B. demonstrate that it can and does make unique contributions to specific purposes, topics, or interest areas that no other council addresses.
- C. use a recognized body of knowledge and best practices in operations of the structure.
- D. conduct significant and timely programs or activities following guidelines stated in the bylaws and organizational policies and procedures.
- E. maintain a strong membership to accomplish tasks that will contribute to the organizations mission and purposes.
- F. determine its own goals and objectives that are consistent with the organization's purposes.
- G. establish qualifications for its council membership.
- H. establish policies for the conduct of council affairs.
- I. establish a budget for potential projects or tasks needed to advance its interest areas.
- J. develop program activities or projects to serve the needs of its members, the organization, and/or components of the society
- K. continually review and recommend changes to the board of directors to its operating procedures to facilitate efficiency of operations and effective outcomes for programs and projects.
- L. consider ways to partner with other professional organizations, businesses, or governmental entities (with board approval) to advance its joint ventures.

Council leaders are a chair and co-chair. The purposes of the office and conduct of the officers are listed in the following operating procedures. The council shall request permission of the conference planning chair to hold as many meetings as necessary to address the interests and needs of its group, as well as actively seek program sessions for the annual conference.

OPERATING PROCEDURES

I. Office: Council Chair

II. Purpose:

- A. Assume primary responsibility for the activities conducted throughout the year by the council.
- B. Interpret the work of the board of directors to the council and promote the activities of the council.
- C. Serve on the conference program planning committee.

III. Organization:

The council co-chair shall automatically succeed to the office of council chair at the transition of the board officers. The co-chair is appointed by the NDS president with approval of the board of directors.

IV. Conduct of Office:

A. The Council Chair shall:

1. represent the NDS at conferences dealing with the concerns of the council in which NDS has been invited to participate.
2. submit reports to the board of directors and Member Assembly, which summarizes the activities, needs, and recommendations of the council.
3. send copies of key correspondence to the president and appropriate members of the board of directors.
4. serve as a member of the conference planning committee and solicit program proposals for the council.
5. send thank you letters on behalf of the council to invited speakers and contributors to the conference program.
6. perform other duties as delegated by the president or board of directors.
7. provide subsequent chairs with an electronic copy of the appropriate operating procedures and timelines.
8. submit summaries of the council business meetings to the new council chair.
9. submit selected council programs to the chair of the annual conference planning committee.
10. serve as a resource person to identify and recommend speakers and consultants for the council's specialty or field of study.

B. Duties Following the Conference:

1. Address correspondence from the president and president-elect.
2. Meet with new council co-chair.
3. Submit budget requests to executive director and past president after assuming office.
4. Advise the president of council needs, programs, and accomplishments.
5. Delegate assignments wherever necessary to the council co-chair.
6. For the annual conference a) solicit program proposals, b) plan the council program, c) solicit nominees for co-chair and make recommendations to the president, and d) consider ways to work jointly with other councils.
7. Submit council reports and articles to e-newsletter editor.
8. Send proposed changes to the operating procedures to the parliamentarian and to the president.

C. Duties at the Annual Convention

1. Attend all meetings and functions requested of the board of directors.
2. Attend the Member Assembly meeting.
3. Preside at the council meetings and /or program sessions.
4. Write thank you letters to council program presenters.

V. Amendments:

Recommendations for revisions and/or amendments to this operating procedure may be submitted by the councils, committees, and the board of directors for approval. Amendments may be initiated by the council or by the board of directors. *(Approved July 27, 2014)*

OPERATING PROCEDURE

I. Office: Council Co-Chair

II. Purpose:

Learn the responsibilities of the office of council chair.

III. Organization:

The council co-chair shall:

1. be appointed annually by the president and approved by the board of directors.
2. automatically succeed to the office of council chair at the transition of NDS officers.
3. assume the duties of the council chair in case of resignation or death.

IV. Conduct of Office:

A. The council co-chair shall assist the council chair to:

1. develop budget requests.
2. learn the responsibilities of that position.
3. arrange the council program for the annual conference, prior to the planning meeting.
4. plan activities and projects of the council.
5. develop reports to the board of directors.

B. The council co-chair shall:

1. perform other duties as delegated by the council chair, NDS president, or board of directors.
2. submit electronic files to the successor prior to the transition of officers.
3. work with the council chair to nominate potential professionals for an appointment to the council co-chair position.

V. Amendments:

Recommendations for revisions and/or amendments to these operating procedures must be submitted to the parliamentarian and NDS president, who will submit the changes to the councils, committees, and board of directors for approval. Amendments may be initiated by the council or by the board of directors. (*Approved July 27, 2014*)

PROCEDURES FOR CREATING or CHANGING SUBSTRUCTURES

- A. Any member of the organization may recommend the establishment of a council or other substructure to the board of directors. New councils or substructures may be approved by the board of directors by a simple majority of the votes cast at an official meeting and/or by an electronic process.
- B. Members of the NDS wishing to form a new council or other substructure must submit a letter of intent to the board of directors. If the concept is approved, a written application requesting council or other substructure status must be made for review and approval of the board of directors.
- C. The application should provide the following information:
 - 1. Statement of purpose for the council or other substructure.
 - 2. Evidence of need:
 - a. Provide evidence of the need and support for the proposed council or substructure.
 - b. Present evidence of members' participation, involvement, and interest in the existence of the new substructure.
 - 3. Projected activities and service to the field to be accomplished by the substructure for the immediate year and subsequent 3-5 years.
 - 4. Describe measures of success of the council activities and programs.
- A. Propose a slate of leaders for the substructure.
- B. Present an annual progress report to the board of directors and Member Assembly, as well as to the board of directors upon request.
- F. Receive, at the completion of a three-year probationary period, from the board of directors one of the following:
 - 1. A recommendation for permanent status.
 - 2. An extension of the probationary period with an explanation of why the extension is necessary.
 - 3. A denial of the application for a new council or other substructure.
- G. Report the action of the board of directors and Member Assembly.

PROCEDURES FOR CONTINUING, MAINTAINING, and DISCONTINUING A COUNCIL OR OTHER SUBSTRUCTURE

To be eligible for continuance of affiliation within the NDS, each council or other substructure must adhere to the following:

- A. Implement specific projects or programs that advance one or more purposes of the NDS annually.
- B. Hold a business meeting at the annual NDS conference of members or e-conference calls.
- C. Recommend potential new or continuing leaders to the president and board of directors.
- D. Demonstrate specific and unique contributions to NDS purposes that are not adequately provided in existing substructures within the organization.
- E. Conduct programs and activities within a timely manner and that also adhere to the NDS bylaws and policies.
- F. Identify and maintain volunteer membership within the substructure that is sufficient to support the services essential to its operation.

The leadership of each council or substructure will monitor the viability of the substructure. The substructure leadership will initially notify president if a council or other substructure has not or cannot meet the aforementioned criteria for two continuous years. At that point, the substructure will be notified that the board of directors shall

review the viability of the substructure for a one-year probationary period. At the conclusion of the probationary period, the board of directors will vote to discontinue the council or substructure or to continue the council or substructure. Further, the Member Assembly may discontinue any substructure at an annual Member Assembly by a two-thirds vote of the members voting, provided such action is recommended by the board of directors.

COMMITTEES

A committee is a group of members appointed to perform a designated service for the organization. Committees of NDS shall be standing committees, continuing committees, president's committees, and ad hoc committees. Task forces may also be used to promote work of the NDS.

1. Standing committees shall:
 - a. be perpetual structures of the NDS, be identified by name in the organization's bylaws, and are governed by operating procedures described within this *Policies and Procedures Manual*.
 - b. carry out necessary and continuing functions of NDS described within this *Policies and Procedures Manual*.
 - c. have rotating terms of membership as defined in its operating procedures within this *Policies and Procedures Manual*.
 - d. have its chair and members appointed by the president as described within and this *Policies and Procedures Manual*, and approved by the board of directors.
 - e. report annually to the Member Assembly and to the board of directors at the regularly scheduled meetings.
 - f. be funded as needed from the NDS budget, if funding is available.
2. president's committees shall:
 - a. be created, appointed, charged, and/or terminated by the NDS president and approved by the board of directors.
 - c. complete its charge within the term of office of the president that created the committee.
 - d. be created to study items of concern or interest to the president or the board of directors.
 - e. report on outcomes to the president that created the committee.
 - f. be dissolved automatically upon the expiration of the appointing president's term of office or they may also be dissolved earlier with the completion of the specific committee's charge.
 - g. be re-established by the incoming president if the need is relevant.
 - h. be funded only at the discretion of the president and provided that such funds are allocated in the NDS budget.
3. Continuing committees shall be organized groups that the board of directors views as more important for action over longer periods of time than the president's committees or ad hoc committees.
4. Ad hoc committees and task forces shall:
 - a. be established and terminated by the NDS board of directors.
 - b. have their memberships appointed by the president, and approved by the board of directors, on a non-rotational basis.
 - c. conduct studies or implement projects that are of concern or interest to the board of directors and/or the Member Assembly.
 - d. submit progress reports to the board of directors at the regularly scheduled meetings as requested and to the annual Member Assembly.
 - e. submit a final comprehensive report when the committee's or task forces' charge is completed.
 - f. be discontinued automatically upon completion of the assigned charge.
 - g. be terminated at any time by action of the board of directors.
 - h. be funded only by action of the board of directors and provided that such funds are allocated in the NDS budget.

On any committee or task force, there also are certain committee member duties.

1. Participate in an orientation presented by the committee chair at the first meeting of the committee.
2. Participate in meetings of the committee scheduled electronically or face-to-face.
3. Respond in a timely way to correspondence from others on the committee.
4. Understand the logistics of participating in meetings.
5. Have a clear understanding of the rights and responsibilities of the ex-officio committee members.
6. Share in the work and responsibilities of the committee with all members of the committee.

OPERATING PROCEDURE

I. Name: Audit Committee

II. Purpose:

To oversee an organization's internal controls and risk-management procedures, help the organization develop adequate internal financial controls, and recommend changes in practices or reporting to move the NDS into a "best practices" position.

III. Organization

- A. The audit committee shall consist of three individuals appointed on a rotational basis, with one person rotating on and another rotating off annually. All members shall have a clear understanding of the NDS and its services, financial literacy/expertise for reading financial statements, and the ability to ask probing questions.
- B. The committee is managed by the finance committee.
- C. The committee will select one person to serve as the chair.
- D. The committee shall meet at least twice annually, but more often if desired or necessary, in order to discharge its responsibilities. All meetings may be held by telephone conference call.
- E. The committee shall present its recommendations to the board of directors for action.
- F. Members of the audit committee shall have no existing financial, family, or other personal ties to management of the NDS.
- G. No staff members of the organization are eligible to serve on the audit committee.

IV. Conduct of Business

A. Duties:

- 1. Safeguard the NDS and its assets.
- 2. Report fairly, accurately, and regularly on the organization's financial activities and condition.
- 3. Make recommendations to the board of directors based on the committee's review activities.

B. Responsibilities:

- 1. Review the organization's financial statements and organization's budget and expenditures to determine whether or not the information is consistent.
- 2. Report to the board of directors the adequacy of financial reports provided by the board and make recommendations for improvement.
- 3. Provide oversight of the organization's performance regarding financial responsibilities and disclosure.
- 4. Provide oversight of the organization's conflict of interest policy and keep the board apprised of any changes required in the policy or its implementation.
- 5. If the audit committee recommends to the board of directors the need for an external audit and the board approves such action, this committee will make arrangements for an external audit and oversee the work of the external auditor.

V. Amendments:

Recommendations for revisions and/or amendments to these operating procedures must be submitted to the board of directors for approval. Amendments may be initiated by the board of directors, a council, or committee. *(Approved July 27, 2014)*

OPERATING PROCEDURE

I. Name: Awards Recognition Committee

II. Purpose:

To recognize excellence in promoting the fields of dance and dance education, meritorious professional service, leadership, dance advocacy and promotion, research and other scholarly work, and dance pedagogy.

III. Organization

- A. The committee will consist of five members, two rotating on and two rotating off annually. The president will annually appoint the committee chair to create the fifth committee member.
- B. Most correspondence will be by conference calls, E-mail, and postal mail.
- C. The committee will hold a face-to-face meeting at the annual conference.
- D. The committee shall maintain continual dialogue among the board of directors, councils, committee chairs, and members across the states to solicit nominations for the awards.
- E. During years of high numbers of applications, the committee may request support from the board of directors to increase the number of ad hoc committees to assess applications for specific awards.

IV. Conduct of Business

- A. At the annual conference, the committee will set up scheduled times for major tasks for the upcoming year: soliciting nominations, reviewing applications for each award, notifying applicants of the recipient/non-recipient status, and working with the executive director to prepare documents related to the awards presentations.
- B. Prepare forms to track award nominees and recipients by award categories.
- C. Track expenses related to the awards process.
- D. Develop/update awards applications, assessment criteria, and the evaluation rubric for each award.
 - 1. Dance Legacy Award
 - 2. Dance Honor (Service) Award
 - 3. Dance Scholar Award (for artistry and science)
 - 4. K-12 Master Dance Educator Award
 - 5. College/University Master Dance Educator Award
 - 6. Global Dance Educator Award
 - 7. Dance Promotion in the Community Award
 - 8. Dance within Physical Education Award
 - 9. Young Dance Professional Award
 - 10. Dance Advocate Award
 - 11. Graduate Dance Scholar Award
 - 12. Undergraduate Dance Scholar Award
 - 13. Dance Ovation Award
- E. Keep record of relevant E-mail messages and other communications related to the awards process.
- F. Assure timely notification to the president and executive director of the award recipients' contact information.
- G. Present workshops and facilitate meetings as needed to help members understand the awards processes and encourage nominations of quality professionals and students for the awards.
- H. The committee chair will submit an annual report to the board of directors.

V. Amendments:

Recommendations for revisions and/or amendments to these operating procedures must be submitted to the board of directors for approval. Amendments may be initiated by the board of directors, councils, committees, or members. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Name: Finance Committee

II. Purpose:

To advise the board of directors on financial matters of the NDS

III. Organization:

- A. The committee shall be a standing committee.
- B. The committee shall consist of the immediate past president as chair and at least three members appointed by the president. The appointed members shall be persons with a long-standing relationship with board and financial experience. Additionally, the executive director shall serve on the committee. Appointments shall be for 3-year terms. The committee shall follow the policy of rotating 3-year memberships with no consecutive terms. Individuals may be appointed to the committee in future years.
- C. Resignations from the committee shall be presented to the president in writing. The president shall appoint a successor to complete the unexpired term.
- D. A quorum shall consist of a majority of the committee membership.

VI. Conduct of Business:

- A. The committees shall conduct business face-to-face during the annual conference, by E-mail, and teleconferencing to fulfill its duties and tasks.
- B. Duties of the finance committee are to:
 - 1. advise the president and board of directors in financial matters of the organization.
 - 2. review and make recommendations on requests from the president, board of directors, councils, or committee chairs concerning applications for the receipt and expenditure of funds.
 - 3. make financial studies, investigations, and recommendations as may be deemed appropriate for the welfare of the organization.
 - 4. make recommendations for fund development for the organization.
 - 5. evaluate and recommend short-term and long-term savings programs and investment policies, when enough funds are available.
 - 6. offer input in preparation of the budget.
 - 7. report any financial irregularities or concerns.
 - 8. assist in preparation of the annual conference budget.
 - 9. work with staff to design financial reports and ensure that reports are submitted accurately and in a timely fashion.
 - 10. submit recommended budgets to the executive committee and board of directors for approval.
 - 11. recommend financial guidelines to the board as necessary (e.g., to establish a reserve fund or to obtain a line of credit for a specified amount).
- C. The committee chair shall:
 - 1. send to the president and president-elect copies of all correspondence sent to the committee members.
 - 2. send to the parliamentarian items in these procedures that need to be updated and that should be included in the annual report.
 - 3. submit copies of any relevant materials to the recording secretary and executive director that should be archived for historical records.

V. Amendments:

Recommendations for revisions and/or amendments to these operating procedures must be submitted to the board of directors for approval. Amendments may be initiated by the board of directors, councils, committees, or members. *(Approved July 27, 2014)*

OPERATING PROCEDURE

I. Name: Nominating Committee

II. Purpose:

To select a slate of officers for consideration and election by the Member Assembly

III. Organization:

- A. The committee shall be a standing committee.
- B. The committee is constituted as indicated in Article IV, Section 3, of the bylaws. A committee member who becomes a candidate shall resign from the committee. The president shall appoint a replacement.
- D. The committee shall consist of a chair and three members appointed by the president.
- E. The committee shall maintain confidentiality about all aspects of the nomination and selection process.

IV. Conduct of Business:

- A. The committee shall:
 - 1. operate in accordance with Article IV, Sections 3 and 4 of the organization's bylaws.
 - 2. credential voting members prior to the Member Assembly.
- B. The chair shall:
 - 1. know and understand the work of the NDS and the critical nature of the committee's responsibility.
 - 2. provide an orientation of the committee's responsibilities to the other committee members at the first meeting.
 - 3. explain to committee members expectations regarding their overall work on the committee.
 - 4. encourage full participation of all members of the committee.
 - 5. solicit nominations from the organization's officers, other leaders, and the general membership, mindful of the eligibility requirements for each office. All nominees must be members of the NDS.
 - 6. provide calls for nomination in the e-newsletter, blast e-mails, and on the Web site.
 - 7. write to individuals nominated for the specific offices to secure permission for their names to be placed in nomination and obtain biographical data when individuals accept nominations.
 - 8. send the list of nominees to the board of directors and the nominating committee members to independently rank order.
 - 9. send the completed list of candidates to the nominating committee for final approval.
 - 10. notify the candidates that their names will be placed on the ballot, and request their attendance at the Member Assembly.
 - 11. work with the executive director to prepare electronic and paper ballots.
 - 12. inform the nominating committee that they are to attend the Member Assembly to collect and count the ballots.
 - 13. send to the president and president-elect copies of relevant correspondence sent among committee members.
 - 14. submit an annual report to the board of directors and Member Assembly.
 - 15. submit to the parliamentarian items in the operating procedures that need to be updated and that also should be included in the annual report.
 - 16. submit copies of materials to archive with the recording secretary and the executive director.
 - 17. transfer committee files to the successor as soon as the new appointment is made.

V. Amendments:

Recommendations for revisions and/or amendments to these Procedures must be submitted to the board of directors for approval. Amendments may be initiated by the board of directors, councils, committees, or the membership. (*Approved July 27, 2014*)

Additional Positions
of the
National Dance Society

OPERATING PROCEDURE

I. Name: E-newsletter Editor

II. Purpose:

- A. The official publication of NDS will be an e-newsletter that is edited and produced by the NDS e-newsletter Editor.
- B. The purpose of e-newsletter is to disseminate information to and create links among members across the country.
- C. To serve the board of directors

III. Organization:

- A. The e-newsletter Editor will be appointed by the president, in consultation with the executive committee, for a 3-year term subject to annual review by the NDS executive committee.
- B. The editor will attend minimally two meetings yearly of the board of directors.
- C. The editor functions to monitor changes in policy and current events as they affect information to be published in the e-newsletter. This generally includes the Annual conferences and board meetings.
- C. The e-newsletter editor may select volunteer staff necessary to produce the e-newsletter.

IV. Duties:

- A. Perform duties requested of the board of directors.
- B. Solicit articles from officers, council and committee chairs, and the membership.
- C. Work with the board of directors to develop a question & answer section within the e-newsletter.
- D. Prepare the preliminary layout of the e-newsletter to submit to the Web manager and/or printer.
- E. Obtain E-mail addresses to forward the Web manager or member labels to a printer, as necessary.
- F. Attend board meetings as requested by the president.
- G. Prepare written reports for the board of directors.
- H. Assist the recording secretary and executive director in maintaining archival files of the organization's e-newsletter.
- I. Update contact information on the officers, council and committee chairs, and other relevant individuals.
- J. Conduct workshops as requested.
- K. Perform other duties as directed by the president, executive committee, or board of directors.

V. Conduct of Business:

- A. The e-newsletter editor will publish three (3) primary issues per year that have specific purposes. The cutoff deadline for receiving information for publication is generally 45 days prior to the publication date. Other ongoing blogs, job announcements, and other communications links will be published more often.
- B. Obtain E-mail addresses for the e-newsletter postings and specific mailings.
- C. The post-conference issue (first primary issue) will generally contain:
 1. Messages from the:
 - a. president (with photo)
 - b. past president (with photo, also include the conference wrap-up)
 - c. president-elect (with photo)
 2. Reports from:
 - a. chairs of councils, relevant standing and ad hoc committees
 - b. leaders of special projects and advocacy initiatives
 3. Election results (with photo)
 4. Award recipients (with information taken from the conference awards program)
 5. Names and addresses of the board of directors, council officers, committee chairs
 6. Call for nominations for next year's awards and officers (including relevant nomination forms)
 7. News/Reports from members' schools and programs
 8. Announcements/Advertisement

9. Program Proposal Form for next conference
 10. Officer Nomination Form
- D. The Pre-conference issue (second primary issue) will generally contain:
1. Conference highlights of the upcoming event
 - a. Pre-conference meetings or workshops
 - b. General session speakers (with photo)
 - c. Any special functions or events
 2. Pre-Registration form
 3. Hotel information
 4. Request to schedule a special event (e.g., social, meal function, or performance)
 5. Exhibit/vendor information
 6. Reminder of deadline for relevant awards and officer nominations
- E. The pre-conference issue (third primary issues) will generally contain:
1. Messages from:
 - a. president
 - b. president-elect
 2. Reports from:
 - a. chairs of councils, relevant standing and ad hoc committees
 - b. leaders of special projects and advocacy initiatives
 3. Conference information
 - a. Tentative conference program
 - b. Special events
 - d. Pre-registration form
 - e. Hotel information
 4. Candidates for office (with photos)
 5. Action items for the Member Assembly
 8. Announcements/Advertisements

VI. Finance:

- A. The budget for the e-newsletter will be approved annually by the NDS board ofb.
- B. Expenses will be billed through the executive director.

VIII. Amendments:

Recommendations for revisions and/or amendments to these Procedures must be submitted to the board of directors for approval. Amendments may be initiated by the e-newsletter editor, board of directors, councils, committees, or the membership. (*Approved July 27, 2014*)

OPERATING PROCEDURE

I. Name: Web site Manager

II. Purpose:

- A. To support the structure and function of the organization through the NDS Web site.
- B. To support the dissemination of information and create links among the members, partner organizations, and potential partners.

III. Organization

- A. The Web site Manager will be appointed by the president, in consultation with the executive committee, for a 3-year term.
- B. The Web site Manager must have the technical skills to maintain and update the NDS Web site.
- C. The e-newsletter Editor and Web site Manager will work together closely.

IV. Duties:

- A. Perform duties and tasks requested by the president, executive committee, and board of directors.
- B. Work with the web developer to create and maintain an effective user-friendly design.
- C. Monitor the Web site on a regular basis to determine if all components are operational.
- D. Communicate routinely with the organization's leadership to secure information to post, as well as using the process for a checks and balance for the postings.
- E. Protect the privacy of leaders by ensuring that it is posted to a secure location on the Web site.
- F. Be aware that all users may not be able to download large files or have access to the latest software versions.
- G. Manipulate files to update the Web site: uploading, downloading, and transferring to both secure and unsecured locations.
- H. Ensure that the Web site continues to work well with the variety of browsers used by the membership.
- I. Communicate regularly with the hosting agency to maintain a positive relationship.
- J. Keep the Web site current in accordance with the NDS policies.
- K. Conduct workshops for the membership as requested.
- L. Perform other duties as directed by the president.

V. Conduct of Business

- A. The Web site Manager will:
 - 1. Post current and accurate information, including messages, special events, events, and general organization business.
 - 2. Update the Web site on a continuous basis, removing outdated information. The e-newsletter Editor will work closely with the Web site Manager to ensure the web site is current.
 - 3. Post the NDS leadership directory provided by the recording secretary within two weeks of the transition of officers.
- B. The Web site Manager will:
 - 1. Post information provided by the following individuals: president, executive director, e-newsletter editor, chair of the conference program committee, committee chairs, and awards chair.
 - 2. The Web site manager should respond to the recording secretary within 48 hours providing an indication as to when the information will be posted.
- C. Annual Evaluation
 - 1. If the position is a paid position, the Web site manager will be evaluated formally by the executive committee.
 - 2. The evaluation will be conducted within one month of the annual conference.

VI. Finance:

- A. The budget for the Web site manager will be approved annually by the NDS board of directors.
- B. Expenses will be billed through the executive director.

VII. Amendments to the Procedure:

Amendments to these Procedures must be approved by the NDS board of directors. Recommendations for amendments may be initiated by the Web site manager, executive committee, board of directors, councils, committees, or the membership. (*Approved July 27, 2014*)

Organizational Policies
of the
National Dance Society

National Dance Society Conflict of Interest Policy

Article I

PURPOSE

The purpose of the Conflict of Interest Policy is to protect the National Dance Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization. This policy is intended to supplement and not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organization.

Article II

DEFINITIONS

1. Interested Person. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which the organization is a part, he or she is an interested person with respect to all entities in the dance, arts, and education fields.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the National Dance Society has a transaction or arrangement, or
 - b. a compensation arrangement with the National Dance Society or with any entity or individual with which the organization has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the National Dance Society is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section two (2), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III

PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the board of directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - b. The chairperson of the board of directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board of director shall determine whether the National Dance Society can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the National Dance Society's best interest and for its own benefit and

whether it is fair and reasonable to the National Dance Society and shall make its decision as the whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board of directors determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

RECORDS OF PROCEEDINGS

1. The minutes of the board and all committee with board-delegated powers shall contain:
 - a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed; and
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V

COMPENSATION

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the National Dance Society for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

Article VI

ANNUAL STATEMENTS

1. Each member of the board of directors, council chair, and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:
 - a. has received a copy of the conflicts of interest policy,
 - b. has read and understands the policy,
 - c. has agreed to comply with the policy, and
 - d. understands the organization is charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

PERIODIC REVIEWS

1. To ensure the National Dance Society operates in a manner consistent with non-profit purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms length bargaining.
 - b. Whether partnerships, joint ventures arrangements, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the organization 's non-profit purposes and do not result in inurement, or impermissible private benefit.

Article VIII USE OF OUTSIDE EXPERTS

In conducting the periodic reviews as provided for in Article VII, the National Dance Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

[Source: Internal Revenue Service, U.S. Dept. Of Treasury (IRS), <http://www.irs.gov/>]

This National Dance Society's board of directors adopted this Conflict of Interest Policy on July 27, 2014.

**National Dance Society
Personal Compliance with Conflict of Interest Policy**

1. I acknowledge that I have received a copy of the National Dance Society's Conflict of Interest Policy, adopted on July 27, 2014.
2. I have read and understand the policy.
3. I agree to comply with the policy.
4. I understand that the policy applies to all members holding leadership roles on the board of directors and councils, committees, or task forces having board-delegated powers.
5. I understand that the National Dance Society is a charitable, non-profit organization that must engage primarily in activities that accomplish one or more of its tax-exempt purposes to maintain its tax exempt status. The National Dance Society's mission and purposes are found in the Policies and Procedures Manual.
6. Any potential conflict(s) of interest(s) is (are) disclosed below.

Conflict(s) of Interest Disclosure:

Name (Please type or print.)

Date

Signature

National Dance Society Responsibility

Signature Required: To serve in a leadership role with the National Dance Society, a paper or electronic copy with your personal signature is required. You may print this form and mail a signed copy to: **Fran Anthony Meyer, Executive Director, National Dance Society, 852 Lincoln Drive, Fredericksburg, VA, 22407.** A Word or PDF copy may be sent to fameyerdance@aol.com.

National Dance Society Document Retention and Destruction Policy

I. Purpose

This policy provides for the systematic review, retention, and destruction of documents received or created by National Dance Society in connection with the transaction of National Dance Society (NDS). This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate NDS operations by promoting efficiency and freeing up valuable storage space.

II. Document Retention

NDS follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

III. Corporate Records

The following documents will be documented and filed.

Type of Document	Minimum Requirement		Type of Document	Minimum Requirement
Accident Reports & Workers Compensation Records	7 years		Deeds & Bills of Sale	Permanently
Accounts Payable Ledgers & Schedules	7 years		Depreciation Schedules	Permanently
Annual Reports to the VA SCC	Permanently		Donor Records/Acknowledgements	10 years
Applications for Positions	7 years		Duplicate Deposit Slips	2 years
Appraisals	Permanently		Earnings Record	7 years
Articles of Incorporation	Permanently		Electronic Funds Transfer Documents	7 years
Audit Reports	Permanently		Employment Applications	7 years
Bank Deposit Slips	7 years		Environmental Studies	Permanently
Bank Statements & Reconciliation	7 years		Expense Analyses/Expense Distribution Schedule	7 years
Board Meeting & Committee Minutes	Permanently		Filings w/ Registry of Charitable Trusts	10 years
Board Policies/Resolutions	Permanently		Fixed Finance Statements	Permanently
Bylaws	Permanently		Fixed Account Records	Permanently
Cash Receipts	3 years		Garnishment Records	7 years
Checks (for important payments & Purchases)	Permanently		General Ledgers	Permanently
Contracts	7 years after expiration		Grant Applications & contracts	7 years > completion
Construction Documents	Permanently		General Ledgers	Permanently
Copyright Registrations	Permanently		Grant Applications and Contracts	7 years > completion
Correspondence (general)	3 years		I-9 Forms	3 years > termination
Correspondence (legal or other important matters)	Permanently		Insurance Policies, Records, Current Accident Reports, Claims	Permanently
Correspondence (with customs & vendors)	2 years		Intellectual Property of Trade Secrets	5 years
Covenant not to Sue	7 years		Internal Audit Report	5 years
Credit Card Receipts	3 years		Inventories of Products, Materials, & Supplies	7 years

Type of Document	Minimum Requirement		Type of Document	Minimum Requirement
Invoices (to customers, from vendors)	7 years		Payroll Tax Returns	7 years
IRS Application for Tax Exemption Status (Form 1023)	Permanently		Personnel Files (Terminated Employees)	7 years
IRS Determination Letter	Permanently		Petty Cash Vouchers	3 years
IRS Annual Return (Form 990 or 990-EZ) & Worksheets	Permanently		Press Releases	Permanently
IRS 1099s	7 years		Promotions, Demotions, Discharge Records	7 years
Journal Entries	7 years		Retirement & Pension Plan Documents	Permanently
Leases	7 years > expiration		Salary Schedules	5 years
Legal Files – Generally	10 years		Sales Records (box offices, concessions, gift shops)	5 years
Minute Books & Charter	10 years		Solicitations for Contributions	10 years
Mortgages	7 years > expiration		Sales Tax Exemptions Letter	Permanently
Notes	7 years		Sales Tax Returns & Workshops	Permanently
OSHA Documents	5 years		State Unemployment Tax Records	Permanently
Patents & Related Papers	Permanently		Timesheets	7 years
Payroll Records & Summaries	7 years		W-2 Statements	7 years
Payroll Registers	Permanently		Withholding Tax Statements	7 years

IV. Glossary of Terms

1. *Board and Board Committee Materials.* Meeting minutes should be retained in perpetuity in the NDS minute book
2. *Commercial Fundraiser.* A commercial fundraiser for charitable purposes must maintain during each solicitation campaign, and for not less than 10 years following the completion of each solicitation campaign, records including any electronic records, containing information regarding:
 - a) The date and amount of each contribution received as a result of the solicitation campaign and, for non-cash contributions, the name and mailing address of each contributor.
 - b) The name and residence address of each volunteer, agent or other person involved in the solicitation campaign.
 - c) Records of all revenue received and expenses incurred in the course of the solicitation campaign.
 - d) For each account into which the commercial fundraiser deposited revenue from the solicitation campaign, the account number and the name and location of the bank or other financial institution in which the account was maintained.

If commercial fundraiser sells tickets to events and represents that they will be donated for use by another, then he or she must keep the number of tickets purchased and donated by each contributor, name, and address or all organizations receiving donated tickets.

NDS must maintain a copy of its contracts with any commercial fundraiser and records of solicitations and donations according to the table above.

3. *Contracts.* Final, executed copies of all contracts entered into by NDS should be retained. NDS should retain copies of the final contracts for at least seven years beyond the life of the agreement, and longer in the case of publicly filed contracts.
4. *Development/Intellectual Property and Trade Secrets.* Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to NDS and are protected as a trade secret where NDS:
 - a) derives independent economic value from the secrecy of the information; and
 - b) NDS has taken affirmative steps to keep the information confidential.
 - c) NDS should keep all documents designated as containing trade secret information for at least the life of the trade secret.
5. *Legal Files.* Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.
6. *Personnel Records.* State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. While NDS does not currently have any employees, this information is contained in this policy in the event that an employee becomes necessary in the future. Meanwhile, NDS should keep files that reflect any complaints brought against NDS or individuals associated with NDS as volunteers, under applicable state and federal statutes. NDS should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in an employee's file (when and if employees are contracted by NDS). Personnel records should be retained for seven years.
7. *Press Releases/Public Filings.* NDS should retain permanent copies of all press releases and publicly file documents under the theory that NDS should have its own copy to test the accuracy of any document a member of the public can theoretically produce against NDS.
8. *Tax records.* Tax records include, but may not be limited to, documents concerning payroll (if any), expenses, proof of deductions, business costs, accounting procedures, and other documents concerning NDS revenues. Tax records should be retained permanently. Payroll tax returns (if any) can be retained for only seven years.

V. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be used and tested on a regular basis.

VI. Emergency Planning/Disaster Recovery

NDS records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping NDS operating in an emergency will be duplicated or backed up at least every week and maintained off site.

VII. Document Destruction

The NDS recording secretary and executive director is responsible for the ongoing process of identifying its records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by burning. Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be resumed upon conclusion of the investigation.

VIII. Compliance

Failure on the part of Board members, volunteers, and any future employee to follow this policy can result in possible civil and criminal sanctions against NDS and its potential future employees, and possible

disciplinary action against responsible individuals. The recording secretary and executive director will periodically review these procedures with legal counsel and/or a certified public accountant to ensure that they are in compliance with new or revised regulations.

This National Dance Society's board of director adopted this Documents Retention and Destruction Policy on July 27, 2014.

National Dance Society's Whistleblower Policy

The whistleblower policy protects directors, officers, employees and volunteers who report suspected improper conduct from retaliation. Among other things, the whistleblower policy sets forth a requirement that an employee, officer, or director be designated to administer the policy and the procedures for reporting suspected violations, including procedures for preserving the confidentiality of reported information.

While at the time of incorporation, the National Dance Society does not have employees and does not anticipate having employees or paid consultants for several years. When the situation changes in the future, potential future employees or consultants are covered under this policy.

“A whistleblower policy encourages staff and volunteers to come forward with credible information on illegal practices or violations of adopted policies of the organization, specifies that the organization will protect the individual from retaliation, and identifies those staff or board members or outside parties to whom such information can be reported.” *Source: <http://www.councilofnonprofits.org/resources/resources-topic/boards-governance/whistleblower-protection-policies>*

The National Dance Society requires directors/officers, volunteers, and any potential future employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the National Dance Society, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility--This Whistleblower Policy is intended to encourage and enable volunteers, Board Members, and others to raise serious concerns internally so that the National Dance Society can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, potential future employees and volunteers to report concerns about violations of the National Dance Society's code of ethics or suspected violations of law or regulations that govern the National Dance Society's operations.

No Retaliation--It is contrary to the values of the National Dance Society for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the National Dance Society. Anyone who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including expulsion.

Reporting Procedure--The National Dance Society has an open door policy and suggests that volunteers share their questions, concerns, suggestions or complaints with their supervisor. If individuals are not comfortable speaking with the supervisor or are not satisfied with the supervisor's response, the individual is encouraged to speak with the Board of Directors or the Compliance Officer. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the National Dance Society's Compliance Officer, who has the responsibility to investigate all reported complaints. Employees or volunteers with concerns or complaints may also submit their concerns in writing directly to their supervisor, the Board of Directors, or the organization's Compliance Officer.

Compliance Officer--The National Dance Society's Compliance Officer is responsible for ensuring that all Complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Chair of the Finance Committee/Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters--The National Dance Society's Compliance Officer shall immediately notify the Board of Directors/Audit Committee/Finance Committee of any concerns or complaint regarding

corporate accounting practices, internal controls or auditing, and work with the committee until the matter is resolved.

Acting in Good Faith--Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality--Violations or suspected violations may be submitted on a confidential basis by the complainant.

Reports of violations or suspected violations will be kept confidential to the extent possible and consistent with the need to conduct an adequate investigation.

The National Dance Society's Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Compliance Officer:

Name: Fran Anthony Meyer, Executive Director
Telephone #: 540-786-4896
E-mail Address: fameyerdance@aol.com
Street Address: 852 Lincoln Drive
City, State, Zip Code: Fredericksburg, VA 22407

This National Dance Society's board of directors adopted this Whistleblower Policy on July 27, 2014.

National Dance Society **Board Ethics Policy**

Preamble--The National Dance Society is a not-for-profit, tax-exempt organization formed to provide leadership in promoting research in, advocating for, and using best practices in the delivery of dance and dance education that furthers dance as an art form, as a support for academic success, and as a process for improving individuals' health and wellness in a multicultural society.

Specific purposes of the organization are to:

- work with traditional and non-traditional partners to advocate for funding, research, and offering evidence-based educational programs that promote varied forms of dance within schools, community programs, and venues for concert art
- promote personal leadership skills and strategies that can strengthen dance education within schools, the community, the state, and nationwide
- encourage professional involvement in education and dance education and recognize excellence among professional and future dance educators
- educate key decision-makers about the value of dance in 1) education reform, development of the 21st century readiness skills, supporting the whole-school-whole community-whole child education model, and improving the social climate of schools; 2) economic development at the local, state, and national levels; and 3) health promotion across the lifespan
- support research in dance as it relates to pedagogy, program and curriculum development, program and student assessment, instructional delivery, performance, academic achievement, and personal wellness
- identify (or develop) and disseminate professional materials to help those developing programs, designing dance curriculum, and providing dance instruction in a variety of learning environments: including fine arts programs, physical education curriculum, recreation and leisure settings, community- and cultural-based venues, studios, and professional settings
- provide a broad range of professional development workshops, training programs, and performance opportunities for dance and dance-related professionals

The National Dance Society's membership classes consists of professional, associate/advocate, student, retired, and lifetime. The business of the organization is managed under the direction of the National Dance Society's board of directors. The board's code of ethics serves as a code of conduct for the organization's volunteers and staff in their capacity as organizational leaders. Code violations may result in sanctions imposed under the Procedures for Review of Board Member Conduct. The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by National Dance Society and its officers, directors, and employees with the oversight and fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions.

At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the non-profit sector. Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

Board of Directors Code of Ethics--Members of the board (including ex officio members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors will abide in all respects by the *National Dance Society Members' Code of Ethics* and all other rules and regulations of the association (including but not limited to the association's Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the organization remains in good standing at all times. Furthermore, each member of the board of directors will at all times obey all applicable federal, state, and local laws and regulations and will provide or cause to provide the full cooperation of the organization when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the board of directors will conduct the business affairs of the organization in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the board of directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the organization and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors.
4. Members of the board of directors will exercise proper authority and good judgment in their dealings with organizational staff, suppliers, and the general public and will respond to the needs of the organization's members in a responsible, respectful, and professional manner.
5. No member of the board of directors will use any information provided by the association or acquired as a consequence of the board member's service to the organization in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse association property or resources and will at all times keep the organization's property secure and not allow any person not authorized by the board of directors to have or use such property.
6. Each member of the board of directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.
7. Upon termination of service, a retiring board member will promptly return to the organization all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.
8. The board of directors dedicates itself to leading by example in serving the needs of the organization and its members and also in representing the interests and ideals of the dance, arts, and education fields at large.
9. No member of the board of directors shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the organization. Furthermore, no member of the board of directors shall persuade or attempt to persuade any

member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the organization, or to in any way reduce the monetary or other benefits to the organization of such relationship.

10. The board of directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove himself or herself from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:
 - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the organization; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the organization and its purposes;
 - Do not abuse board membership by improperly using board membership or the organization's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
 - Do not engage in any outside business, professional, or other activities that would directly or indirectly materially adversely affect the organization;
 - Do not engage in or facilitate any discriminatory, harassing, or abusive behavior directed toward the organization's staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
 - Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the organization without fully disclosing such items to the board of directors; and
 - Provide goods or services to the organization as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

This National Dance Society's board of director's adopted this Board Ethics Policy on July 27, 2014.