

BYLAWS OF THE UNITED DANCE MERCHANTS OF AMERICA

Article I – Name

The name of this organization shall be United Dance Merchants of America, Inc.

Article II – Purpose

The United Dance Merchants of America is an organization of companies that sell dance products and services, and promotes the interests of its members through marketing, communication, facilitating exhibitions and shows and encouraging the growth and development of dance.

Article III – Members

Section 1 – Eligibility

1. Any firm of good repute with at least two (2) years prior business experience, completed before August 1 of the year of application, in sympathy with the purposes of the UDMA and which possesses the following qualifications is eligible for Full and Associate membership:

- a. Fifty (50%) percent or more of the firm's business is in goods or services sold to dancers. Member firms as of October 1, 1990 are exempt from this requirement.
- b. The firm shall have a common interest with the membership of the organization.

2. Non-profit companies holding a current tax exemption under Section 501 c (3) are eligible for non-profit membership. Application for non-profit membership must apply in accordance with Article III, Section 3.

Section 2 - Membership Committee

A. Membership Committee

- a. The Membership Committee shall be appointed annually by the Administrative Director and/or President with the approval of the Board of Directors;
- b. The committee shall be composed of three (3) to five (5) members from Full Member firms;
- c. The committee shall review the application for membership form and recommend any changes to the Board of Directors;
- d. The committee shall receive and review all applications for membership and check references with the sponsoring members within 21 days of receipt of the application;

- e. The committee by a majority vote shall recommend new members to the Board of Directors for election to membership;
- f. The committee shall report to the Board of Directors on all applicants not recommended for membership and the reason(s) for this action;

Section 3 – Election to Membership

- A. An application for membership must be submitted to the Membership Committee using the application form approved by the Board of Directors.
- B. The Membership Committee shall recommend member candidates to the Board of Directors for approval for election by the full membership.
- C. The Board of Directors will present approved candidates to the full membership for election. Voting shall be thirty percent (30%) participation of Full Members will constitute a quorum for all elections other than in person meetings. After fourteen (14) days if the thirty percent (30%) participation is not met, the membership application will be voted on by the Board of Directors.
- D. A majority vote from the Board of Directors will elect a firm to membership.
- E. The Administrative Director shall notify the applicant of the results of the voting.
- F. An approved applicant shall become a member upon payment of initiation fees and membership dues as provided in Article IX, Section 1.

Section 4 – Types of Membership

There are three types of membership:

- A. Full Members are entitled to:
 - 1. Such services of the organization as determined by the Board of Directors.
 - 2. Participate as an exhibitor in the Trade Shows.
 - 3. Voting privileges
 - 4. Hold an office or position on the Board of Directors.
 - 5. Sponsorship Opportunities
- B. Associate Members are entitled to:
 - 1. Such services of the organization as determined by the Board of Directors.
 - 2. Voting privileges
- C. Non-profit Members shall not have the privilege of voting.

Section 5 – Good Standing

A member in good standing is one whose dues, fees and assessments are paid and who is not under suspension.

Section 6 – Classification

Full and Associate Members' firms shall be classified as follows:

- A. Accessories
- B. Backdrops
- C. Competitions/Conventions
- D. Cosmetics
- E. Costumes
- F. Curriculum/Routines
- G. Dance Related Travel
- H. Dancewear/Shoes
- I. Fabrics/Trimmings
- J. Fundraisers
- k. Hair accessories/Jewelry
- L. Logowear
- M. Music
- N. Non-profit
- O. Other
- P. Photography & Videography
- Q. Publications
- R. Student Performing Opportunities
- S. Studio Equipment and flooring
- T. SaaS (software as a service)
- U. Teacher Conferences/Workshops
- V. Ticketing
- W. Trophies/Gifts

Section 7 – Resignation, Suspension, Termination

- A. Resignation
Any Member may resign upon written notification to the Board of Directors.
- B. Suspension
 1. Any Member shall be suspended for one year for non-payment of dues if dues are not paid by ninety (90) days from the due date.
 2. Any Member shall be suspended for non-compliance with a decision made by the membership.
 3. A suspended firm will lose all rights and privileges of membership for a period one (1) year

4. Reinstatement to membership, after suspension for non-payment of dues, may occur after the payment of a \$500 reinstatement fee.

C. Termination

1. Any Full Member shall be terminated for non-payment of dues for two (2) years or for conduct unbecoming a member or that is prejudicial to the aims or repute of UDMA.

a. The Board of Directors shall determine the criteria for conduct unbecoming a member or that is prejudicial to the aims or repute of UDMA.

b. A Member shall be afforded a hearing before the Board of Directors; the hearing shall take place at a time, place or method determined by the Board of Directors.

c. The Board of Directors shall determine whether sufficient misconduct occurred to warrant a vote by the membership.

2. A vote of two-thirds (2/3) of the members attending a meeting or voting will be required to terminate membership. Such vote shall take place at a time and place or method determined by the Board of Directors. Thirty percent (30%) participation of Full Members will constitute a quorum for votes other than in person meetings.

Article IV – Officers

Section 1 - Officers

The officers of UDMA shall be a president, vice-president and secretary/treasurer or a secretary and a treasurer and four (4) directors at large.

Section 2 – Qualifications

To qualify for any office, the person must represent a Full Member firm and shall have been a member of UDMA for at least two years at the time of election. To qualify for the office of president or vice-president, a member shall have served on the Board of Directors for at least two years. No person shall hold more than one office at a time.

Section 3 – Term of Office

A. All officers shall serve for a term of two (2) years or until their successors are elected. Terms shall begin upon the adjournment of the Annual Meeting.

B. No officer may be eligible to serve more than two consecutive terms in the same office. After a lapse of two years, a member may again be elected to serve on the Board of Directors.

C. A person who has served in an office for more than half of a full term shall be deemed to have served a full term.

Section 4 – Duties of Officers

Officers shall perform the duties pertinent to their office and prescribed by the bylaws, standing rules or parliamentary authority adopted by UDMA.

Section 5 – Vacancies

- A. A vacancy in the office of president shall be filled by the vice-president for the unexpired term of the president.
- B. A vacancy in any other office shall be filled by a majority vote of the Board of Directors for the unexpired term.

Article V – Nomination and Election of Officers

Section 1 – Nominating Committee

- A. The Nominating Committee shall be elected by the Board of Directors by May 31 each year. The Nominating Committee shall consist of three (3) Full Members, at least two of whom shall have previously served on the Board. A majority vote shall nominate.
- B. The committee shall nominate one candidate for each office to be filled and shall report the nominees to the membership at least thirty (30) days prior to the Annual Meeting
- C. The committee shall have the authority to nominate a separate Secretary and Treasurer, but is not required to do so.
- D. No name may be placed in nomination without the consent of the nominee.

Section 2 – Nomination by Petition

- A. Additional nominations may be made by a petition signed by ten (10) Full Members in good standing.
- B. No name may be placed in nomination without the consent of the nominee.

Section 3 – Eligibility

A Full Member company, including its affiliates, shall not have more than one (1) person on the Board during any term. If any principals and/or employees serve or have any fiduciary interest or connection with more than one company, those companies are said to be affiliates.

Section 4 - Election

A. Elections shall be held at the annual meeting of the membership. A majority shall elect. In the event there is but one nominee for any office or there are only candidates for the number of positions to be filled, the vote for that office may be taken by voice vote.

B. The President and Vice-president shall be elected in a year when there is no election for Secretary/Treasurer or Secretary and Treasurer.

C. Two (2) directors shall be elected each year.

D. Each Full Member shall be entitled to one vote.

E. Voting by proxy is not permitted.

Article VI – Meetings

Section 1 – Annual Membership Meeting

The annual meeting shall be held each fall for the purpose of elections and receiving reports from the Board of Directors, and committees and for any other business which shall properly come before the meeting. The time and place of the meeting shall be determined by the Board of Directors and notice of the meeting shall be at least sixty (60) days prior to the meeting.

Section 2 – Special Meetings

Special meetings of the membership may be called by the President or when requested by three (3) members of the Board of Directors, or when requested in writing by fifty (50%) of the Full Members in good standing. Notice shall be sent to the members electronically at least ten (10) days prior to the date of the meeting. Notice shall include the specific items of business to be considered at the meeting.

Section 3 – Quorum

The quorum for the annual membership meeting shall be forty (40%) of the members exhibiting at the site of the annual meeting. The quorum for special meetings shall be thirty percent (30%) of Full Members.

Article VII - Board of Directors

Section 1 – Composition

The Board of Directors shall consist of the elected officers and directors, the immediate Past President and the Executive Director. The immediate Past President shall serve for one year following the election of a new president. The immediate Past President and Executive Director shall serve without vote.

Section 2 – Responsibilities

Each member of the Board of Directors shall:

- a. be employed by a Full Member firm for the length of his/her term;
 - b. attend all meetings of the Board of Directors unless excused by the President for a valid reason;
 - c. perform such duties as assigned by the membership, board president, or board of directors;
 - d. not be employed by, or under contract with UDMA.
- A. Approve an annual operating and show budget for presentation to the membership at the annual meeting.
 - B. Approve candidates for membership to be elected by the full membership.
 - C. Approve any changes to the membership application form.
 - D. Employ and supervise the Executive Director and Bookkeeper; determine the duties and responsibilities of and approve the compensation of the Executive Director and other subcontractors.
 - E. Approve all contracts, including sub-contractors, and 3rd-party agencies.
 - F. Review and Approve show rules.
 - G. Approve workshops, seminars, and presenters for all shows.
 - H. Review the monthly, quarterly, and annual financial statements.
 - I. Approve the annual tax returns, Form 990, prior to filing.

Section 3 – Meetings

- A. Regular meetings of the Board of Directors shall be held at least quarterly. The date, time and place of the meetings are to be determined by the Administrative Director and/or President. Such meetings may be held by telephone or other electronic means as determined by the Administrative Director and/or President.
- B. Special meetings may be called by the Administrative Director and/or President or three (3) members of the Board of Directors. Notice shall be sent to the members electronically at least ten (10) days prior to the date of the meeting. Notice shall include the specific items of business to be considered at the meeting.
- C. Meetings of the Board may be conducted when so directed by the Administrative Director, President or the Board of Directors or, in the case of special meetings, when so directed by those calling the special meeting.
- D. Meetings of the Board shall be subject to all rules adopted by the Board, or by the organization, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the organization.

Section 4 – Quorum

A majority of the Board members constitute a quorum.

Section 5 – Resignation

- A. Two (2) absences from a Board meeting, without a valid reason, shall be deemed a resignation.
- B. Board members no longer employed by a Full Member firm must immediately resign.
- C. A Full Member firm must maintain its membership for the entire term of the Board member.

Section 6 – Removal from Office

If any officer or member of the Board of Directors shall cease to meet the qualification or fulfill the duties of the position, the Board may remove that person by a two-thirds (2/3) vote at any Board meeting.

Article VIII - Committees

Section 1 – Standing Committees

There shall be the following standing committees: membership, bylaws, and seminar/show. The duties of the standing committees shall be established in the standing rules. Members of standing committees shall be appointed annually by the Administrative Director and/or the President with the approval of the Board of Directors.

Section 2 – Special Committees

Special committees shall be appointed by the Administrative Director and/or President or the Board of Directors. Members of special committees shall be appointed by the Administrative Director and/or President with the approval of the Board of Directors.

Section 3 – Quorum

Quorum for meetings of standing and special committees shall be a majority of the members.

Section 4 – Ex officio

The President shall be ex officio a member of all committees except the Nominating Committee.

Article IX – Finances

Section 1 - Dues and Initiation Fees

All membership dues and initiation fees shall be set by the Board of Directors. Membership runs for a calendar year.

- A. Dues for all members will be due by January 1st of each year.
- B. Initiation fees for Full and Associate members shall be payable upon approval of the membership.
- C. Payment of dues is necessary before booth selection.

Section 2 – General Operating Fund

All money paid to UDMA shall be placed in the general operating fund.

Section 3 – Disbursements

Disbursement shall be by check or credit card.

Section 4 – Fiscal Year

The fiscal year for UDMA shall be August 1 to July 31.

Section 2 – Member’s Presence at Conventions

A UDMA member firm not registered as an exhibitor at a convention shall not be allowed to conduct or solicit any business for the duration of said convention or any premises attendant to the convention.

Article XI – Parliamentary Authority

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

Article XII – Amendments

Section 1 – Bylaw Amendments

These bylaws may be amended at any general membership meeting by a two-thirds vote of those present and voting. The proposed amendments shall be

submitted in writing to the membership at least thirty (30) days before the meeting at which they are to be acted upon. Notice may be given via email.

Section 2 – Bylaws Committee

Any member of UDMA or the Board of Directors may submit amendments to the Bylaws Committee for consideration at the general membership meeting. These amendments must be received by the Bylaws Committee at least thirty (30) days prior to the meeting at which they are to be acted upon.

Article XIII – Indemnification

General Rule

An officer or director shall not be personally liable for monetary damages as officer or director for any action taken, or any failure to take action, unless:

- (a) the officer or director has breached or failed to perform the duties in accordance with the standard of conduct contained in section 5712 of 15 PA C.S.A. and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of an officer or director pursuant to any criminal statute or (b) the liability of an officer or director for payment of taxes pursuant to local, state or federal law.

The corporation shall indemnify any director, officer, employee or representative of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the corporation) by reason of the fact that such person is or was a representative of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with action or proceeding if such person acted in good faith and in a matter he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness and provided, further, however, in instances of a claim by or in the right of the corporation, indemnification shall not be made under this section in respect of any claim, issue, or matter as to which the person has been adjudged to be liable to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located or the court in which the action was brought determines upon application that, despite the adjudication

of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses that the court of common pleas or other court shall deem proper.

Unless ordered by a court, any indemnification under this Article or otherwise permitted by law shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (1) by the Board of Directors by a majority vote of officers and directors who were not parties to the action or proceeding; or
- (2) if a quorum is not obtainable or if obtainable and a majority vote of disinterested officers and directors so directs, by independent legal counsel in a written opinion.

Advancement of Expenses

Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by this Article, and may, in any other case, be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

Continuing Right to Indemnification

The indemnification and advancement of expenses provide pursuant to this Article shall continue as to any person who has ceased to an officer or director of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Other Rights

This Article shall not be exclusive of any other right which the corporation may have to indemnify any person as a matter of law.

Amended September 2020