

BYLAWS OF THE UNITED DANCE MERCHANTS OF AMERICA

Article I – Name

The name of this organization shall be United Dance Merchants of America, Inc. (hereinafter referred to as UDMA).

Article II – Purpose

UDMA 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

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 the dance market.
- B. Have a positive reputation in the market which may include an active social media presence, product/service reviews, and word-of-mouth referrals in the community.

Section 2 – 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 consideration. Voting shall be performed digitally. Thirty percent (30%) participation of Full Members will constitute a quorum for all elections. If after fourteen (14) days, thirty percent (30%) voting member participation is not met, the membership application will be voted on by the Board of Directors.
- D. The UDMA Executive Director or President shall notify the applicant of an approval or denial from the results of the voting.
- E. An approved applicant shall become a member upon payment of initiation fees and membership dues as provided in Article IX, Section 1.

Section 3 – 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. Vote at all meetings of the membership and for admission of new firms to membership.
 - 4. Hold an office or position on the Board of Directors.

- B. Non-Profit 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. Vote at all meetings of the membership and for admission of new firms to membership.
 - 4. Hold an office or position on the Board of Directors.

- C. Associate Members are entitled to:
 - 1. Such services of the organization as determined by the Board of Directors.
 - 2. Vote at all meetings of the membership and for admission of new firms to membership.
 - 3. Cannot be elected as a Board Member.

Section 4 – Good Standing

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

Section 5 – 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. Marketing & social media
- M. Music
- N. Non-profit
- O. Other
- P. Photography & Videography
- Q. Promotional products
- R. Publications
- S. Student performing opportunities
- T. Studio equipment and flooring
- U. Software and mobile applications
- V. Teacher conferences/Workshops
- W. Ticketing
- X. Trophies/Gifts

Section 6 – Resignation, Suspension, Termination

- A. Resignation
 - 1. Any Member may resign from the association 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 Board of Directors.
 - 3. A suspended firm will lose all rights and privileges of membership for a period one (1) year from the date of the non-compliance or non-payment of dues.
 - 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 Member shall be terminated for conduct unbecoming a member or that is prejudicial to the aims or repute of UDMA.
 - 2. The Board of Directors shall determine the criteria for conduct unbecoming a member or that is prejudicial to the aims or repute of UDMA.
 - 3. 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.
 - 4. A majority vote is required by the Board of Directors for termination.

Article IV – Board of Directors

Section 1 – Composition

The Board of Directors shall consist of the elected Officers, Directors at large, and the Executive Director.

- A. The Officers or executive positions of UDMA shall be a President, Vice-President and Secretary/Treasurer or a Secretary and a Treasurer.
- B. The Directors at Large will include four (4) individuals.

UDMA Officers, Directors at large, and the Executive Director will hereto be commonly referred to as Board of Directors, Board Members, or the "Board" for simplicity.

Section 2 – Qualifications

To qualify for any Board of Directors office, the individual must represent a Full Member firm and shall have been a member of UDMA for at least two (2) years at the time of election. To qualify for the officer positions of President or Vice-President, a member shall have served on the Board of Directors for at least two (2) years. No person shall hold more than one Board position at a time. Candidates must be approved by the Board before voting.

Additionally, the following rules and considerations for all Board position qualifications are in-place:

- A. Each member of the Board of Directors shall:
 - 1. Be employed by a Full Member firm for the length of his/her term;
 - 2. Not be employed by, or under contract with UDMA and shall receive no direct compensation. This includes all bidding for services or goods for UDMA activities and shows during their tenure as a Board Member.
- B. Board Members with relatives employed by a bidding vendor, or with a subsidiary company/division, or that have a business partnership with a bidding vendor must recuse themselves from participating in voting on vendor selection in that category.
- C. No Board Member may be of the same household including: spouses, common law partners, siblings, or other family members.

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 Membership 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 as an Officer for more than half of a full term shall be deemed to have served a full term.
- D. Directors at large may serve unlimited 2-year consecutive terms if re-elected at the end of their 2-year term.

Section 4 – Duties of Board Members

- A. The Board of Directors shall perform the duties pertinent to their office and prescribed by the bylaws, Standing Rules or parliamentary authority adopted by UDMA;
- B. Perform such duties as assigned by the membership, board President, or Board of Directors;
- C. Attend all meetings of the Board of Directors unless excused by the President or Executive Director for a valid reason.

Section 5 – Responsibilities

- A. Be responsible for the management and administration of UDMA in all respects and for all purposes and shall have the power to conduct the business of the organization except that which is retained by the membership as provided in these bylaws.
- B. May employ an Executive Director whose duties and compensation shall be as specified by the Board of Directors.
- C. Establish and formulate policies to be recommended to the membership.
- D. Be responsible for the management of UDMA's finances.
- E. Report electronically to the membership quarterly and in person or digitally at all Membership Meetings.
- F. May appoint such committees as necessary to carry on the work of UDMA.

Section 6 – Benefits

- A. The Board Members' firm will be exempt from annual UDMA membership dues, for the duration of their tenure, in recognition of their service while holding active office.

Section 7 – Meetings

- A. Regular meetings of the Board of Directors shall be held at least quarterly.
- B. Special board meetings may be called by the President, Executive Director, or three (3) members of the Board of Directors. Notice shall be sent to the board members in writing 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 shall be subject to all rules adopted by the Board of Directors, 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 of Directors 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 8 – Quorum

A majority of the Board of Directors' members constitutes a quorum.

Section 9 – 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 Board position shall be filled by a majority vote of the Board of Directors for the unexpired term.

Section 10 – Nomination and Election of Board Members

- A. Process for nomination:
 - 1. All Board of Directors nominees will complete an application to confirm interest in and acceptance of a Board position.
 - 2. No name may be placed in nomination without the consent of the nominee.
 - 3. Interviews and acceptance for Board Member candidates will be conducted by the Election Committee.
- B. Process for election:
 - 1. Elections shall be held at the annual meeting of the membership. A majority shall elect. The vote for Board of Director positions will be taken by digital vote.
 - 2. The President and Vice-President shall be elected in a year when there is no election for Secretary/Treasurer or Secretary and Treasurer.
 - 3. Two (2) Directors at large shall be elected on alternating years.
 - 4. Each Full Member company shall be entitled to one vote.

Section 11 – 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. Full Member firm must maintain its membership for the entire term of the Board member.

Section 12 – 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 V – Membership Meetings

Section 1 – Annual Membership Meeting

The annual membership meeting will include the election of Officers and Directors at large, updates on upcoming show information, receiving reports from the Board of Directors, updates on committee activity, and for any other business. The time and place of the meeting shall be determined by the Board of Directors and notice of the meeting shall be provided in writing at least thirty (30) days prior to the meeting.

Section 2 – Special Membership Meetings

Special meetings of the membership may be called by the President, Executive Director, 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 in writing 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 individual representatives of each Full Member company attending for electing any officers or directors. The quorum for special meetings shall be thirty percent (30%) of individual representatives of each Full Member company.

Article VI – Trade Shows

Section 1 – Scheduling of Cities and Show Dates

The UDMA Board will make all efforts to schedule show dates to not conflict with officially recognized holidays. Due to the complexity and costs of scheduling show dates years in advance, UDMA cannot meet all member's desired dates and locations for its annual shows.

Article VII - Committees

Section 1 – Standing Committees

There shall be the following standing committees: Elections, Bylaws, Membership, Show and Seminar. The duties of the standing committees shall be established in the standing rules. Members of standing committees shall be appointed annually by the President and/or Executive Director with the approval of the Board of Directors.

Section 2 – Special Committees

Special committees shall be appointed by the President, Executive Director, or the Board of Directors. Members of special committees shall be appointed by the President and/or Executive Director 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 VIII – Finances

Section 1 - Dues and Initiation Fees

All membership dues and initiation fees shall be set by the Board of Directors.

- A. Dues for Full, Non-Profit, and Associate members shall be payable January 1 of each year.
- B. Initiation fees for new members shall be payable upon approval of the membership.

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, ACH, or online payment.

Section 4 – Fiscal Year

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

Article IX – 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 X – 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.

Article XI – 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 the Article or otherwise permitted by law shall be denied by the corporation only as authorized in the specific case upon a determination that indemnification is improper in the circumstances because he or she has not met the applicable standard of conduct set forth under that section. Such denial 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 after obtaining the written opinion of independent legal counsel; or
- (2) A majority vote of disinterested officers shall be sufficient, even if a quorum is not obtainable.

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 be 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.

— *Last amended July 11, 2023* —