

# **UNITED SQUARE DANCERS OF AMERICA (USDA)**

## **GLOSSARY of words and terms used in USDA BYLAWS AND STANDING RULES**

*6/26/2019 - Supersedes Bylaws of 6/26/1981 as amended 6/29/1984, 6/26/1991, 6/24/1992, 6/22/1994,  
6/25/2003 and 6/23/2010*

### **ACCREDITED**

Designated, by name, in a letter from an Affiliate President, to the USDA Secretary, as a Delegate to serve on, or sit with the USDA Board of Directors.

### **AFFILIATE**

A non-profit organization, larger than a club, representing square, round, contra, clog, line, or heritage dancers inclusive, from a defined geographical location in the United States of America, which has subscribed to the USDA application procedure for Affiliate Membership and been accepted with full rights and duties.

### **AFFILIATION**

The State of being an Affiliate Member of USDA.

### **ASSESSMENT**

A special charge imposed on the Affiliate Members, according to an apportionment determined by the Board of Directors, to accomplish a specific stated objective.

### **(1) ASSOCIATION (FEDERATION, COUNCIL, ETC.)**

#### **AREA**

A non-profit organization, larger than a club, representing square, round, contra, clog, line, or heritage dancers inclusive, from a single defined geographical location in the United States of America.

#### **REGIONAL**

A non-profit organization, larger than a club, representing square, round, contra, clog, line, or heritage dancers inclusive, from two or more defined adjacent geographical areas in the United States of America, either in the same state or in two or more adjacent states.

#### **STATE**

A non-profit organization, larger than a club, representing a majority of the square, round, contra, clog, line or heritage dancers inclusive, in the Area and/or Regional Associations within a state in the United States of America.

### **BOARD OF DIRECTORS**

The supreme governing body of USDA, consisting of the accredited delegates sent by and empowered to make motions, speak in debate, vote, and otherwise act for an Affiliate.

**GLOSSARY**  
*(continued)*

**CLUB**

A non-profit organization of square dancers with the primary purpose of providing square, round, contra, clog, line, or heritage dancing to individual dancers.

**COMMITTEE**

**STANDING**

Appointed to perform a continuing function and remains in existence for the life of the assembly which establishes it unless otherwise discharged.

**SPECIAL**

Appointed to perform a specified task. Goes out of existence as soon as the task is completed, and the Board of Directors or the Executive Committee, as applicable, receives its final report.

**COUNCIL** (See ASSOCIATION)

**DELEGATE**

An accredited person sent by and empowered to make motions, speak in debate, vote, and otherwise act for an Affiliate as a Director governing the USDA.

**DIRECTOR**

One of the bodies of accredited delegates from the Affiliates comprising the Board of Directors.

**EXECUTIVE COMMITTEE**

The elected officers; immediate past president; appointed officers; chairmen of the standing and special committees; and, all other active past presidents.

**EXPULSION**

Expelled from membership in USDA.

**FEDERATION** (See ASSOCIATION)

**GOVERNING BODY**

The USDA Board of Directors which sets the policies of, gives direction to, and exercises control of USDA.

**GOVERNING DOCUMENTS**

The Articles of Incorporation, Bylaws, Standing Rules, Policies, Resolutions, and Minutes of USDA.

**MEETING**

**ANNUAL**

The business meeting of the Board of Directors held annually during the week of the National Square Dance Convention.

**REGULAR**

Periodic business meetings held at prescribed intervals.

**GLOSSARY**  
*(continued)*

**MEETING** *(continued)*

**SPECIAL**

A separate meeting held at a time different from an annual or regular meeting and convened only to consider one or more items of business specified in the call of the meeting.

**MEMBER**

**AFFILIATE**

A non-profit organization, larger than a club, representing square, round, contra, clog, line, or heritage dancers inclusive, from a defined geographical location in the United States of America, which has subscribed to the USDA application procedure for Affiliate Membership and been accepted with full rights and duties.

**INDIVIDUAL**

An individual square, round, contra, clog, line or heritage dancer belonging to a USDA Affiliate.

**HONORARY**

A complimentary title given to an individual member or non-member in recognition of special service rendered.

**OFFICERS**

<b>ELECTED</b>	President, Vice Presidents, Secretary, Treasurer
<b>AUTOMATIC</b>	Immediate Past President
<b>APPOINTED</b>	Information Officer, Historian, Parliamentarian
<b>ADVISORS</b>	All other active Past Presidents

**OPEN FORUM**

A period at a meeting, sometimes called “for the good of the order,” when, at the discretion of the chair, time permitting, any individual present may obtain the floor to offer information observations regarding the work of USDA, its public reputation, its membership, make announcements, or the like. No business or motions are involved during this time of public discussion.

**POLICY**

A settled course, adopted and followed, as set forth in the resolutions and motions recorded in the minutes of the Board of Directors meetings.

**PROBATION**

A period of time during which an individual or organization retains all rights and duties but is under close observation to ensure proper performance of same.

**GLOSSARY**  
*(continued)*

**QUORUM**

The minimum number of persons entitled to vote who must be present at the outset of a meeting in order that business can be legally transacted. Quorum refers to the numbers of such-persons present, not to the number actually voting on a particular question. Irrespective of whether some, of necessity, have departed during the meeting, the business can continue as long as a quorum was present at the outset.

**SQUARE DANCE PROFESSIONAL**

An individual engaging for personal livelihood or gain, usually or often, in any part of the square dance activity such as dancing, calling, cueing, prompting, leading, supplier, publisher, etc.

**SQUARE DANCER**

An individual who actively participates in square, round, contra, clog, line, or heritage dancing inclusive.

**SQUARE DANCING**

The American Folk Dance which is called, cued, or prompted to the dancers, and includes square, round, contra, clog, line and heritage dancing.

**SUSPENSION**

All rights denied for a period of one year, all duties continued.

**VOTE**

**MAJORITY**

More than half of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a regular or properly called meeting at which a quorum is present.

**PLURALITY**

The largest number of votes given any candidate or proposition when three or more choices are possible.

**TWO-THIRDS**

At least two-thirds of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a regular or properly called meeting at which a quorum is present.

**VOTING RIGHTS**

The number of votes authorized to an Affiliate Member.

**WITH POWER**

A committee appointed with power has full power to take all steps necessary to carry out its instructions subject to the restraints placed upon it by the appointing authority.

# UNITED SQUARE DANCERS OF AMERICA (USDA)

An Arkansas Non-Profit Corporation

## BYLAWS

*6/26/2019 - Supersedes Bylaws of 6/26/1981 as amended 6/29/1984, 6/26/1991, 6/24/1992, 6/22/1994, 6/25/2003 and 6/23/2010*

### ARTICLE I MEMBERS

#### **Section 1 - CLASSIFICATION OF MEMBERS**

The classes of members in the UNITED SQUARE DANCERS OF AMERICA shall be: Affiliate; Individual; and Honorary.

- A. An Affiliate MEMBER of USDA shall be a non-profit organization, larger than a club, representing square, round, contra, clog, line, or heritage dancers inclusive, from a defined geographical location in the United States of America, which has subscribed to the USDA application procedure for Affiliate Membership, as specified in the Standing Rules, and has been accepted. At meetings of the USDA Board of Directors an Affiliate has full rights and duties to: obtain the floor; make motions; speak in debate; vote; nominate; exercise all parliamentary rights and duties covered in the parliamentary authority adopted by USDA; and, participate in all programs administered by USDA. An Affiliate Member has the right to send one delegate for each vote it is authorized, as specified in the Standing Rules, to meetings of the Board of Directors. Each such delegate then becomes a USDA Director and may exercise all the rights and duties of the Affiliate Member.
- B. An individual square dancer belonging to an Affiliate automatically becomes an INDIVIDUAL MEMBER of USDA. He/she may attend any meeting of USDA but without any rights and duties there unless he/she also is a delegate. Otherwise, he/she has the rights to: participate in all programs administered by USDA; hold a USDA office, if he/she is a member of an Affiliate or unless otherwise prohibited in these Bylaws; be informed on all USDA matters; and be a part of the government of USDA by giving instructions to his/her delegate(s) who exercise(s) the Affiliates vote(s) in governing UNITED SQUARE DANCERS OF AMERICA. A square dance professional may be an Individual Member if he/she also is a square dancer and belongs to an Affiliate but may not serve as a USDA Officer. An Individual Member does not pay USDA dues or special assessments.
- C. An HONORARY MEMBER of USDA shall be an Individual Member or non-member who is elected to this class by a majority vote of the Board of Directors in special recognition of services rendered to the square dance activity. No rights or duties accompany this honor.

# **BYLAWS**

*(continued)*

## **ARTICLE I - MEMBERS** *(continued)*

### **Section 2 - PROCEDURE**

The procedure for the Membership Committee's review of applications for Affiliate membership; the method of reviewing and voting on applications; and, the composition of the Membership Committee shall be as prescribed in the Standing Rules.

### **Section 3 - DUES AND ASSESSMENTS**

Affiliate Members are assessed annual dues as specified in the Standing Rules. When necessary, special assessments may be levied on the Affiliate Members by a two-thirds vote of the Board of Directors. The effect of non-payment of annual dues or special assessments is specified in the Standing Rules.

### **Section 4 – ATTENDANCE**

An Affiliate Member which, without justifiable cause, fails to be represented at an annual meeting of the Board of Directors will be placed on probation. The regional Vice President for that Affiliate will promptly send a cordial letter that the Affiliate was missed and should fulfill the Affiliate's obligation by having a delegate present at each annual meeting. Also, warning that the failure to be represented at a second consecutive annual meeting, without justifiable cause, may result in suspension of all rights for one year, and failure to be represented at a third consecutive annual meeting may result in expulsion from membership. A copy of the notice will again be sent thirty days before the next annual meeting. An Affiliate Member which fails to uphold or comply with the USDA Governing Documents, or for other cause deemed sufficient, may have its rights suspended until the failure or cause is corrected; or, if the failure or cause warrants, may be expelled from membership. The responsibility for invoking suspension or expulsion is assigned to the Executive Committee, with notice to the Board of Directors. Suspension does not require a hearing; expulsion will require an appropriate hearing. Written notice of such a hearing will be sent by the Secretary at least thirty days prior to the hearing. An Affiliate Member may resign by filing a written letter of resignation with the USDA Secretary but must pay any dues, assessments, or other charges theretofore accrued and unpaid. Affiliate should maintain a permanent file of the USDA Governing Documents, namely; Articles of Incorporation, Bylaws, Standing Rules, Minutes of meetings of the Board of Directors, Policies, and Resolutions. These documents should be passed on to the successor by the custodian whenever there is a change of custodians.

### **Section 5 – REINSTATEMENT**

Reinstatement to membership at a later date after expulsion may be initiated by repeating the application procedure for Affiliate Membership along with a letter describing how the cause of expulsion has been or will be remedied. Reinstatement to membership after resigning may be initiated by repeating the application procedure for Affiliate Membership.

### **Section 6 - TRANSFER OF MEMBERSHIP**

No class of membership in USDA is transferable or assignable.

# **BYLAWS**

*(continued)*

## **ARTICLE I - MEMBERS *(continued)***

### **Section 7 - CHARTER MEMBERS**

The distinction of CHARTER MEMBER status has been bestowed upon the following organizations which became USDA Affiliates between June 26, 1981 and June 25, 1982:

Alabama Square and Round Dance Association  
Arkansas State Square Dance Federation  
California Square Dance Council, Inc.  
Colorado State Square Dance Association  
The Federation of Delaware Valley Square and Round Dancers  
Florida Federation of Square Dancers  
Lubbock Area Square and Round Dance Federation (Texas)  
Missouri Federation of Square and Round Dance Clubs, Inc.  
New Mexico Square and Round Dance Association  
North Dakota Square and Round Dance Clubs, Inc.  
Panhandle Square and Round Dance Association (Texas)

## **ARTICLE II BOARD OF DIRECTORS**

### **Section 1 - GOVERNING BODY**

The Board of Directors shall consist of the accredited delegates from the Affiliates. The Board is the supreme governing body of the UNITED SQUARE DANCERS OF AMERICA. Between the meetings of the Board, the Executive Committee is with power to act independently in the Board's name subject to the provisions of these Bylaws and any special instructions from the Board. The Board can countermand any action of the Committee if it is not too late (as it would be, for example, when a contract has already been made).

### **Section 2 - QUORUM**

The Board of Directors shall meet annually. The presence at the opening of the annual meeting of at least one Director from each of one-third of the Affiliates shall constitute the quorum. Irrespective of whether some, of necessity, have departed during the meeting, the business can continue as long as a quorum was present at the outset.

### **Section 3 - AFFILIATE RESPONSIBILITIES**

Each Affiliate Member should accredit one delegate and one alternate for each vote it is authorized as prescribed in the Standing Rules. This/these delegate(s) shall serve on the USDA Board of Directors and be known as Directors while so serving. Directors shall exercise all the authority, rights, and duties of the Affiliate they represent; transact business brought before the Board; and, perform such other duties as may be specified in these Bylaws or in the parliamentary authority adopted by USDA.

# **BYLAWS**

*(continued)*

## **ARTICLE II- BOARD OF DIRECTORS *(continued)***

### **Section 4 - TERM**

A Director term should be for one year or until a successor is accredited. A Director should not serve for more than three consecutive terms. A Director may serve only one Affiliate in any one term. A Director may not serve simultaneously as a member of the Executive Committee. A member of the Executive Committee may not serve simultaneously as a Director.

### **Section 5 - DIRECTOR RESPONSIBILITIES**

Each Director should become acquainted and make contact with their USDA Regional Vice President; keep the Vice President up to date on all changes of officers and delegates within their organizations; and, keep the Vice President informed on all matters requiring coordination between the Affiliate and the USDA.

## **ARTICLE III EXECUTIVE COMMITTEE**

### **Section 1 - MEMBERS**

The Executive Committee shall consist of the elected officers; the Immediate Past President; the appointed officers; the chairmen of the standing and special committees; and, serving as advisors without vote, unless serving as an appointed officer or chairman of a standing committee, the Other Active Past Presidents. All must be members in good standing of one of the affiliates.

### **Section 2 - POWERS**

Between meetings of the Board of Directors, the Executive Committee is "with power" to act independently in the Board's name but the Committee cannot modify any action already taken by the Board; is subject to the provisions of these Bylaws and any special instructions from the Board; and, the Board can countermand any action of the Committee if it is not too late.

### **Section 3 - MEETINGS**

There shall be three regular meetings a year of the Executive Committee. The presence, at the opening of a regular meeting, of a majority of the Executive Committee shall constitute the quorum, irrespective of whether some, of necessity, have departed during the meeting, the business may continue as long as a quorum was present at the outset.

### **Section 4 - VOTING**

Each position on the Executive Committee may be held by an elected/appointed couple or by a single elected /appointed individual; each person in either case having one vote on all matters brought before the Committee, unless otherwise specified in these Bylaws. A couple or individual serving in more than one position on the Committee may only vote once on any matter coming before the Committee. A Past President serving as an appointed officer or as a chairman of one or more of the standing committees is with vote. Square dance professionals are not eligible to serve on the Executive Committee.



# BYLAWS

*(continued)*

## ARTICLE III - EXECUTIVE COMMITTEE *(continued)*

### Section 5 - RESPONSIBILITIES

It shall be the responsibility of the Executive Committee members to keep the President informed of activities, trends, programs, and problems they come in contact with which could affect the USDA, and, to recommend persons who would qualify and serve as officers or on a committee.

### Section 6 - ATTENDANCE

A member of the Executive Committee who is absent from an annual meeting or from two consecutive regular meetings, without justifiable cause, shall be put on probation. The Secretary shall promptly send him/her a notice to that effect with a warning that absence from a second annual meeting or a third consecutive regular meeting, without justifiable cause, could result in an Executive Committee recommendation to the Board of Directors for his/her disqualification from future office in the USDA.

### Section 7 - LEGAL COUNSEL

The Executive Committee may retain a competent attorney to handle the legal affairs of the UNITED SQUARE DANCERS OF AMERICA.

## ARTICLE IV OFFICERS

### Section 1 - OFFICERS

The officers of USDA shall be **President, Vice President Eastern Region, Vice President Central Region, Vice President Plains Region, Vice President Western Region, Secretary, and Treasurer** - all elected by the Board of Directors. The **Immediate Past President** assumes office automatically after the new President takes office. The **Information Officer, Historian, and Parliamentarian** are appointed by the President. The Other **Active Past Presidents** may take office automatically after the new President takes office. All officers shall perform the duties prescribed in these Bylaws and in the parliamentary authority adopted by USDA.

### Section 2 - RESTRICTIONS

No two elected officers shall be from the same Affiliate. No officer shall hold more than one office at a time. No elected or appointed officer may simultaneously serve as a USDA Director. Square dance professionals are not eligible to serve as officers.

### Section 3 - TERM OF OFFICE

The term of office for all officers shall be one year, or until their successors have been elected or appointed. An officer who has served more than half a term is considered to have served a full term in that office. The term of office for all officers shall normally begin prior to the adjournment of the post-annual meeting of the Executive Committee when the retiring President officially turns over the office to the incoming President.

# **BYLAWS**

*(continued)*

## **ARTICLE IV- OFFICERS *(continued)***

### **Section 4 - QUALIFICATIONS**

- A. Be an active square dancer, willing to devote the time and effort required by the office.
- B. Have demonstrated leadership capabilities; and, be a member in good standing of one of the Affiliates.
- C. Square dance professionals are not eligible to hold office in USDA.

### **Section 5 - NOMINATIONS**

Nominations for office, with resume for each nominee, may be made only by Affiliates. Nominations for office may be made by the Executive Committee when no other nominations have been received. They should be mailed to the USDA Secretary not less than sixty days prior to the annual meeting elections so the Secretary can include them in the mailing of the annual meeting notice. At the annual meeting, after the Secretary announces the nominations which were submitted prior to the meeting, the presiding officer must call for further nominations from the floor. All nominations from the floor must be accompanied by a written or oral resume. Nominations for each office must be completed and closed before any voting takes place. Nominations for the different offices will be called for in the order in which they are listed in the Bylaws.

### **Section 6 - ELECTION**

- A. Officers shall normally be elected by the Directors at the annual meeting.
- B. Voting shall normally be by secret written ballot, but, when there is only one candidate for an office the presiding officer, if there is no objection, may rule to dispense with the ballot for that/those office(s) and declare the candidate(s) elected.
- C. For any office, a plurality of the votes cast shall be necessary to elect.
- D. The balloting procedure will be as prescribed in the Standing Rules.

### **Section 7 - APPOINTMENTS**

The President shall make appointments to fill any vacancies in office with the approval of the elected officers. If the President is unable to serve out his/her term, the Vice Presidents will elect a qualified successor. In case of a tie vote in either of the foregoing two instances, the immediate Past President will cast the deciding vote. The President shall designate one of the Vice Presidents to preside, with full authority to exercise the office of President, in the event of his/her temporary absence.

# **BYLAWS**

*(continued)*

## **ARTICLE IV -OFFICERS *(continued)***

### **Section 8 - RESPONSIBILITIES**

All officers will: establish and maintain close contact with the USDA President; keep the President informed of all activities and provide input to the President's reports; support and participate in all USDA functions; prepare and present reports of activity at meetings of the Board of Directors or Executive Committee; be thoroughly familiar with the USDA Governing Documents; maintain the USDA Notebook-pertinent to their office as prescribed in the Standing Rules, to assure current and complete contents; perform such other duties applicable to their office as may be assigned by the President or prescribed by these Bylaws or by the parliamentary authority adopted by USDA.

## **ARTICLE V DUTIES OF OFFICERS**

### **Section 1 - PRESIDENT**

- A. Prepare an agenda and preside at all meetings of the Board of Directors and the Executive Committee;
- B. Unless otherwise directed, make appointments and assign tasks and duties to such additional officers as the Board of Directors may from time to time deem necessary to carry on the work and purposes of USDA;
- C. Be an ex-officio member of all committees;
- D. Prepare a "State of the USDA" paper for presentation to the Board of Directors at the annual meeting;
- E. Not be eligible to serve more than two consecutive terms.

### **Section 2 - REGIONAL VICE PRESIDENTS**

- A. Perform duties assigned by the President, Board of Directors, or the Executive Committee;
- B. Maintain a current roster of Affiliates in their regions showing their voting rights, a list of their officers and delegates, with titles, names, addresses, and telephone numbers; sixty days before any meeting of the Board of Directors furnish a copy of this roster to the Secretary; maintain a current file on contacts made with Affiliates;
- C. Maintain a current roster of all non-affiliates in their regions showing non-affiliate's names, officer's titles, names, addresses, and telephone numbers; maintain a current file on contacts made with non-affiliates;
- D. Serve as coordinators between the USDA President and the Affiliate and Delegates in the regions they serve;

# BYLAWS

*(continued)*

## ARTICLE V -DUTIES OF OFFICERS *(continued)*

### Section 2 - REGIONAL VICE PRESIDENTS *(continued)*

- E. Sixty days before the annual meeting elections, commence the nomination follow-up procedure specified in the Standing Rules to encourage Affiliates to submit nominations for USDA officers;
- F. Be responsible for promoting USDA membership, purposes, programs, and accomplishments to Affiliates and to non-affiliates;
- G. Not be eligible to serve more than three consecutive terms.

### Section 3 - SECRETARY

- A. Publish the minutes of each meeting of the Board of Directors and distribute a copy to each Director and Executive Committee member. Publish the minutes of each meeting of the Executive Committee and distribute a copy to each Executive Committee Member;
- B. Prepare and distribute all notices required;
- C. Maintain a permanent file of the USDA Governing Documents, namely Articles of Incorporation, Bylaws, Standing Rules, Policies, Resolutions, and Minutes of all meetings of the Board of Directors and Executive Committee;
- D. Be responsible for receipt, preparation, distribution and custody of all general correspondence of the USDA;
- E. Make and maintain tape recordings of the proceedings of all meetings of the Board of Directors and the Executive Committee and store for a period of one year;
- F. Maintain supplies of stationary, documents, and forms for distribution as specified in the Standing Rules;
- G. Maintain current and historical records of Affiliates to show: membership class, date membership became effective, resigned, dropped, put on probation, suspended, expelled, or reinstated; list of officers and delegates with titles, names, addresses, and telephone numbers, usual dates of elections, and usual dates of commencement of office. Maintain current and historical records of the Executive Committee members showing titles, names, addresses, telephone numbers and offices held with dates in office. These records to be available at all meetings of the Board of Directors and of the Executive Committee. Distribute a current roster of the Executive Committee with titles, names, addresses, and telephone numbers no later than August 1, and again at the winter meeting of the Committee each year;
- H. Maintain current and historical records of the attendance at meetings of each Director and Executive Committee member and mail required warning notices to absentees;
- I. Not be eligible to serve more than three consecutive terms.

# BYLAWS

*(continued)*

## ARTICLE V - DUTIES OF OFFICERS *(continued)*

### Section 4 - TREASURER

- A. Serve as official custodian of all funds of USDA; exercise surveillance over the agents in charge of the USDA subsidiary funds prescribed in the Standing Rules; approve qualified banking facilities for the funds of the USDA; maintain funds in the name of the UNITED SQUARE DANCERS OF AMERICA, INC.; open one or more accounts in one or more depositories as required; ensure that the depositories in which the accounts are maintained are insured by the Federal Deposit Insurance Corporation; ensure that all funds are kept in the designated depositories; along with the President be placed on the general account with signatory powers; along with the applicable Committee Chairman be placed on each subsidiary account with signatory powers, one signature is required per check, the Treasurer and other signatories may be bonded for an amount as determined by the Executive Committee;
- B. Maintain accurate books and records of the finances of USDA, using accounting methods that are acceptable to such governmental agencies as may have occasion to examine them; make such books and records available, on reasonable demand, to the Board of Directors, Executive Committee, or their designees;
- C. Prepare and submit to the Board of Directors at the annual meeting an "Annual Report of the Treasurer" for the past fiscal year, with proof of audit - said report to be a consolidated record of the financial transactions of all funds of the USDA; **prepare** or cause to be prepared and filed in a timely manner all tax forms and other financial reports required by governmental agencies;
- D. Be responsible for prompt payment of bills and issuance of checks required for the conduct of the business affairs of USDA;
- E. Send an "Annual Dues Notice" to each Affiliate President as specified In the Standing Rules;
- F. At the winter meeting of the Executive Committee submit a draft budget for the following fiscal year; at the next annual meeting of the Board of Directors submit the draft budget recommendation of the Executive Committee to the Board for approval;
- G. Not be eligible to serve for more than three consecutive terms.

### Section 5 - IMMEDIATE PAST PRESIDENT

- A. Provide and assure continuity in USDA operations by advising, guiding, counseling, and training USDA officers, especially new officers, in the performance of their responsibilities and duties; ascertain that the USDA governing documents are adhered to by the Executive Committee and Board of Directors to maintain USDA program continuity and proper organizational operations;

# BYLAWS

*(continued)*

## ARTICLE V - DUTIES OF OFFICERS *(continued)*

### Section 5 – IMMEDIATE PAST PRESIDENT *(continued)*

- B. Be familiar with the operations and functions of other national and international square dance organizations;
- C. Set an example for other USDA officers, Affiliates and dancers to follow to include dress, badge, promptness, enthusiasm, and knowledge of the activities of the square dance movement;
- D. Reflect the maximum in cooperation and courtesy to other organizations, officers, committees, and Affiliates, and provide maximum possible assistance and understanding.

### Section 6 - INFORMATION OFFICER

- A. Prepare and distribute pertinent information relative to USDA programs, activities, aims, purposes and accomplishments;
- B. Prepare and distribute USDA Press Releases to all Affiliates, members of the Executive Committee and Board of Directors, leaders of dance organizations, dance publications, news media, etc., and to non-members as deemed necessary;
- C. Establish and maintain a mailing list for USDA Press Releases;
- D. Be familiar with the operations, functions, and activities of other national and international square dance organizations;
- E. Set an example for other USDA officers, Affiliates, and dancers to follow to include dress, badge, promptness, enthusiasm, and knowledge of the activities of the square dance movement;
- F. Reflect the maximum in cooperation and courtesy to other organizations, officers, committees, and Affiliates, and provide maximum possible assistance and understanding.

### Section 7 - HISTORIAN

- A. Prepare and maintain a written and pictorial historical record of the activities of the USDA;
- B. Prepare and display a portion of the significant historical materials at official USDA functions;
- C. To the extent possible cooperate with all other requests for USDA historical displays;
- D. Establish and maintain material for a USDA Museum and Archives Committee.

# **BYLAWS**

*(continued)*

## **ARTICLE V - DUTIES OF OFFICERS *(continued)***

### **Section 8 - PARLIAMENTARIAN**

- A. Advise the President and other officers, committees, and members at all times on matters of parliamentary procedure, the Parliamentarian's role during a meeting is purely an advisory and consultative one since the presiding officer alone has the power to rule on questions of order or to answer parliamentary inquiries;
- B. During meetings the Parliamentarian is assigned a seat next to the presiding officer, so as to be convenient for consultation;
- C. Not vote on any question except in the case of a ballot vote by the Executive Committee.

### **Section 9 - OTHER ACTIVE PAST PRESIDENTS**

- A. Assist the Immediate Past President in the duties of that office;
- B. Have rights to obtain the floor, speak in debate, and exercise all other parliamentary rights and duties covered in the parliamentary authority adopted by USDA -- but may not vote at Executive Committee meetings unless serving as an appointed officer or chairman of a standing committee.

## **ARTICLE VI MEETINGS**

### **Section 1 - PARTICIPATION**

Normally all meetings of the USDA are open to everyone however, visitors may not make motions, debate, or vote. At the discretion of the presiding officer, if time permits, an open forum may be held in which visitors may participate.

### **Section 2 - BOARD OF DIRECTORS**

- A. There shall be one meeting of the Board of Directors per year, called the annual meeting, for the purpose of: electing USDA officers; receiving reports of officers and committees; and for any other business that may arise. The meeting shall be held during the week of the National Square Dance Convention. The President shall designate the day, date, time, and place of the meeting. Forty-five days or more prior the Secretary shall mail a notice of the meeting to the Directors and the Executive Committee with the agenda and related reports or papers from the Executive Committee. The presence at the opening of the annual meeting of at least one Director from each of a majority of the Affiliates shall constitute the quorum. Irrespective of whether some, of necessity, have departed during the meeting, the business may continue as long as a quorum was present at the outset.

# BYLAWS

*(continued)*

## ARTICLE VI- MEETINGS *(continued)*

### Section 2 – BOARD OF DIRECTORS *(continued)*

- B. The President shall call special meetings as required to cope with emergency situations. The President shall designate the day, date, time, place, and item(s) to be considered. Thirty days or more prior, the Secretary shall mail a notice of the meeting to the Directors and members of the Executive Committee. At any properly called special meeting of the Board of Directors the quorum shall be at least one Director from each of thirty percent of the Affiliates. Irrespective of whether some, of necessity, have departed from the meeting, the business may continue as long as a quorum was present at the outset.

### Section 3 - EXECUTIVE COMMITTEE

- A. There shall be three regular meetings per year of the Executive Committee: A pre-annual meeting held the same week as, but on a day prior to, the annual meeting of the Board of Directors; a post-annual meeting held the same week as, but on a day following, the annual meeting of the Board of Directors; and, a winter meeting normally held in the latter part of January. In addition, the Executive Committee will attend the annual meeting of the Board of Directors. The President shall designate the day, date, time, and place of each meeting. Forty-five days or more prior the Secretary shall mail a notice of the meeting to the committee members with the agenda and related reports and papers from the Executive Committee. The presence at the opening of a regular meeting of a majority of the Executive Committee shall constitute the quorum. Irrespective of whether some, of necessity, have departed during the meeting, the business may continue as long as a quorum was present at the outset;
- B. The President shall call special meetings of the Executive Committee as required to cope with emergency situations and shall designate the day, date, time, place, and item(s) to be considered. Thirty days or more prior the Secretary shall mail a notice of the meeting to the committee members. The presence at the opening of a properly called special meeting of the Executive Committee of a majority of the committee shall constitute the quorum. Irrespective of whether some, of necessity, have departed during the meeting, the business may continue as long as a quorum was present at the outset.

### Section 4 - VOTING

Voting on most business matters of the Board of Directors or the Executive Committee will normally be in person, but elections will be by secret written ballot. There will be no absentee or proxy voting and each authorized person may cast only one vote. The President, with the approval of the elected officers, in an emergency situation between annual or regular meetings, may approve taking a vote by mail, telephone, or personal interview. The result of such an action must be reported as soon as possible to the Board of Directors or Executive Committee, as applicable, and ratified at the next annual or regular meeting. A majority vote will be sufficient to carry any motion or question on most business matters except as otherwise specified in these Bylaws. The presiding officer may vote when his/her vote would affect the outcome. In ordinary business at meetings the presiding officer may utilize voice voting or, where the result is inconclusive, use show of hands, rising vote, ballot or roll call as deemed appropriate.



# **BYLAWS**

*(continued)*

## **ARTICLE VII COMMITTEES**

### **Section 1 - APPOINTMENTS**

All committees shall be appointed by the President, unless otherwise instructed. In the event of the absence of the President the substitute presiding officer shall appoint committees as required. The names, composition, and duties of all standing committees shall be as prescribed in the Standing Rules. The committee chairmen will select the members of their committees unless otherwise instructed. The President shall appoint committee chairmen each year promptly after the annual meeting. The President shall be ex-officio member of all committees.

### **Section 2 - RESPONSIBILITIES**

Standing committees may be initiated by the Executive Committee or the Board of Directors as the need arises but will be established by the Board of Directors by adoption in the Standing Rules. The names, composition, and duties of all standing committees shall be as specified in the Standing Rules. Unless otherwise provided, standing committees are established with power as necessary to carry out their responsibilities. Standing committees will report the status of their operations to the following: President-quarterly; Executive Committee-semiannually; Board of Directors-annually; interim reports may be called for by any of the foregoing.

### **Section 3 - SPECIAL**

Special committees may be initiated and established by the Executive Committee or the Board of Directors as the need arises. Special committees will be provided with sufficient authority and resources necessary to carry out their responsibilities. Special committees will report the status of their operations to the following: President-quarterly or upon completion; Executive Committee-Semiannually or upon completion, Board of Directors-annually or upon completion.

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

### **Section 1 - PROCEDURE**

The business of the UNITED SQUARE DANCERS OF AMERICA shall be conducted on a representative basis and parliamentary procedure shall be followed to the extent possible at all meetings.

## **ARTICLE VIII - PARLIAMENTARY AUTHORITY *(continued)***

### **Section 2 - ROBERT'S RULES OF ORDER**

The rules contained in the current edition of Robert's Rules of Order Newly Revised will guide USDA procedure in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order USDA may adopt.

# **BYLAWS**

*(continued)*

## **ARTICLE IX DISSOLUTION**

Upon majority vote of the Board of Directors to dissolve the Corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of the Corporation to any exempt corporation or entity organized for purposes similar to those set forth under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) as the directors shall determine.

## **ARTICLE X INDEMNIFICATION OF OFFICERS**

### **Section 1 - INDEMNIFICATION**

- A. When authorized in accordance with Section I (c) hereof, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, nor, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such conduct was unlawful.
- B. When authorized in accordance with Section I (c) hereof, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer, of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such persons's duty to the

# BYLAWS

*(continued)*

## ARTICLE X - INDEMNIFICATION *(continued)*

### Section 1 - INDEMNIFICATION *(continued)*

Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- C. Any indemnification under Section I (a) or (b) hereof (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section I (a) or (b) hereof. Such determination shall be made:
1. By the Board of Directors, by a unanimous vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
  2. If such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
  3. To the extent that such a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections I (a) or (b), or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- D Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section I (c) upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section I.
- E The indemnification provided by this Section I shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.
- F The powers and duties of the Corporation to indemnify any person under this section shall apply with equal force whether an action, suit, or proceeding is threatened or commenced in the state of incorporation or outside the state.

# **BYLAWS**

*(continued)*

## **ARTICLE X - INDEMNIFICATION *(continued)***

### **Section 2 - FURTHER INDEMNIFICATION**

If now or hereafter the laws of this State shall so permit, any director or officer of the Corporation who is then serving or who has theretofore served in such capacity shall further be entitled to all additional indemnification or reimbursement from the Corporation to the full extent permitted by applicable laws, for his damages and so much of his expenses of defense, including attorneys' fees, which are actually incurred in the defense of any suit or action, criminal or civil, seeking to establish such officer's or director's liability arising out of his alleged dereliction of duty to the Corporation.

### **Section 3 - PROCEDURE**

Any officer or director seeking indemnification hereunder shall follow such prescribed procedures as the Board of Directors of the Corporation and applicable laws shall require.

## **ARTICLE XI AMENDMENTS**

### **Section 1 - PROPOSALS**

Proposed amendments to these Bylaws shall be submitted in writing to the USDA President who will refer them to the Executive Committee for its review and transmittal, with recommendations, to the Board of Directors. Proposals may be submitted by the Executive Committee over the signature of its President; and, any member of the Board of Directors over his/her signature.

### **Section 2 - PROCEDURE**

Sixty days prior to any meeting of the Board of Directors at which proposed amendment(s) will be considered, the Secretary will mail a meeting notice with a copy of the proposed amendment(s) to the Directors, Executive Committee members, and each Affiliate President.

### **Section 3 - VOTING**

At the Board of Directors meetings at which the proposed amendment(s) is/are considered, a majority vote is necessary for approval.

### **Section 4 - ADOPTION**

Unless otherwise specified, amendments will become effective upon a date announced by the President.

## **SQUARE DANCE – AMERICA'S NATIONAL FOLK DANCE**

**END**

*6/26/2019 - Supersedes Bylaws of 6/26/1981 as amended 6/29/1984, 6/26/1991, 6/24/1992, 6/22/1994,  
6/25/2003 and 6/23/2010*