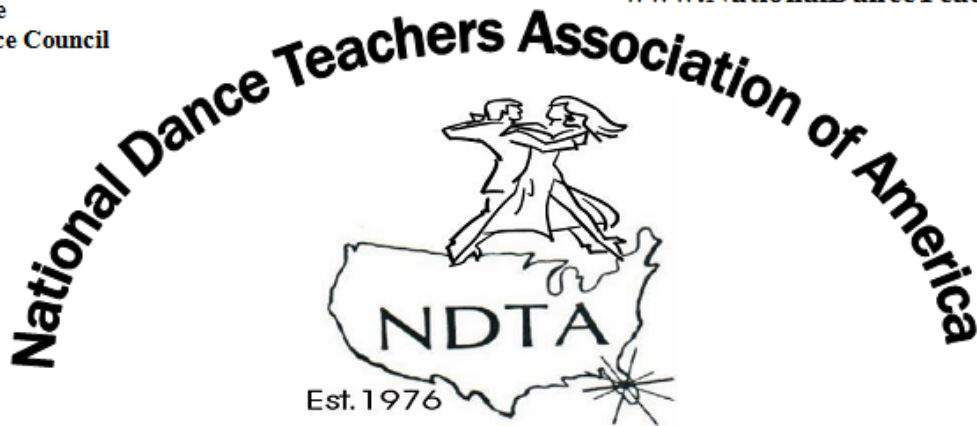


Member of the  
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## PROPOSED AMENDMENTS/ UPDATES TO NDTA “CONSTITUTION”

### For Approval at July 15, 2017 Meeting of NDTA Members & Board

The following amendments to the NDTA “Constitution” – together with amendments to NDTA’s Articles of Incorporation – are proposed for adoption at the meeting of NDTA members and Board of Directors to be held on Saturday, July 15, 2017 at Star Ballroom, 2305-09 East Atlantic Blvd, Pompano Beach, FL 33062, starting at 12:00 Noon. Upon adoption, these amendments and the entire Constitution will become part of the official Bylaws of NDTA.

These amendments and the amendments to the Articles of Incorporation are necessary to update these documents to conform with current practice and Florida law, and to clarify certain matters in the Constitution, as follows (text proposed to be added is underlined in blue; text proposed to be deleted is shown ~~stricken out~~):

### Proposed Amendments to NDTA “Constitution:”

#### ARTICLE IV (Membership)

Section 1 of Article IV shall be amended to reflect the new membership classification added to our Directory: NDTA-Certified Professional Members. These are Full Professional Members of NDTA who are certified by NDTA.

As amended, the new Section 1 will read as follows:

#### “Section 1 -- Classifications

There shall be five classifications of membership in the N.D.T.A.

A. PROFESSIONAL MEMBERS -- This full membership category is restricted to individuals who have met all the requirements for Professional Membership, have completed one year of teaching ballroom dancing, have successfully passed an N.D.T.A. entrance exam, if required per the N.D.T.A. Constitution & Bylaws, a teacher certification or a professional exam, and have maintained their N.D.T.A. membership active and current by timely paying their membership dues all current dues paid on or before January 1<sup>st</sup> of each year. Professional Membership is open to U.S. Citizens as well as persons who are not non-U.S. Citizens.

B. FULL-NDTA-CERTIFIED PROFESSIONAL MEMBERS -- This membership category is composed of those PROFESSIONAL MEMBERS who have been certified by N.D.T.A. restricted to individuals who have met by meeting all the requirements for certification as promulgated by the Examinations Department of N.D.T.A., including without limitation successfully passing such professional examination(s) as are required to earn a teacher certification at Bronze, Silver and/or Gold level, and/ or to earn an Associate, Masters, or Fellow Degree in American Smooth, American Rhythm, International

Standard, and/or International Latin styles of dance, or who have earned other certifications provided by N.D.T.A., membership, have completed one year of teaching ballroom dancing, have successfully passed the entrance exam, and who have maintained their N.D.T.A. membership active and current by timely paying their membership dues all current dues paid on or before January 1<sup>st</sup> of each year. NDTA-Certified Professional Membership is open to U.S. Citizens as well as persons who are not non-U.S. Citizens.

**C. HONORARY MEMBERS** – Any person, who has made some significant contribution to the objective of this organization of the dance profession, may be granted HONORARY MEMBERSHIP. They shall be exempt from the payment of all dues, fees, and assessments. They may attend meetings but have no vote. They shall be issued a permanent membership card by the President and kept on the active membership mailing list. Nominations for HONORARY MEMBERSHIP shall be presented, in writing, by three members in good standing to the Executive Board for action.

**D. SUPPORTER MEMBERS** – Any individual who has not met the requirements for FULL PROFESSIONAL MEMBERSHIP shall be entitled to membership in the N.D.T.A. upon payment of current dues on or before January 1<sup>st</sup> of each year. They may attend meetings but have no vote.

**E. YOUTH MEMBERS** -- Amateurs 17 years and under, who have timely paid such discounted dues as shall be determined by the Board of Directors or Executive Board to be applicable to Youth Members, can attend meetings but have no vote.”

## **ARTICLE VI**

**(Board of Directors, Officers & Executive Board)**

A new Section 1 shall be added to Article VI to clarify that (i) the Board of Directors of N.D.T.A. (consistent with the amendments to the Constitution adopted last year and the amendments now being implemented in the Articles of Incorporation) shall consist of between four and nine members elected to the Board by the members as provided in this Article, and (ii) the Board may delegate its duties for on-going day to day operation of the organization to an Executive Committee (called the “Executive Board” per last year’s amendments) comprised of the four Officers of the organization.

As amended, Article VI will read as follows:

### **“Section 1 – Board of Directors and Executive Board**

- a. The general management of the affairs of the organization shall be vested in the Board of Directors, and such Executive Committee (which shall be called the “Executive Board” throughout this Constitution) composed of the Officers of the organization as the Board of Directors may appoint to conduct the business of the organization in accordance with this Constitution and the Articles of Incorporation and Bylaws of the organization.**
- b. The Board of Directors of this organization shall consist of no less than four (4) and no more than nine (9) members of this organization, as may be designated by the Board of Directors from time to time. Directors shall be elected at an annual or special meeting of the members called for that purpose, to serve for two-year terms, or for such term(s) as may be designated by the Board of Directors and approved by the members; provided that any vacancies occurring on the Board of Directors between meetings of members called to elect directors may be filled by a majority vote of the directors then in office, such appointed directors to serve until the next meeting of members called to elect directors. The Officers of the organization shall be members of the Board of Directors, along with such other individuals as chosen by the members or by the Board of Directors in the manner provided herein. Vacancies on the Board of Directors shall not prevent the directors then in office from taking official action as the Board of Directors in the manner provided in this Constitution and Bylaws.**
- c. Action by the Board of Directors: Each director then in office shall be entitled to one vote at any meeting of the Board of Directors or in any action by written consent taken by the Board of Directors as provided herein. Actions may be taken by the Board of Directors by a majority vote of directors present, in person or by electronic means, at any duly called meeting of the Board of Directors at which a quorum of directors is present. A quorum for the conduct of business at any meeting of the Board of Directors shall require the presence, in person or by electronic means, of three directors who are Officers of the organization. Actions may also be taken by the Board of Directors by unanimous written consent of the directors then in office, in lieu of a meeting, in accordance with the provisions of the Florida Not For Profit Corporation Act.**

Meetings of the Board of Directors may be called by the President, by any three members of the Board of Directors, or by a majority of the members of any Executive Committee (or Executive Board) that may be in existence at such time. Written notice of any Board meeting, stating the purpose thereof, shall be delivered to each member of the Board of Directors, by regular mail or by e-mail or other electronic means, at least five days before the meeting date set in the notice, unless waived by any director in writing or by attending such meeting. Attending any meeting of directors, in person or by electronic means, constitutes waiver of notice.

**d. The Executive Board:** The Board of Directors may delegate authority to conduct the business of the organization to an Executive Committee (which shall be called the “Executive Board” throughout this Constitution), which the Board shall appoint as provided herein and in the Bylaws of the organization. The Executive Board shall be composed of the elected Officers of this organization, and shall have the duty to discharge the business of the organization in accordance its Articles of Incorporation, this Constitution and Bylaws of the organization, and the policies prescribed by the Board of Directors from time to time.

**Section 21 – Officers.** The ~~e~~Officers of this organization shall consist of:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer

These four (4) ~~e~~Officers make up the Executive Board.

All ~~Executive Board Members~~Officers shall be elected to such Officer positions and to the Board of Directors by the N.D.T.A. general membership by written plurality vote of those members who vote by electronic means in accordance with the provisions of this Constitution. Nominations will be made at the last meeting of members held every other calendar year, and posted in the minutes. Voting will be done electronically by e-mail with a closing date of November 30<sup>th</sup> of the same year. New ~~e~~Officers will take office January 1<sup>st</sup>, for a two-year term. Outgoing ~~e~~Officers are required to turn over all books and records to incoming officers prior to January 10th.

**Section 32 – Officers: Term of Office; Eligibility; Vacancies.** Any member qualified as defined in this section (~~23~~) shall be eligible for nomination to any of the foregoing ~~e~~Offices.

- A. Eligibility to serve as an Officer and on the Executive Board shall be restricted to ~~F~~full Professional mMembers. The term of office shall be for two (2) years with no maximum term(s) of office.
- B. The elected offices of President, Vice-President, Secretary, and Treasurer are nominated from the Grand Body membership for a two (2) year term with no maximum term(s) of office. The same individual may simultaneously hold more than one office in the organization, as permitted by the Florida Not For Profit Corporation Act.
- C. Should Aany officer ~~;-~~(President, Vice President, Secretary, or Treasurer), ~~who~~ resigns the office before the end of atthe fiscal year, ~~and becomes a member of the Grand Body,~~ such person is not eligible to be nominated as President at the next election.
- ~~A.D.~~ Any vacancy in an Officer position occurring between elections of Officers shall be filled by appointment of ~~T~~the President, who ~~will temporarily~~shall appoint a successor to fill such vacant Officer position for the remainder of the then current term of such Officer. these positions with appointments. If the President resigns or the position of President becomes vacant between elections of Officers, the Vice-President will take over the position of President for the remainder of the President’s term of office, and shall appoint a member to fill the office of Vice President for the remainder of the Vice President’s term of office.”

## ARTICLE VIII

(Duties of the Executive Board)

This Article shall be amended to clarify that the Board of Directors is the governing body of this organization, as required by Florida law, and the Board has authority to delegate to the Executive Board the duties to conduct the business of the organization in accordance with the policies of the Board of Directors and the Articles of Incorporation, this Constitution and Bylaws of the organization.

As amended, Article VIII will read as follows:

**Section 1** – The ~~Executive Board of Directors, as shall be~~ the governing body of this organization, may delegate to the Executive Committee (herein called the “Executive Board”) the duties to conduct the business of the organization in accordance with this Constitution and Bylaws of the organization and the policies of the Board of Directors. As part of such duties, the Executive Board ~~and~~ shall transact all business, including approval of all expenditures in accordance with this Constitution. All constitutional changes shall be brought before the ~~Grand Body~~members of the organization for final approval. ~~Cross-reference~~ Meetings of the Board of Directors and of the Executive Board shall be conducted in accordance with Robert’s Rules of Order.

**Section 2** – All Executive Board members must attend all meetings of the Executive Board or be excused by the majority of the Executive Board members present at the meeting missed. Two unexcused absences constitute dismissal from the Executive Board and replacement by a President’s appointment.

**Section 3** –

A. The Executive Board, upon receiving the Agenda for the National Dance Council’s bi-annual meetings, shall discuss and vote on all issues. The ~~Grand Body~~members of the organization will be asked to discuss and vote on the Agenda and, the results given to the Delegate(s) to act upon at the Council meeting.

B. The Executive Board shall select Delegate(s), if any, to attend National Dance Council (“N.D.C.A.”) meetings. The Delegate(s) shall present a Delegate’s Report at the following meeting. If no Delegate is sent, a proxy vote shall be sent to the Chairman of N.D.C.A., marked “no other vote may be cast, without the consent of the N.D.T.A. Executive Board.”

C. The Delegate(s) shall receive no more than \$1,500.00 in total toward expenses for each N.D.C.A. meeting subject to pre-approval by the Executive Board.”

**ARTICLE XVI**  
(Bylaws)

Article XVI is amended to read as follows:

“The Bylaws of National Dance Teachers Association of America, Inc., a Florida non-profit corporation, shall be and are hereby amended to be consistent with the provisions of this Constitution, as amended by the amendments approved herein, and the provisions of this Constitution, as amended, are hereby incorporated in and made a part of the Bylaws of the organization.”