

**AMENDED AND RESTATED BYLAWS
OF
DANCE STUDIES ASSOCIATION, INC.**

**ARTICLE I
NAME; PURPOSE; LOCATION**

- Section 1. The name of this organization shall be the DANCE STUDIES ASSOCIATION, INC. (the “*Organization*”).
- Section 2. The purposes of the Organization, all of which are nonprofit and to be performed voluntarily, are:
- (a) To support and promote dance research within the academy and beyond.
 - (b) To encourage educational and scholarly endeavors within a broad range of interdisciplinary approaches to the research of dance in all its diversity.
 - (c) To carry out these educational and scholarly endeavors through initiatives, such as conferences, public discussion groups or forums, and other programs aiding the members in their myriad roles as artists, educators, archivists, researchers and writers.
- Section 3. The Organization may have offices, and the books and records of the Organization may be kept, at such other places within or without the State of New York as the Board of Directors of the Organization (the “*Board*”) may from time to time appoint or the business of the Organization may require. For the purposes of these Bylaws, “*N-PCL*” shall mean the New York State Not-for-Profit Corporation Law, as now in effect or as may hereafter be amended.

**ARTICLE II
MEMBERSHIP**

- Section 1. Classification
There shall be two classifications of membership: Individual and Organizational. Within Individual membership, there shall be categories for Regular, Student, Retired and Honorary members.
- Section 2. Qualifications and Privileges
- A. Individual members shall be anyone interested in dance studies and shall be eligible to vote, hold elected office, and serve on task forces and committees.
 - 1. Regular members shall be anyone interested in dance studies and shall be eligible to vote, hold elected office, and serve on volunteer task forces and committees.
 - 2. Student members shall be current full-time dance studies students. Student members shall be eligible to vote, hold elected office, and serve on volunteer task forces and committees.

3. Retired members shall be 65 years of age and no longer employed full-time. Retired members shall be eligible to vote, hold elected office, and serve on volunteer task forces and committees.

4. Honorary members shall be individuals who have received unanimous approval by the Board in recognition of their outstanding contribution to dance studies. Honorary members shall be excluded from voting and holding elected office, but may serve on volunteer task forces and committees.

B. Organizational members shall be organizations, corporations, institutions of higher education, practitioner-based organizations and dance related organizations who are interested in the Organization's purpose. One representative from each Organizational member shall be eligible to vote, hold elected office, and serve on volunteer task forces and committees on behalf of such Organizational member; other members of any Organizational member shall be eligible to vote, hold elected office, and serve on volunteer task forces and committees if they maintain individual memberships (but only in such capacity as an Individual member).

Section 3. Payment of Dues and Termination

Any individual eligible for membership may become a member upon completion of application and payment of annual dues to the Organization. Honorary members shall be exempt from paying dues.

A. All members shall pay annual dues prior to the beginning of date of the annual dues cycle as determined by the Board.

B. In the event any member shall become delinquent in the payment of dues for thirty (30) days past the start of the annual dues cycles, such member shall be notified of the delinquency; if such a delinquency continues for a period of thirty (30) days after such notice, such delinquent member shall automatically be declared in default and be suspended from the Organization until such time as the dues are paid. Said member shall not receive any benefits of the Organization during this suspension.

**ARTICLE III
OFFICERS AND BOARD OF DIRECTORS**

Section 1. The officers of the Organization shall consist of President, President-Elect, Immediate Past President, Secretary, Treasurer, Vice President for Awards and Prizes, Vice President for Conference, Vice President of Professional Development, and Vice President of Publications and Research.

The President-Elect shall automatically succeed to the office of President at the beginning of the term, September 1 (or such other date determined by the Board) in the odd numbered years. The out-going President becomes the Immediate Past President. The President-Elect shall serve for one (1) year, and the Immediate Past President shall serve for a period of one (1) year. The President shall serve for a term of two (2) years. The Vice Presidents shall serve for a term of two (2) years, and two are elected on even numbered years and two on odd numbered years.

The Secretary and Treasurer shall be elected in even-number years and serve two (2) year terms.

Section 2. The Board shall consist of the officers of the Organization in office at the time and up to eight (8) members of the Organization elected by the membership at-large and up to two (2) graduate student representatives. The eight (8) at-large members of the Board shall serve for a term of two (2) years. The eight (8) directors at-large shall be elected to staggered terms. The two graduate student member representatives shall be elected by the membership, on staggered terms. Members of the Board may serve a maximum of two (2) terms except for the President-Elect and the Immediate Past President, who each may serve a maximum of one (1) term.

Section 3. Nominations for President-Elect, Secretary, Treasurer, Vice President for Awards and Prizes, Vice President for Conference, Vice President of Professional Development, Vice President of Publications and Research and directors at-large and graduate student representatives shall be made by the Nominations Committee.

Candidates for any officer or director at-large position must be current members of the Organization in good standing at the time of the nomination application deadline.

The Nominations Committee shall report their slate of officers, directors at-large, and graduate student representatives to the President for approval by the Board no later than ninety (90) days prior to the election. Names of all nominees shall be published and disseminated to each member no later than thirty (30) days prior to the election. The names of all properly nominated candidates shall appear on the official ballot submitted to the members. The candidate receiving the highest number of votes for each elected position shall be declared to be elected. All elections shall be held and completed no later than May 15 (or such other date determined by the Board). All elected terms and appointments begin on September 1 (or such other date determined by the Board). Elections may be held by any means permitted by the N-PCL. Tie votes shall be broken by the drawing of lots.

Section 4. The President shall be the Chief Elected Officer of the Organization. The President shall preside at all meetings of the Organization and of the Board. The President shall appoint the chair of committees not accounted for in the Bylaws, subject to approval of the Board. The President shall designate members of the Board to act as board liaisons for committees as needed. The President is empowered to open bank accounts for the Organization. The President shall be empowered to appoint task forces for special projects with approval by the Board

Section 5. The President-Elect shall preside at the meetings of the Organization and of the Board in the absence of the President. In the event of the disability of the President, the President-Elect shall become acting President with all the powers of the President. If there is no President-Elect in office in the event of the disability of the President, succession shall proceed as defined in Section 10.

Section 6. The Secretary shall keep the records and papers of the Organization and shall keep the minutes of all meetings of the Organization and of the Board. The Secretary shall perform such other duties as the Board may assign.

- Section 7. The Treasurer shall keep accurate account of the financial transactions of the Organization. The Treasurer shall deposit all funds of the Organization in the name and to the credit of the Organization in the banks or other depositories chosen by the Board. The Treasurer is empowered to open bank accounts for the Organization. When requested by the Board, the Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Organization, and shall perform any other duties assigned by the Board. The Treasurer shall be required to submit an annual accounting and proposed budget, both of which shall be approved by the Board and shall be available to all members. The Treasurer shall secure a fidelity bond at the expense of the Organization, the limits of which shall be fixed by the Board and reviewed as necessary.
- Section 8. The Immediate Past President shall assume the responsibilities of Parliamentarian and Archivist. The Immediate Past President shall be familiar with *Roberts' Rules of Order Newly Revised* and shall assist the President in the orderly conduct of all meetings of the Organization. The Immediate Past President shall interpret all questions of procedure and Bylaw construction. The Immediate Past President shall oversee the collection and archiving of all records, publications, and papers of historical significance to the Organization.
- Section 9. The Board shall have general management of the affairs of the Organization, shall set the dues for the Organization, and shall make all contracts, or shall authorize all contracts made in the name of the Organization.
- Section 10. Vacancies
In the event that a vacancy occurs in the office of President, the President-Elect shall automatically succeed to the presidency and the office of President-Elect shall remain vacant until the next scheduled balloting for President-elect. The President-Elect shall subsequently serve his or her two-year term of office as President.

In the event that the President becomes unable to serve in a year when there is no President-Elect in office, the Board shall appoint an interim President, selected from the current Board, to serve the remainder of the term. In the event that a vacancy occurs for any other office, the Board shall appoint a qualified member of the Organization to fill the vacancy, and the appointee to the vacated office will serve for the remainder of the term. In the event that a vacancy occurs on the Board for any at-large directors or graduate student representatives, the Board shall appoint a qualified member of the Organization to fill the vacancy, and the appointee to the vacated office will serve for the remainder of the term.
- Section 11. Removal of Directors or Officers
The Board, by vote of a majority of the entire board of directors then in office, may remove any officer or director for cause at a special meeting of the Board called for that purpose. Missing three consecutive meetings shall constitute cause for removal.
- Section 12. The Board shall approve all committee appointments made by the President, approve the budget of the Organization, and approve all civic, educational and social programs of the Organization.
- Section 13. Meetings of the Board may be called by the President on fifteen (15) days' notice in writing to each director. The meeting shall be called by the President or the Secretary in like manner and on like notice, on the written request of six (6) directors.

Section 14. At all meetings of the Board, a majority of the entire board of directors then in office shall be necessary and sufficient to constitute a quorum, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board. Any action required or permitted to be taken by the Board or by any of its committees may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee. Participation of one or more directors by conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

Section 15. The Board shall fix the compensation, if any, of any officer or employee. In determining compensation, the Board shall consider the compensation offered by comparable organizations for similar positions and shall document the basis for its decisions. If an officer or employee is a member of the Board, he or she may not participate in the discussion or the vote with respect to his or her compensation.

ARTICLE IV ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

Section 1. The Organization shall hold an annual membership meeting at the time and place designated by the Board, to be designated no later than six (6) months prior to the date of the meeting. Written notice specifying the time, date, and place of the annual meeting shall be given to each member by the Secretary no later than three (3) months prior to the opening of said annual meeting.

Section 2. The program of the annual membership meeting shall be prepared by the President and Executive Committee for the approval of the Board.

Section 3. Special meetings of the Organization shall be called at such time and place as the Board may select and shall be called upon a petition of twenty-five (25) members in good standing within thirty (30) days after receipt by the President of such petition. The Secretary shall give thirty (30) days written notice of any special meeting to each member.

Section 4. 10 per cent or one hundred (100) members in good standing, or whichever is lowest, whether through written proxy or in attendance, shall constitute a quorum for the transaction of business at the annual membership meeting or any special meeting.

ARTICLE V COMMITTEES

Section 1. Committees may be established from time to time as appropriate and approved by the Board. The chair of each committee shall be appointed by the President by September 1 (or such other date determined by the Board), following the May 15 elections (or the elections held on such other date as determined by the Board), and such chair shall be approved by the Board and be responsible to the Board.

Section 2. The chair of each committee shall preside at all committee meetings and shall present a report to the Board at each meeting of the Board.

- Section 3. The Board shall define the function of each committee. Committee appointments are made by the chair of each committee and approved by the Board. Committee member terms are for one year; chair terms are for two years except for the Nominations Committee. Vacancies which occur on the Nominations Committee after their election shall be filled by the board.
- Section 4. There shall be an Executive Committee composed of the President, President-Elect, Secretary, Treasurer and the Vice President for Conference and the Vice President of Publications and Research, which shall have all the powers of the Board to transact business between meetings of the Board in accordance with rules established by the Board, except as to the following matters: (A) the filling of vacancies on the Board or on any committee; (B) the amendment or repeal of the Bylaws or the adoption of new Bylaws; (C) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and (D) the fixing of compensation of the directors for serving on the Board or any committee.
- Section 5. The Nominations Committee shall consist of no more than five (5) members, two (2) of whom are appointed by the President; and three (3) who shall be nominated by the Nominations Committee and elected by the membership with all other elections for offices completed by May 15 (or such other date determined by the Board). The term of office for members of the Nominations Committee shall be three (3) years. The term of service will commence on September 1 (or such other date determined by the Board) in the year of election and conclude three (3) years later. One (1) member shall be elected by ballot each year. A Nominations Committee member shall serve no more than one (1) term.
- Vacancies on the Nominations Committee shall be filled by appointment by the Board with appointees to serve the remainder of the vacated term. If the office of chair of the Nominations Committee becomes vacant, the chair-elect shall automatically succeed to the office of chair, and a new chair-elect shall be elected by the committee from among those members serving the second year of their three-year term.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS AND LOANS

- Section 1. Unless the Board shall specifically require an additional signature, the President shall have the authority to sign alone, in the name of the Organization, all checks and all contracts authorized either generally or specifically by the Board. The Treasurer shall have the authority to sign alone, in the name of the Organization, all checks. The Board shall determine who is authorized to sign other documents on the Organization's behalf. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.
- Section 2. The Board shall select depositories for the funds of the Organization and may hold the Organization's funds in cash or invest them in whatever real or personal property the Board thinks desirable.
- Section 3. No loans or other indebtedness shall be contracted on behalf of the Organization unless specifically authorized by the Board. No loans shall be made by the Organization to its

directors, officers, or employees or to any other corporation, firm, association or other entity, except that in accordance with Section 716 of the N-PCL, the Organization may make a loan to another charitable corporation, as defined in Section 102 of the N-PCL.

**ARTICLE VII
INDEMNIFICATION; INSURANCE**

- Section 1. The Organization shall, to the fullest extent now or hereafter permitted by Sections 721-726 of the N-PCL, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a director, officer, employee or agent of the Organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Organization shall pay expenses incurred in such actions of proceedings in advance of the final disposition of such actions of proceedings upon receipt of an undertaking by or on behalf of such director, officer, or employee to repay such amount as and to the extent, required by Section 725 of the N-PCL.
- Section 2. The Board shall purchase and maintain insurance in accordance with, and subject to, the provisions in Section 726 of the N-PCL.

**ARTICLE VIII
AMENDMENTS**

The Board, by vote of a majority of the entire board of directors then in office, may amend the Bylaws, except that a vote of two-thirds of the entire board of directors then in office shall be required for any amendment which increases the quorum requirement or proportion of votes necessary for the transaction of business or of any specified item of business.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

The rules contained in *Roberts' Rules of Order Newly Revised* shall govern all meetings in all cases in which they are not inconsistent or in conflict with these Bylaws.

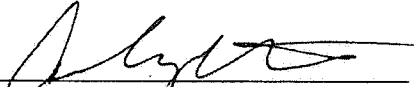
**ARTICLE X
FISCAL YEAR**

The fiscal year of the Organization shall be January 1 through December 31.

These Amended and Restated Bylaws were adopted by a resolution of a majority of the Board of the Dance Studies Association, Inc. on May 22, 2016.

AFFIRMATION OF BYLAWS

I, Ann Cooper Albright, as Secretary of the Dance Studies Association, Inc. declare that the foregoing Amended and Restated Bylaws represent a true, current, complete and correct copy of the Bylaws of the Dance Studies Association, Inc., as approved by the Board of Directors of said corporation in a resolution dated May 22, 2016.



Ann Cooper Albright