

BY - LAWS
REGIONAL DANCE AMERICA/PACIFIC
May 15, 2011

CONTENTS

I	MISSION	1
II	NAME AND OFFICE.....	1
III	GEOGRAPHICAL SCOPE.....	1
IV	PRINCIPAL OFFICE	1
V	CODE OF ETHICS	1
1	FAIR PLAY	1
2	TRUTH AND INTEGRITY.....	1
3	NO SOLICITATION OF DANCERS	1
4	NO MISLEADING PUBLICITY	1
5	ADHERANCE TO BY-LAWS	2
VI	MEMBERSHIP	2
1	COMPANY MEMBERSHIPS	2
A	ELIGIBILITY	2
B	APPLICATION	3
C	RIGHTS OF MEMBER COMPANIES IN GOOD STANDING	4
D	RE-EVALUATION	4
E	TERMINATION OF MEMBERSHIP BY RESIGNATION.....	5
F	MEMBERSHIP REJOINING	5
G	LEAVE OF ABSENCE.....	5
2	ASSOCIATE MEMBERSHIPS	6
A	PATRON MEMBERSHIP	6
B	SPONSOR MEMBERSHIP	6
C	BENEFACTOR MEMBERSHIP	6
D	RIGHTS OF ASSOCIATE MEMBERS.....	6
3	HONORARY MEMBERSHIPS.....	6
4	TRANSFERABILITY OF MEMBERSHIP.....	7

5	SUSPENSION AND EXPULSION	7
VII	DUES	7
1	AMOUNT.....	7
2	LATE OR NONPAYMENT OF DUES	7
3	INITIAL YEAR'S DUES	7
4	NO REFUND	7
5	NATIONAL ASSOCIATION DUES	7
VIII	MEETINGS OF THE GENERAL MEMBERSHIP.....	8
1	ANNUAL MEETINGS.....	8
2	QUORUM	8
3	PROXY	8
4	TRANSACTION OF BUSINESS	8
5	WAIVER OF NOTICE	8
IX	BOARD OF DIRECTORS.....	8
1	NUMBER OF DIRECTORS.....	8
2	QUALIFICATIONS	8
3	QUORUM	9
4	POWERS OF THE BOARD OF DIRECTORS.....	9
A	CONTRACTS.....	9
B	BUSINESS	9
C	FINANCE.....	9
5	ELECTION AND TERM OF OFFICE.....	9
6	VACANCIES	9
7	TIME AND PLACE OF MEETING	9
8	NOTICE OF MEETINGS.....	10
9	NOTICE OF ADJOURNED MEETING.....	10
10	VOTING.....	10
11	VOTING BY MAIL.....	10
12	WAIVER OF NOTICE	10
13	ACTION WITHOUT A MEETING.....	10
14	TRANSACTION OF BUSINESS	10
15	CONDUCT OF THE MEETINGS.....	11

16	REMOVAL	11
17	ABSENCE.....	11
18	COMPENSATION	11
19	ATTENDANCE AT BOARD MEETINGS BY OTHERS	11
X	RDA/P OFFICERS	11
1	OFFICERS	11
2	ELECTION	11
3	VACANCIES	12
4	REMOVAL	12
5	DUTIES OF OFFICERS.....	12
A	DUTIES OF THE CHAIRMAN OF THE BOARD.....	12
B	DUTIES OF THE CHAIRMAN-ELECT OF THE BOARD.....	12
C	DUTIES OF THE FESTIVAL HOST	12
D	DUTIES OF THE FIRST VICE-CHAIRMAN.....	12
E	DUTIES OF THE SECOND VICE-CHAIRMAN.....	13
F	DUTIES OF THE SECRETARY	13
G	DUTIES OF THE TREASURER.....	13
H	DUTIES OF THE TREASURER-ELECT.....	13
I	DUTIES OF THE HISTORIAN.....	14
J	DUTIES OF THE PARLIAMENTARIAN.....	14
K	DUTIES OF THE ALTERNATE COORDINATOR.....	14
L	DUTIES OF THE STANDARDS CHAIRMAN.....	14
M	DUTIES OF THE MEMBERSHIP CHAIRMAN.....	14
XI	COMMITTEES	14
1	EXECUTIVE COMMITTEE.....	14
2	NOMINATING COMMITTEE	15
3	MEMBERSHIP COMMITTEE	15
4	OTHER COMMITTEES	15
XII	ADJUDICATION	15
1	ADJUDICATOR.....	15
2	ADJUDICATOR CONTRACT	15
3	ADJUDICATION EXPENSES	15

4	WITHDRAWAL.....	16
5	ADJUDICATION REPORT	16
6	REGIONAL HONOR COMPANIES	16
XIII	FESTIVAL PERFORMANCES.....	16
1	ANNUAL EVENT.....	16
2	FESTIVAL COMMITTEE	16
3	FESTIVAL HOST	16
4	FESTIVAL SUPPORT BY MEMBER COMPANIES	16
5	FESTIVAL EXPENSES	16
6	NATIONAL FESTIVAL.....	16
XIV	FISCAL YEAR.....	17
XV	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....	17
1	EXECUTION OF INSTRUMENTS	17
2	CHECKS AND NOTES.....	17
3	DEPOSITS	17
4	GIFTS.....	18
XVI	AFFILIATION.....	18
XVII	PARLIAMENTARY AUTHORITY	18
XVIII	AMENDMENT OF BY-LAWS	18

BY - LAWS
REGIONAL DANCE AMERICA/PACIFIC

I MISSION

This corporation is an association of ballet companies dedicated to the pursuit of excellence through performance, education, networking and promotion of the art of dance throughout the Pacific Region.

II NAME AND OFFICE

The name of this organization shall be REGIONAL DANCE AMERICA/PACIFIC, a Non-Profit, Public Benefit Corporation, an affiliate of Regional Dance America, and shall be hereinafter referred to as "RDA/P" and/or "this corporation."

III GEOGRAPHICAL SCOPE

The membership of this corporation shall be drawn from the Pacific States of Alaska, Washington, Oregon, California, Hawaii, Idaho, Nevada, Arizona, Utah, Montana, Wyoming, and the bordering provinces of Canada.

IV PRINCIPAL OFFICE

The principal office for the transaction of the business of this corporation shall be at the office of the current Chairman of the Board.

V CODE OF ETHICS

1 FAIR PLAY

We shall hold for Regional Dance America/Pacific and those within our association the highest respect. To achieve this objective, our relationship with all companies shall be motivated by the highest ideals of fair play in all business practices.

2 TRUTH AND INTEGRITY

We shall, in our covenant with the public, establish a foundation of truth and integrity in all words and deeds.

3 NO SOLICITATION OF DANCERS

We shall deem as unethical solicitations of other companies' dancers.

4 NO MISLEADING PUBLICITY

We shall deem as unethical the use of misleading statements in all publicity and advertising media.

5 ADHERANCE TO BY-LAWS

We shall honor our commitments as member companies of Regional Dance America/Pacific to the By-Laws, including the Code of Ethics. Any serious infringement of the By-Laws, including the Code of Ethics, may be reviewed by the Executive Committee, and appropriate action taken.

VI MEMBERSHIP

There shall be three classes of membership in this corporation, namely: COMPANY, ASSOCIATE, and HONORARY. Each class of membership is an annual membership, except HONORARY, which may be lifetime.

1 COMPANY MEMBERSHIPS

There shall be three (3) categories of COMPANY MEMBERSHIP, namely, PERFORMING PROFESSIONAL, PERFORMING, and NEW COMPANY Membership. Any dance company that meets the requirements of Eligibility, Application, Evaluation, and Membership Approval, may, upon payment of annual dues as set forth herein, be a member of this corporation.

A ELIGIBILITY

To be eligible for membership, the company must:

- i** Be a Non-Profit corporation.
- ii** Be incorporated by the state in which the company's principal office is located, for at least one year. The applicant company must present the following documents (2 copies of each): The page from the Articles of Incorporation showing state approval; and federal tax exemption under IRS 501 (c) (3).
- iii** Consist of at least eight dancing members exclusive of the artistic director(s) and must maintain this number of dancing members. All dancing members must be at least thirteen years of age prior to August 31st following the Festival.
- iv** Have appeared in at least two separate events during the previous twelve months, charging admission to performances (as distinct from school recital or exhibitions of technique or promotional enterprises), or being paid for said performances.
- v** Have one or more Artistic Directors from the company who have attended at least one Festival sponsored by this corporation before applying for membership.
- vi** Provide full insurance coverage for all its members in attendance at any RDA/P sponsored function, as this corporation will not be held financially liable for any illness, accident, injury, or death.
- vii** RDA/P is not obligated to accept a company into its membership unless that company shows potential for technical and artistic development.

viii RDA/P shall ensure equal opportunity of participation to qualified applicants without regard to race, national origin, gender, sexual orientation, creed, marital status, age, physical or sensory challenge.

B APPLICATION

Any applicant considering itself eligible, as provided above, and desirous of achieving membership in this corporation may request an application. Upon submission of the application package and payment of the application fee set forth in the Standing Rules of this organization, the Membership Chairman shall investigate the applicant's eligibility and qualifications. If in order, the Membership Chairman shall notify the membership of an impending recommendation of a company for evaluation. There will then be a two-week waiting period prior to notification of the applicant company to give the member companies time to correspond with the membership committee regarding the company being considered for evaluation. If all comments are resolved satisfactorily, then the Membership Chairman shall make all the necessary arrangements for the applicant to be evaluated.

i FESTIVAL GUEST COMPANY

With the approval of the membership committee and the Festival host, a company may be invited to attend an RDA/P Festival as a guest company. Eligibility requirements for Guest Companies are that they must provide insurance for all of their participants and all dancers must meet the minimum age requirement for RDA/P membership. All Guest Companies must adhere to the RDA/P rules for the minimum number of chaperones and dancers must abide by the RDA/P dress code and behavior guidelines. Logistical details shall be discussed and agreed upon at the fall meeting on an annual basis.

ii EVALUATION

Prior to becoming a member of RDA/P, each applicant company shall be evaluated. The evaluation shall take place at a time and location determined by the Evaluating Company and the Membership Chairman. Evaluation is held at the applicant's expense. At least one (1) Artistic Director of an RDA/P Performing Member Company in good standing, chosen by the Membership Committee, must be present at the evaluation. The evaluation must be videotaped and a copy given to the RDA/P representative(s) at the time of the evaluation. An evaluation fee in the amount of 20% of the current Member Company dues shall be submitted prior to the evaluation. This fee is nonrefundable, regardless of the outcome of the evaluation. The evaluation shall consist of a warm-up class and a performance. The evaluating company must show its entire membership in the warm-up class, which must be taught by the Artistic Director, and at least eight (8) dancers, exclusive of the Artistic Director(s), who are at least thirteen (13) years of age in the performance. The time limits for the evaluation process are set forth in the Adjudication Guidelines of this corporation. The Artistic Director(s) of the applicant company will be given a written report from the Membership Chairman following the evaluation.

iii APPROVAL

The Membership Chairman shall report to the PERFORMING MEMBERS of this corporation concerning their findings. If the applicant meets all of the qualifications set forth above, the Evaluating Company will become an RDA/P NEW COMPANY. The Membership Committee shall designate whether or not the NEW COMPANY should be placed in apprentice classes at their first Festival.

iv INTERNSHIP

Any NEW COMPANY that is accepted into membership must fulfill a mandatory 2-year internship in which they will adjudicate works and participate in Festival classes. NEW COMPANIES may choose whether or not to perform at Festival in their first year. They will perform at their second Festival as part of their re-evaluation to determine full membership into RDA/P. NEW COMPANIES may not present Emerging works for adjudication, are not eligible for choreography awards, and their dancers may not audition for scholarships or participate in RDA/P integrated works.

C RIGHTS OF MEMBER COMPANIES IN GOOD STANDING

i RIGHTS OF PERFORMING MEMBER COMPANIES

Companies accepted as PERFORMING MEMBERS of this corporation shall:

- a** Be entitled to one vote in all matters concerning the General Membership.
- b** PERFORMING COMPANY representatives are eligible for election to the RDA/P Board of Directors and may be elected RDA/P Officers.
- c** Be entitled to present works for adjudication, and to appear in a Festival Performance.
- d** Be entitled to use the name of, and/or to refer to their association in RDA/P in any or all forms of public communication.
- e** Be entitled to apply to host a Festival.

ii RIGHTS OF NEW COMPANIES

Companies accepted as a NEW COMPANY member of this corporation shall:

- a** NEW COMPANY representatives are not entitled to vote or make motions. They may speak to an issue.
- b** Be required to present works for adjudication, and may choose to appear in a Festival Performance.
- c** Be entitled to attend and participate in all RDA/P-sponsored functions and events.

D RE-EVALUATION

If circumstances warrant, any Member Company of RDA/P may be re-evaluated for membership in this corporation. Re-evaluation shall be held at the annual Festival. All Performing Member Companies who are not evaluating will have one vote. The re-evaluation shall consist of a class and a Festival performance. The re-evaluating company must show its entire membership in the warm-up class, which should be taught by the

Artistic Director. In the Festival performance, the re-evaluating company must show at least eight (8) dancers, exclusive of the Artistic Director(s), who are at least thirteen (13) years of age. Re-evaluating Companies will be placed on the first or second evenings' programs to facilitate the re-evaluation process. The circumstances that may warrant a re-evaluation are:

i CHANGE OF ARTISTIC DIRECTOR

If there is any change of Artistic Directors within a Member Company, RDA/P may elect to re-evaluate the company for membership. Subject Company may be re-evaluated at the following RDA/P Festival.

ii DIVISION WITHIN A MEMBER COMPANY

In the event of a division within a Member Company (PERFORMING PROFESSIONAL or PERFORMING), either as governing body, Artistic Director, company personnel, or all of these; each group resulting and/or continuing from such a division must be evaluated as prescribed in these By-Laws for membership in this corporation; and in such an event, transfer of Honor Company status, or credit(s) toward same to any resulting company shall be determined by the RDA/P PERFORMING MEMBERS.

iii NEW COMPANY IN SECOND YEAR OF MEMBERSHIP

All New Companies will be re-evaluated in their second year of membership to determine full membership into RDA/P.

E TERMINATION OF MEMBERSHIP BY RESIGNATION

The membership of any member of this corporation shall automatically terminate on his written request for such termination, prior to the scheduling of the adjudication tour.

F MEMBERSHIP REJOINING

In the event a former Member Company wishes to rejoin, within 18 months of membership termination, only one consultant shall be required to view and recommend for re-entry; with the provision that there has been no major change in artistic direction and/or the company's Board Of Directors. After 18 months of not participating in two consecutive Festivals or in the event of a new Artistic Director, or the company's Board Of Directors has changed, the company shall be treated as a new applicant.

G LEAVE OF ABSENCE

A Member Company may be granted a leave of absence for one year, for extenuating circumstances, upon approval of the Board of Directors. The Artistic Director or qualified representative must attend Festival and designated meetings.

i LEAVE OF MEMBERSHIP

A Member Company on a Leave of Membership may not participate in the annual Festival performances or classes. The Company must pay dues, one-half of which will be shared with the Host Company in lieu of kit purchases, and an additional payment must be made to the Host Company as outlined in the Standing Rules of this organization. A Leave of Membership must be requested in writing no later than the Fall Meeting prior to

Festival.

ii LEAVE FROM ADJUDICATION

A Member Company who is granted a Leave from Adjudication may not perform at the annual Festival, but its dancers may participate in Festival classes. The Company must pay dues and must meet the minimum kit purchase requirement for the annual Festival set forth in the Standing Rules of this organization.

2 ASSOCIATE MEMBERSHIPS

There shall be three categories of ASSOCIATE MEMBERSHIPS, namely: PATRON, SPONSOR, and BENEFACTOR.

A PATRON MEMBERSHIP

A Patron Membership is open to any individual (not a school, company, business group, or organization) who is interested in supporting the objectives of this corporation, and who has contributed monies in the amount set forth in the Standing Rules for Associate Membership. Husband and wife may jointly hold one membership.

B SPONSOR MEMBERSHIP

A Sponsor Membership is open to any dance school, or small business which is interested in supporting the objectives of this corporation, and who has contributed monies in the amount set forth in the Standing Rules for Associate Membership.

C BENEFACTOR MEMBERSHIP

A Benefactor Membership is open to any major corporation which is interested in supporting the objectives of this corporation, and who has contributed monies in the amount set forth in the Standing Rules for Associate Membership.

D RIGHTS OF ASSOCIATE MEMBERS

Those who are accepted as ASSOCIATE MEMBERS of this corporation shall:

- i** Be entitled to attend and participate in all RDA/P-sponsored functions and events.
- ii** Be able to use the amount of monies contributed to this corporation as Income Tax deductions as allowed by law.
- iii** Be permitted to be elected to serve on the Board Of Directors of this corporation.
- iv** Associate Members are not entitled to vote or make motions. They may speak to an issue.
- v** Associate Members are not permitted to use the name of the RDA/P or their association with this corporation in any public communication unless approval by the Executive Committee is obtained.

3 HONORARY MEMBERSHIPS

An Honorary Membership is awarded only by the unanimous vote of the Board Of Directors, and may be awarded on an annual or lifetime basis, as determined by the Board. Although this member enjoys all the privileges of Associate Membership, no dues are required. Honorary Members shall be entitled to one vote at all

General Membership meetings.

4 TRANSFERABILITY OF MEMBERSHIP

Membership in this corporation is nontransferable and nonassignable.

5 SUSPENSION AND EXPULSION

No member may be expelled or suspended, and no membership or membership rights may be terminated, except according to procedures as set forth in the California Corporations Code 5341, which provides for the giving of fifteen (15) days prior notice of the expulsion, suspension, or termination, and provides for an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination.

VII DUES

1 AMOUNT

The RDA/P dues shall be recommended by the RDA/P Board membership and approval voted at the Festival General Membership meeting. All RDA/P Members, except Honorary Members, shall pay dues to this corporation. The current dues assessment amount is given in the Standing Rules for this corporation.

2 LATE OR NONPAYMENT OF DUES

The Treasurer shall send invoices of the current year's dues to the membership by September 1. Payment of dues must be received or postmarked by the first day of the Fall General Membership meeting. A 25 percent deposit will be accepted (which shall be non-refundable). If the 25 percent deposit is not received by that date, the member company shall be declared delinquent and shall be notified by the Treasurer, and a 10% penalty will be assessed on the unpaid balance. Members failing to pay the remaining 75 percent by November 1 will be assessed a 50 percent penalty per annum on the unpaid balance and shall be declared ineligible to adjudicate. Members who have not paid dues in full by December 1 will be dropped from membership. (The Treasurer shall quote this paragraph in requesting payment of dues.)

3 INITIAL YEAR'S DUES

Dues of NEW COMPANIES admitted after the Festival shall be credited to the next succeeding calendar year. All other dues, for ASSOCIATE MEMBERS, shall apply to the year in which they are paid.

4 NO REFUND

There shall be no refund of dues for withdrawal from membership, or otherwise.

5 NATIONAL ASSOCIATION DUES

Annual membership dues to RDA shall be paid for each PERFORMING Company and for the REGIONAL REPRESENTATIVES (Chairman and Coordinator) of this corporation in the amount agreed upon by the Board of Directors of RDA, and as ratified by this corporation.

VIII MEETINGS OF THE GENERAL MEMBERSHIP

1 ANNUAL MEETINGS

There shall be one (1) or more Membership meetings held annually at the Festival. In addition, an Artistic Director or qualified representative from each PERFORMING and NEW Company is required to attend the official meetings in their entirety. Failure to attend or send a qualified representative to the meeting will result in suspension from the organization. Failure to attend for the entire time of the meeting will result in a fine of \$150.

2 QUORUM

A quorum for any meeting shall be a majority of the PERFORMING MEMBERS present and entitled to one vote.

3 PROXY

A written proxy may be used for voting in general membership meetings. However, a proxy may not be used for an entire meeting session.

4 TRANSACTION OF BUSINESS

Annual Meetings of the General Membership shall be to elect the Board of Directors, to receive reports from officers of this corporation and committee chairmen, and to conduct any other business that may arise. The business transacted at any special meeting shall be limited to that mentioned in the notice of such meeting. Any vote by mail must be conducted via the United States Post Office. Voting by mail should be limited to business emergencies that cannot wait until the next meeting. No vote result will be announced until every member has been contacted.

5 WAIVER OF NOTICE

The transactions at any meetings of the General Membership of this corporation, however called or noticed, shall be as valid as though had at a meeting held on regular call and notice, if a quorum is present and, if either before or after the meeting, each of the MEMBERS not present signs a written waiver of notice, or a consent to hold the meeting, or an approval of the Minutes of the meeting. All the waivers, consents or approvals shall be filed with corporate records, or be made a part of the Minutes of the meeting.

IX BOARD OF DIRECTORS

1 NUMBER OF DIRECTORS

The Board of Directors shall consist of no fewer than nine members and no more than twenty-five until the number is changed by Amendment to these By-Laws.

2 QUALIFICATIONS

Any member of this corporation in good standing is eligible to serve as a Director. No Company shall have more than one representative on the Board of this corporation at any time, unless the additional representative

from that company is otherwise eligible because of his/her PATRON, BENEFACTOR or HONORARY Membership in this corporation

3 QUORUM

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

4 POWERS OF THE BOARD OF DIRECTORS

Subject to the limitations of the Articles of Incorporation, other sections of these By-Laws, and of California law, all corporate powers of this corporation shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors. Without limiting their general powers, the Board of Directors shall have the following powers:

A CONTRACTS

To select and remove all agents and employees of this corporation, prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation, or these By-Laws, fix their compensation, if any, and require from them security for faithful service.

B BUSINESS

To conduct, manage and control the business of this corporation, and to make rules and regulations not inconsistent with the law, the Articles of Incorporation or these By-Laws.

C FINANCE

To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

5 ELECTION AND TERM OF OFFICE

The term of office of each Board Member of this corporation shall be three years or until his/her successor is elected. Successors for Board Members whose terms of office are then expiring shall be elected at the Annual General Membership Meeting in the year such term expires. A Board Member may succeed himself in office. The Festival Host shall serve for one year.

6 VACANCIES

Vacancies on the Board Of Directors shall be filled by a majority vote of the remaining Board Members then in office, even though less than a quorum, or by the sole remaining Board Member. A successor Board Member so elected shall serve for the unexpired term of his predecessor.

7 TIME AND PLACE OF MEETING

Regular meetings of the Board of Directors shall be held at any place, within or out of the State, that has been designated from time to time by resolution of the Board or by the written consent of all members of the Board. Special meetings may be held at a place designated or at the Principal Office of this corporation.

8 NOTICE OF MEETINGS

Meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or by any five members. Written notice of the time and place of such meetings shall be delivered by mail to each Director, charges prepaid, addressed to him at his last known address as shown on the records of this corporation. This notice shall be mailed at least fifteen days before the time of holding the meeting.

9 NOTICE OF ADJOURNED MEETING

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

10 VOTING

Each member is entitled to one vote on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, except as otherwise expressly provided in these By-Laws. Election of Directors shall be by ballot or by voice vote unless a member entitled to vote demands that election be by ballot, in which event the election shall be by ballot.

11 VOTING BY MAIL

Any vote by mail must be conducted via the United States Post Office. Voting by mail should be limited to business emergencies that cannot wait until the next meeting. No vote result will be announced until every member has been contacted.

12 WAIVER OF NOTICE

The transactions at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting upon regular called notice, if a quorum is present and, if either before or after the meeting each of the Directors not present signs a written waiver of notice, or a consent to hold the meeting, or an approval of the Minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

13 ACTION WITHOUT A MEETING

Any action by the Board of Directors may be taken individually without a meeting if all members of the Board of Directors individually and collectively consent in writing to this action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

14 TRANSACTION OF BUSINESS

Membership meetings of the RDA/P shall be to elect the Board of Directors, to receive reports from the officers of this corporation and committee chairmen, and to conduct any other business that may arise. The business transacted at any special meeting shall be limited to that mentioned in the notice of such meeting.

15 CONDUCT OF THE MEETINGS

Meetings of members shall be presided over by the Chairman of the Board of the corporation or, in his/her absence, by the First Vice-Chairman or Second Vice-Chairman, or in the absence of all three, by a chairman chosen by a majority of the voting members present, in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles Of Incorporation of this corporation, or with law.

16 REMOVAL

A Director may be removed from office, for cause, by unanimous vote of the remaining Directors, or a majority of the General Membership.

17 ABSENCE

Board Members are required to notify the Chairman or the Secretary if they are unable to attend. Unexcused absences for two meetings within a year shall constitute a cause for removal.

18 COMPENSATION

A Director shall receive no compensation for his/her services as a Director. The Board is authorized, if advisable, to pay the costs and expenses of a Director.

19 ATTENDANCE AT BOARD MEETINGS BY OTHERS

Those who are not Directors of the Board may attend a Board Meeting by invitation only.

X RDA/P OFFICERS

1 OFFICERS

The officers of the corporation shall be a Chairman of the Board, a Chairman-Elect, a Festival Host, a First Vice-Chairman, a Second Vice-Chairman/Coordinator, a Secretary, a Treasurer, a Treasurer-Elect, an Historian, a Parliamentarian, an Alternate Coordinator/Standards Chairman, and a Membership Chairman. Officers may be members of the Board of Directors, or may be chosen from the General Membership, except for Executive Committee officers.

2 ELECTION

The General Membership shall elect all officers of this corporation. The terms of office shall be three years for the Chairman, First Vice-Chairman, Treasurer, Secretary, Membership Chairman, Standards Chairman, Coordinator, and Alternate Coordinator, or until their successors are elected and qualified. The term of office for all other officers shall be one year. The Nominating Committee must present the slate of officers to the General Membership, in writing, not less than twenty-four hours before the election. An elected officer, with the

exception of the Second Vice-Chairman/Coordinator, may serve two consecutive terms of office. There is no limit on the number of consecutive terms that may be served by the Second Vice-Chairman/Coordinator. The Historian and the Parliamentarian are appointed by the Chairman of the Board.

3 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the remainder of that term.

4 REMOVAL

An officer may be removed from office, for cause, by 2/3 vote of the General Membership.

5 DUTIES OF OFFICERS

A DUTIES OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board shall be the chief executive officer of the corporation and shall be in general, subject to the control of the Board Of Directors, supervise and control the affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles Of Incorporation of this corporation, or by these By-Laws, or which may be prescribed from time to time by the Board Of Directors. Except as otherwise expressly provided by the law, by the Articles Of Incorporation, or by these By-Laws, he/she shall, in the name of the corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board Of Directors. He/she shall act as presiding officer of the Executive Board. He/she shall also, ex officio, be a member of all standing committees of the corporation except the nominating committee.

B DUTIES OF THE CHAIRMAN-ELECT OF THE BOARD

A Chairman-elect for the Board is elected only in the final year of a Chairman's three-year term of office. The Chairman-Elect is preparing to take on the job of the chief executive officer of the corporation. In the absence of the Chairman, or in the event of his/her inability or refusal to act, the Chairman-Elect shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all restrictions on, the Chairman.

C DUTIES OF THE FESTIVAL HOST

The Festival Host shall have the general supervision, direction and control of the business, logistics and affairs of the year's annual Festival.

D DUTIES OF THE FIRST VICE-CHAIRMAN

In the absence of the Chairman and Chairman-Elect, or in the event of his/her inability or refusal to act, the First Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all restrictions on, the Chairman. The First Vice-Chairman shall also supervise the Fund-Raising Committee, Grants Committee, By-Laws Committee, and Promotion Committee. The First Vice-Chairman shall also supervise the Choreography Conference.

E DUTIES OF THE SECOND VICE-CHAIRMAN

In the absence of the Chairman of the Board and the First Vice-Chairman, or in the event of their inability or refusal to act, the Second Vice-Chairman shall perform all the duties of the Chairman of the Board. The Second Vice-Chairman shall also serve as Coordinator to RDA

F DUTIES OF THE SECRETARY

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and membership meetings. He/she shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business. He/she shall make service of such notices as may be necessary or proper, and shall supervise the keeping of the records of the corporation, except the membership record. He/she shall mail a copy of the Minutes to all members of this corporation subsequent to the meetings of the Board of Directors or meetings of the General Membership. He/she shall be responsible for all correspondence as may be requested by the Chairman of the Board or First Vice-Chairman, or the Board of Directors. The Board shall authorize a Petty Cash Fund of \$100.00 to be used, at the Secretary's discretion, for only those purposes set forth above.

G DUTIES OF THE TREASURER

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in such bank or banks that may be designated by the Board Of Directors. These funds, except for Petty Cash disbursements, shall be paid out only on checks of the corporation, signed by the Treasurer. The Board shall authorize a Petty Cash Fund of \$100.00 to be used at the Treasurer's discretion, for the payment of minor bills incurred in the ordinary course of business of this corporation; and the Treasurer, himself/herself, may sign such checks. All other disbursements must be made by authorization of the Board, such authorization being given through the annual budget. For any matters not within the annual budget, approval of 2/3 of the Board of Directors shall be required for authorization. He/she shall render financial reports to the Board of Directors at their meetings, as requested, and provide such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by law. He/she shall maintain an up-to-date list of members in good standing. The Treasurer shall notify all members of their annual dues and the date due as per section **VII DUES** of these By-Laws. He/she shall submit all financial material for an annual statement to a qualified accountant, for presentation to the General Membership Meeting at the annual Festival. The Treasurer shall report all unpaid membership dues to the Festival Host Company and the Chairman of the Board of Directors of RDA/P no later than December 15 so that only those companies in good standing shall be scheduled for adjudication.

H DUTIES OF THE TREASURER-ELECT

A Treasurer-Elect for the Board is elected only in the final year of a Treasurer's three-year term of office. The Treasurer-Elect is preparing to take on the job of the chief financial officer of the corporation.

I DUTIES OF THE HISTORIAN

The Historian shall be responsible for collecting and preserving all brochures, flyers, programs, and other materials for the RDA/P, and any such materials provided to the Historian by Member Companies to be forwarded to specified organizations.

J DUTIES OF THE PARLIAMENTARIAN

The Parliamentarian shall keep a copy of the Articles Of Incorporation and the By-Laws of this corporation, and Robert's Rules Of Order, and shall familiarize himself/herself with the same, and be prepared to quote any pertinent provisions therefrom should the need arise at any meeting of the Board Of Directors or the General Membership.

K DUTIES OF THE ALTERNATE COORDINATOR

An Alternate Coordinator shall be elected to serve in the event the Coordinator is unable to do so. The Alternate Coordinator may or may not be a member of this corporation's Board of Directors, and shall not have a vote as Alternate Coordinator unless he/she is representing the Coordinator.

L DUTIES OF THE STANDARDS CHAIRMAN

The Standards Chairman shall keep up-to-date records of the status of all Member Companies. He/she shall supervise all matters pertaining to membership as outlined in the RE-EVALUATION paragraph of Section VI, Membership, of these By-Laws. He/she shall send Honor Company information to RDA. He/she shall brief the Adjudicator on the By-Laws and Standing Rules pertaining to Adjudication and Honor Company credit and shall serve on the Adjudicator Committee. The Standards Chairman shall oversee adherence to the RDA/P ethics, as outlined in Section V, Code of Ethics, of these By-Laws.

M DUTIES OF THE MEMBERSHIP CHAIRMAN

The Membership Chairman shall supervise all matters pertaining to the membership as outlined in the ELIGIBILITY and APPLICATION paragraphs of Section VI, Membership, of these By-Laws. He/she shall maintain an up-to-date roster of membership information for members in good standing.

XI COMMITTEES

1 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of Board officers as follows: Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, and Treasurer. The Board may delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of this corporation, except: (1) the power to adopt, amend, or repeal the By-Laws; (2) the power to appoint committees; and (3) the power to fill vacancies on the Board Of Directors or on Board committees. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law, by the Articles of Incorporation of this corporation, or by these

By-Laws. By majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated, increase or decrease, but not below three (3) members, the number of its members, and fill vacancies therein from members of the Board.

2 NOMINATING COMMITTEE

At least one month prior to the May General Membership Meeting, the Chairman of the Board shall appoint a Nominating Committee, consisting of three members in good standing, and shall appoint a Chairman of that Committee. The Chairman of the Nominating Committee shall present a slate of Directors and a slate of Officers to the General Membership at the annual meeting of this corporation. In addition to the recommendations made by the committee, nominations for the Board of Directors and all Offices may be made from the floor by any member in good standing.

3 MEMBERSHIP COMMITTEE

The Membership Committee shall consist of the RDA/P Chairman, the Standards Chairman, the Membership Chairman, and two members at large appointed by the RDA/P Chairman.

4 OTHER COMMITTEES

There may be appointed such other committees as deemed necessary by the Chairman of the Board of Directors.

XII ADJUDICATION

1 ADJUDICATOR

The Festival Host shall appoint an Adjudicator who shall be an impartial person, not a member of this corporation, and who is well qualified to render an opinion concerning theatrical dance work. The Adjudicator must be chosen from the RDA Adjudicator List. All RDA policies should be adhered to. When the name of a proposed adjudicator is presented to the membership, Company directors must disclose any business or personal relationships with the proposed adjudicator.

2 ADJUDICATOR CONTRACT

The Adjudicator shall enter into a contract with RDA/P. The basic contract is to be prepared by the RDA/P Chairman and Treasurer, with any minor adjustments made by the Festival Host/President.

3 ADJUDICATION EXPENSES

RDA/P's financial responsibility for the Adjudicator includes adjudication tour transportation expenses, fee and expenses for the tour, fee and expenses at the Festival, Festival kit, Festival transportation and lodging expenses, and expenses for the Adjudication Report. The payment rate for the Adjudicator is as stated in the Standing Rules of this corporation.

4 WITHDRAWAL

If a company withdraws from participation after the Adjudication Tour is planned, or the ballets are accepted for Festival presentation, they shall not be eligible for adjudication the following year, and shall be responsible for additionally incurred expenses. Exceptional circumstances may be reviewed by the Board of Directors.

5 ADJUDICATION REPORT

Member Company Artistic Directors may, if they wish, share their own section of the Adjudication Report with their own organization. No part may be quoted at any time in a publication or any organ of public information

6 REGIONAL HONOR COMPANIES

Any RDA/P Member Company whose final evaluation is "Exceeds Standards" as described in Article X of the Adjudication Guidelines of this organization shall be designated a Regional Honor Company. Honor Company status is determined annually and is in effect for one year.

XIII FESTIVAL PERFORMANCES

1 ANNUAL EVENT

This corporation shall sponsor a Ballet Festival each year on a date and at a place determined by the General Membership. Preferably the Festival will be held in April or May of each year.

2 FESTIVAL COMMITTEE

The Festival Host shall be responsible for all logistic services supporting the Festival, and shall submit a complete financial statement of all Festival expenses to this corporation at the fall General Membership Meeting following the Festival.

3 FESTIVAL HOST

Only Performing Member Companies of this corporation may host a Festival.

4 FESTIVAL SUPPORT BY MEMBER COMPANIES

It shall be the financial responsibility of each PERFORMING and NEW Company, except those on leave of absence, to support the Festivals through the purchase of the minimum kit requirement as outlined in the Standing Rules of this corporation, whether or not the member company attends the Festival.

5 FESTIVAL EXPENSES

25% of any profit made by a Festival Host Company shall revert to the RDA/P General Fund.

6 NATIONAL FESTIVAL

This organization may vote to commit to participating in a National Festival only with a 2/3 vote of all Member Companies.

XIV FISCAL YEAR

The fiscal year of this corporation shall be from **September 1 to August 31**. (Note: The membership year, under the Membership section of these By-Laws, is October 1 to September 30)

XV EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

1 EXECUTION OF INSTRUMENTS

The Board Of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or in any amount.

2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board Of Directors, as provided herein, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the corporation shall be signed by the Treasurer or one to three other Board Members as designated.

3 DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

4 RDA/P INVESTMENT FUND

The purpose of the Investment Fund is to support the RDA/P funding activities and short/long term goals such as: Scholarships, marketing of our region, assist companies performing at the International Ballet Competition in Jackson, Mississippi and sustain the development of choreography and teaching.

A FUND MANAGEMENT

1. The Board of directors will have sole decision authority regarding additions to and withdrawals from the fund.
2. The fund will be invested through a professional investment advisory service, which will maintain an investment portfolio consistent with a risk profile (investment objectives) according to Board specifications.
3. The treasurer will monitor fund performance and will provide routine reports on fund activity to the Board. The fund balance will be tracked for three distinct components:
 - a. Total earnings
 - b. Total RDA/P contributions to principal

- c. Total non-RDA/P contributions to principal

B INVESTMENT OBJECTIVES

The Board shall seek to achieve the following objectives in the following order of priority.

1. The preservation of the assets.
2. The generation of income consistent with the approved risk profile.
3. To increase the capital value of the assets.

C POLICIES AND PROCEDURES FOR ADDITIONS

The Board has sole decision authority over transfers into the fund from RDA/P cash reserve. These transfers may be made at any time, but, at a minimum, the Board will review its cash reserves at the end of each fiscal year to determine whether a transfer to the fund is warranted.

D POLICIES AND PROCEDURES FOR DISBURSEMENTS

The Board has sole decision authority over all disbursements for the fund. The Board shall disburse funds according to the following:

1. Priority will be given to mission-related activities not readily supportable from annual operating revenues.
2. Disbursements will be made from fund earnings.
3. In emergency situations, disbursements can be made the portion of the principal derived from RDA/P cash transfers.

5 GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

XVI AFFILIATION

RDA/P will abide by the By-Laws and major policies of RDA.

XVII PARLIAMENTARY AUTHORITY

The current edition of ROBERT'S RULES OF ORDER shall be the parliamentary authority for all matters of procedure concerning this corporation.

XVIII AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted by a vote of two-thirds of the MEMBERS present at the membership meeting, except that a By-Law fixing or changing the number of Directors may be adopted, amended, or repealed only by the written consent of the majority of the members of

May 15, 2011

this corporation, or by the vote of the majority of the members at a meeting called and noticed for that purpose.

These By-Laws as revised and amended were approved by the General Membership on May 5-6, 2009 in Provo, Utah.

Terri B. Miley

Chairman, By-Laws Committee