



NAEDA

North American Equality Dancesport Association

BOARD GOVERNANCE POLICIES

1) BOARD TERMS

- a) Any active individual member of NAEDA in good standing may be elected as a Director. Since English is the official language of NAEDA, a reading, writing, and speaking knowledge of English is a prerequisite for Board candidacy.
- b) Directors shall be elected by majority vote of the membership. (see Election policies)
- c) The Board shall consist of no less than 5 and no more than 11 directors, and shall always be an uneven number, unless the Board agrees on an even number, due to election results, and feels certain that it won't create an impasse.
- d) Term of office shall be two (2) years. This may be adjusted from time to time, in order to fulfill stipulation made under 1.f.
- e) Consecutive terms of office shall not be limited.
- f) Annual elections will have staggered terms. No more than half plus or minus one of the Board Members' terms will expire in the same year.

2) OFFICERS OF THE BOARD

- a) Officers of the Board shall be
 - i) President
 - ii) Vice President
 - iii) Secretary
 - iv) Treasurer
- b) Duties of each Officer are described in the organization's Bylaws.
- c) The President and Vice President shall be of opposite gender whenever possible.
- d) The officers of the Board shall be elected by the Board, not by the membership.
- e) The officers of the Board shall be elected by simple majority vote.
- f) The election of the officers of the Board shall be by secret ballot, unless the Board agrees unanimously otherwise.
- g) Both the Secretary and the Vice President shall maintain electronic copies plus back-up, such as memory stick, of organizational documents including meeting minutes.
- h) The four officers plus the chair of the Website Committee shall have administrative authority on NAEDA's website.

3) BOARD COMMITTEES

- a) There shall be standing Board committees listed below. At the Board's discretion, these committees may include NAEDA members who are not currently sitting Board members.
 - i) **Elections**, whose charge shall be to conduct annual Board elections. This committee shall consist of all current Board members not up for re-election in the current year.
 - ii) **Finance**, whose charge shall be to assist the Treasurer as needed in managing and overseeing the organization's finances. The Treasurer shall chair this committee.

- iii) **Membership**, whose charge shall be to oversee and manage the membership process, including annual renewals, and to recommend to the Board changes or improvements in the membership process and membership benefits. The Chair of the Membership Committee shall be a current member of the Board.
- iv) **Scholarship Review Committee**, consisting of the President, Vice President, and Treasurer.
- v) **Competitions**, consisting of 4 Board members and 2 non-board members. This committee's membership shall include at least 1 competitor, 1 competition organizer, and 1 adjudicator. This committee's charges shall be as follows:
 - (1) Maintain an updated compilation of NAEDA Competition Rules and propose changes or amendments as it deems appropriate.
 - (2) Review applications from individuals to be approved as an adjudicator for NAEDA Competitions and propose such action to the Board.
 - (3) Ensure that a Board member be appointed as NAEDA liaison for every competition sanctioned by NAEDA.
- vi) **Promotion**, whose charge shall be to create, manage, and coordinate promotion of NAEDA and NAEDA's mission to the same-sex dance community and to the dance community at large. This committee's responsibilities include preparing, proposing to the Board, and disseminating NAEDA promotional materials. This committee is also responsible for managing any grant programs created by NAEDA to support same sex partner dance communities.
- vii) **Community Liaison** to be named, whose charge shall be to facilitate active communication between the Board and the community, specifically focusing on the full range of the LGBTQI social dance constituencies including all styles of same sex partner dancing.
- b) Board committees shall be established and maintained as the Board determines to be necessary.
- c) Membership on any standing Board committee shall be ratified by the Board.
- d) Additional committees may be created from time to time at the discretion of the Board. Current committees include
 - i) Website Committee

4) REPRESENTATION

- a) It is the intention of NAEDA that there be adequate and appropriate representation for our membership by the Directors. It is NAEDA's and the Board's policy that geographic/regional /country representation on the Board will be actively supported and encouraged, as well as representation of other constituencies in our membership such as gender, race, disability, sexual identities, etc.
- b) NAEDA's Board of Directors encourages its members to identify themselves as an elected representative of NAEDA when attending dance events and especially when making public comments/statements/presentations on behalf of the organization at any occasion. Directors wishing to make endorsements or public statements, verbal and/or written, on behalf of the organization must ensure that any language used is consistent with the officially stated positions and rules/policies of NAEDA. All efforts shall be made to seek prior approval from a simple majority of the entire Board, if feasible. In the

event, the situation warrants immediate action without prior approval, the Board shall be apprised of this thereafter.

5) DISMISSAL AND RESIGNATION FROM THE BOARD

- a) Reasons for dismissal from the Board before the end of an elected term shall be:
 - i) Illegal activities
 - ii) Activities or behavior destructive of our mission
 - iii) Activities or behavior damaging to the organization and/or its reputation
 - iv) Non-performance
 - v) Loss of trust
- b) The processes for dismissal and filling vacancies are detailed in NAEDA's Bylaws.
- c) Any Director may resign at any time by giving written notice to the Board of Directors or to the President, Vice President or the Secretary of the Board.

6) DUTIES OF DIRECTORS

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by the organization's By-laws or by these Governance Policies;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in the By-laws, prescribe the duties and fix the compensation of any of the officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation;
- d) Meet at such times and places as required by the By-laws;
- e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or emailed to them at such addresses shall be a valid notice thereof.
- f) Attend the majority of meetings, unless there are extenuating circumstances and make every effort to attend the Annual Membership Meeting.

7) VOTING PROCEDURES

- a) All Board Members have one equal vote.
 - b) A quorum consists of at least 50% of current Board members rounded up to the nearest whole number.
 - c) A super majority consists of at least 2/3 of the current Board members rounded up to the nearest whole number.
 - d) Approval by a majority of Directors is required for all decisions, except that a vote to spend more than the lesser of \$100 or 25% of the organization's liquid assets requires approval by a super majority of all Directors.
 - i) The Board may use voting via email, if time constraints require a decision prior to the next scheduled meeting. The results of such votes will be included in the minutes of the next meeting including any relevant discussion.
- 8)** The agenda for a scheduled Board meeting shall be posted at least 4 days prior to the date of the meeting. An item that does not appear on the posted agenda cannot receive a final vote at the associated meeting unless all Board members are in attendance AND at least a super majority (as defined above) of Board members approves the new item.

9) VACANCIES

Vacancies on the Board may be filled as follows:

- a) If the vacancy occurs mid-term or before, the vacancy shall be filled by a member of NAEDA willing to serve who is chosen by vote of the remaining members of the Board. This shall, whenever possible, be the candidate in the last election who received the next highest number of votes, except where there is good reason not to do so. In any case, the term of service shall be to the end of the term of the vacancy.
- b) In the event that the number of Board members falls below 5, a special election by the membership shall be held.

10) NON-LIABILITY OF DIRECTORS

- a) The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

11) MEETINGS

- a) The Board of Directors shall hold regular meetings in accordance with the By-laws to accomplish all the work of the Board.
- b) Meeting minutes shall be made available to the membership within one month of the meeting.
- c) Officers of the Board must attend the majority of meetings, unless there are extenuating circumstances, and must make every effort to attend the Annual Membership Meeting.

12) COMPENSATION

- a) Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.
- b) Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and allowable under the provisions of Section 11.a. of these Articles.

13) ORGANIZATIONAL STRUCTURE AND OPERATIONS

- a) NAEDA's fiscal year shall be the calendar year.
- b) Each sitting Board member as well as the chair of any standing committee shall be assigned an email address consisting of the person's first initial followed by their last name (example John Smith's email would be jsmith@equalitydance.org or jsmith@naeda.org) with automatic forwarding to the personal email address of their choice.
- c) Minutes of each Board meeting are considered a shortened version of the "Notes" transcribed by the Secretary for the Board's approval. The Notes summarize discussions and opinions on the various agenda items listed for each meeting as well as decisions being made. The Minutes shall display only decisions made, very brief summaries of discussions and have no reference to opinions or statements of any individual Board members by name.