

BY LAWS OF
THE DANCE HEALTH ALLIANCE OF CANADA
Operating As HEALTHY DANCER CANADA

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ARTICLE 1: NAME

The name of this association, The Dance Health Alliance of Canada, operating as Healthy Dancer Canada, is hereinafter referred to as the “Association.”

ARTICLE 2: PURPOSE

SECTION 2.1. MISSION STATEMENT

Healthy Dancer Canada's mission is to foster and facilitate communication and collaboration among the dance community, health professionals and researchers. We endeavour to enhance the health, well-being and performance of all dancers and to be the Canadian leader in this effort.

ARTICLE 3: OFFICES

SECTION 3.1. REGISTERED OFFICES. The Association shall continuously maintain in Canada a registered office and registered agent whose office is identical with such registered office.

SECTION 3.2. OTHER OFFICES. The Association may also have offices at such other places, in the same or in a different province or territory, as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE 4: DIRECTORS

SECTION 4.1. GENERAL POWERS. The business and affairs of the Association shall be managed by or under the Board of Directors.

SECTION 4.2. NUMBER. The Board of Directors shall determine the number of directors which shall constitute the Board. At any time there shall be no less than 7, and no greater than 11 Directors. The Board will strive for representation in equal numbers by dancers, dance educators, and health care professionals.

SECTION 4.3. ELECTION. All directors shall (except the filling of vacancies) be elected by electronic vote of the members on an annual basis (see section 5.2).

SECTION 4.4. DUTIES OF DIRECTORS. The Board of Directors shall have control over and be responsible for the general management of the affairs and business of the Association.

Directors are required to:

- a) attend a minimum of one meeting of three meetings annually, either in person or via conference call/teleconference. If a Director can not attend a meeting they will be expected to notify the President prior to the meeting and contribute via email in a timely fashion;
- b) make a significant contribution to the Associations' committees and/or operations;
- c) be a member of the Association.

SECTION 4.5. DIRECTORS' MEETINGS. Meetings will occur in person or via conference call/teleconference three times annually. A special meeting may be called by the President at any time, with the written request of two Directors.

SECTION 4.6. QUORUM OF DIRECTORS AND VOTING. A quorum shall consist of a majority of directors currently in office. Only Directors that are present at the meeting may vote on issues for that specific meeting. The secretary, or designate, shall tally and record the votes, and convey the results of the vote to the Directors. The act of the majority of the Directors present at the meeting at which quorum is present shall be the act of the Board of Directors. In the event that quorum is not present, the meeting may be adjourned without notice other than an announcement at the meeting, until a quorum is present.

SECTION 4.7. NOTICE OF MEETINGS. Notice of meetings shall be given by an officer of the Association not less than 1 week before such meeting, specifying the time and place of such meeting. At any meeting at which every member of the Board of Directors shall be present, or of which all Directors not present waive notice in writing (written or electronically), the giving of notice as required herein may be dispensed within.

SECTION 4.8. ACTION WITHOUT A MEETING. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing (written or electronic), setting forth the action so to be taken, is approved in writing by all of the Directors.

SECTION 4.9. ANNUAL REPORT. At each meeting of the Board of Directors, the President and Treasurer shall present an annual report showing in appropriate detail the following.

- a) the assets and liabilities of the Association as of the end of the fiscal year of the Association just terminated.
- b) the principle changes in assets and liabilities, during such fiscal year.
- c) the revenue or receipts of the Association during such fiscal year; and
- d) the expenses or disbursements of the Association, for both general and restricted purposes, during such fiscal year. This annual report shall be filed with the minutes of the annual meeting.

SECTION 4.10. VACANCIES. Whenever any vacancy shall occur in the Board of Directors by death, resignation or otherwise, the vacancy may be filled for the unexpired term by action of the sole remaining Director in office, or by the concurring vote of majority of the remaining Directors in the office although such remaining Directors are less than quorum and although such majority is less than quorum.

SECTION 4.11. COMPENSATION. The officers of the Board of Directors shall serve without compensation.

SECTION 4.12. REMOVAL OF DIRECTORS. Any Director may be removed by the Board of Directors, with or without cause, whenever in its judgement the best interests of the Association will be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person removed. The removal shall be by an affirmative vote of the majority of Directors. All directors must be informed by electronic or postal mail of the intention to remove a director and all directors must register vote on the motion in person, by postal mail, or electronic mail.

ARTICLE 5: OFFICERS

SECTION 5.1. DESIGNATION OF OFFICERS. The Officers of the Association shall be a President, Vice-President (President-Elect), Immediate Past President, and a Secretary/Treasurer. Each person may hold only one (1) position at a time. Whenever possible, the Vice-President shall have served at least one (1) year on the Board of Directors, prior to election into office. These positions will be determined by majority vote of the membership.

SECTION 5.2. ELECTION OF OFFICERS. All officers shall come from the past and present membership of the Board of Directors (therefore serving without compensation). All officers shall be elected by the membership of the Association. Such election shall be by a majority of the members of the Association. A call for Nominations will be sent out by electronic or postal mail no later than 30 days prior to the election period. All

nominations shall be given before the election period. In the event that there is more than one person nominated for any given position, an election will take place electronically.

SECTION 5.3. TERM OF OFFICE. The term of office for each Officer shall be one (1) year. Each officer shall serve until his/her successor is duly elected and qualified. The Vice-President shall be the President-Elect, and shall serve as the President for the two year term following that of the President. The Treasurer shall not serve more than two consecutive terms.

SECTION 5.4. REMOVAL OF OFFICERS. Any officer may be removed by the Board of Directors with cause, whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal must be by an affirmative vote of the majority of directors. All directors must be informed by electronic mail or postal mail of the intention to remove the named director and all directors must register a vote on the motion in person, by postal mail or electronic mail.

SECTION 5.5. VACANCIES. If the President is unable to fulfill his or her term of office, or if the President resigns or is removed by a vote of majority of members then entitled to vote at an election of officers, the President-Elect shall then perform the duties of the President until the end of the term of office that would have been completed by the President. Then, the President-Elect shall serve a two year term as President.

If the office of Secretary/Treasurer becomes vacant, the vacancy may be filled by the Board of Directors from the elected members of the Board of Directors. The officer or officers appointed to fill a vacancy shall serve until the next meeting of members at which the directors are to be elected.

If the office of the Immediate Past-President becomes vacant it shall remain vacant until the President's term of office is complete. At that point the President will assume the duties of Immediate Past-President.

SECTION 5.6. DUTIES OF OFFICERS. Each officer shall have, subject to these By-laws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to his or her office and such duties and powers as the Board of Directors shall from time to time designate.

SECTION 5.7. PRESIDENT. The President shall be the principle executive officer of the Association subject to the direction and control of the Board of Directors, the President shall be in charge of the business of the Association; he or she shall see that the resolutions and directions of the Board of Directors are carried in to effect in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all the duties incident to the

office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the members and of the Board of Directors.

Except in those instances in which authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, he or she may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Association and either individually or with the Secretary/Treasurer, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Upon completion of the term of office as President, he or she shall then serve a term as Immediate Past President.

SECTION 5.8. PRESIDENT- ELECT. The President-Elect shall assist the President in the discharge of his or her duties as the President, and may direct and perform other duties from time to time as may be assigned by the President or the Board of Directors.

In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, the President-Elect may execute for the Association any deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed.

SECTION 5.9 SECRETARY/TREASURER. This position may be held by one person, or by two separate individuals (one as Secretary, and one as Treasurer). The President may determine the need for separate individuals to hold the positions of Secretary and Treasurer prior to nominations based on the workload anticipated for the upcoming year. If, however, two or more individuals are not nominated for the position, one individual may hold both positions.

The Treasurer shall be the principal Chief and Financial Officer of the Association. He/ She is responsible for the following:

- a) the maintenance of adequate books of account of the Corporation;
- b) shall have charge and custody of all funds and securities of the Association, and be responsible for the receipt and disbursement thereof;
- c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors;

- d) transition incoming Treasurer.

The Secretary has the following duties in addition to the duties and expectations required of all Directors:

- a) keep copies of the Association's Bylaws and Board Policies;
- b) keep on file an up-to-date list of Directors, Committees and Members;
- c) ensure an up-to-date list of Directors is filed with addresses, telephone numbers and place(s) of work;
- d) keep record of Board meeting attendance;
- e) ensure that there is a quorum at Board meetings;
- f) keep accurate minutes of Board meetings, recording all motions and decisions of meetings and records of all corrections to minutes;
- g) distribute copies of minutes to Directors promptly after meetings;
- h) sign official documents of the organization as required;
- i) file amendments to the Bylaws and other incorporating documents with the Corporate Registry;
- j) act in the absence of the President and Vice-President;
- k) transition incoming Secretary.

SECTION 5.10. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve as an officer of the Corporation for one term of office. The Immediate Past President shall assist the President in the discharge of his/her duties at the President's request and such other duties as from time to time may be assigned by the President or the Board or Directors.

ARTICLE 6. MEMBERSHIP

SECTION 6.1. ELIGIBILITY. Any individual who is connected with the administration, education, supervision and health care or dancers, or is a member of the dance community shall be eligible for membership in the association. The Board of Directors shall set and define the classes of membership and the fees and requirements of each class.

SECTION 6.2. APPLICATION FOR MEMBERSHIP. Application for membership shall be submitted to the principal office of the Association, and processed by the Board of Directors. The current principal office is 2390 Wyandotte Drive, Oakville, Ontario L6L 2T6. Membership to the Association will be broken down into the following groups and dues:

Dancers/Students	\$30
Dance Educators	\$40
Health Professionals	\$50
Clinics/Studios/Institutions	\$65

SECTION 6.3. VOTING RIGHTS. Only full members in good standing shall be entitled to one vote each for matters they are eligible to vote, including but not limited to Executive Elections.

SECTION 6.4. TERMINATION OF MEMBERSHIP. The Board of Directors may suspend or expel a member for cause after an appropriate hearing. Membership will be automatically terminated if dues are 2 months overdue.

SECTION 6.5. TRANSFER OF MEMBERSHIP. Membership with the Association is not transferable or assignable.

SECTION 6.6. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association. Dues shall be paid annually on the anniversary of the Members' joining date. Members will receive an electronic reminder two weeks prior to this date. Membership dues will not be prorated.

ARTICLE 7: COMMITTEES

SECTION 7.1 COMMITTEE STRUCTURE. The Association oversees a number standing Committees. Committees must:

- a) have one to two Co-Chairs who report to the Board prior to/at Board Meetings;
- b) have at least 2 Members;
- c) have members that are also Members of the Association;
- d) have a defined name, role, and method of selecting Committee Members.

SECTION 7.2 COMMITTEE NAMES AND ROLES

Conference Committee

To assist Conference Chair/Co-Chairs with planning and execution of our Annual Conference. Duties include:

- a) identifying themes relevant to dancers' health for the conference;
- b) soliciting and peer-review presentations submitted by dancers, dance teachers and health care professionals;
- c) assisting Conference Chair/Co-chairs secure a venue, caterer, accommodations and sponsorship as needed;
- d) assisting with online registration.

Dancer Screening Committee

To identify the need for screening within the dance community.

To promote standardized screening methods.

To assist dancers, dance educators and health professionals implement them in their dance community. Duties include:

- a) attending meetings to collect and evaluate existing screening tools;
- b) assisting in developing a Healthy Dancer Screening tool for use in multiple settings including the dance studio/school;
- c) volunteering in a studio/school/clinic to test our Healthy Dancer Screening tool.

Newsletter Committee

To assist Chair/Co-chair (Newsletter Editor) with design and editing of our quarterly e-newsletter. Duties include:

- a) identifying themes relevant to dancers' health for each newsletter;
- b) contributing original articles for publication;
- c) soliciting and peer-reviewing articles submitted by dancers, dance teachers and health care professionals;
- d) identifying pertinent questions associated with each newsletter for online discussion (Facebook)

Outreach and Communications Committee

To provide current information regarding dance health and wellness on all social media and on website.

To facilitate ease of access of that information to all dancers, dance educators and health professionals

To facilitate forums for discussion on health related issues.

To present and communicate the initiatives of the Association, and educate the dance population on health and science matters.

To be a formal vehicle of information which promotes the growth, and membership of the Association, and provides accredited support to the dance population.

Resources Committee

To assist in developing new resources to improve communication and collaboration among dancers, dance educators and/or health care professionals.

To annually review and, if necessary, update existing resources.

To disseminate these resources via our website (free to our members).

To conduct a periodic needs assessment of our members, the dance community, and existing resources in order to i) choose appropriate topics for new resources, and ii) evaluate the effectiveness of existing resources.

SECTION 7.3 FORMING NEW COMMITTEES. Two or more Members of the Association and/or Board Members are authorized to form a new Committee. New Committees must submit, in writing, their proposed name, role in the Association, and describe how Committee Members will be selected. The new Committee will be reviewed and approved by majority vote of Directors at the next Board Meeting.