

## **Dalcroze Society of America, Inc. Bylaws**

### **ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is the Dalcroze Society of America, Inc.

### **ARTICLE II. PURPOSE**

The DSA is a nonprofit, 501(c)(3) tax exempt corporation dedicated to serving the following threefold purpose pertaining to the professional practice of Dalcroze Education, the extended global community of practitioners and institutions dedicated to this practice, and the general public's awareness and appreciation of it. Accordingly, this purpose is meant to:

1. Sustain and expand the professional practice of Dalcroze Education in the USA and in the world in the following ways:
  - a. Assemble the resources Dalcroze Education needs to survive and grow, and make them accessible
  - b. Facilitate the professional development and training of Dalcroze educators and artists
  - c. Collaborate with and oversee the accreditation of Dalcroze training programs in the United States
2. Strengthen our connections to the global community of practitioners and institutions dedicated to Dalcroze Education in the following ways:
  - a. Enable individuals to connect and network with one another
  - b. Work together with our global partners to achieve common goals and objectives
3. Raise the general public's awareness and appreciation of Dalcroze Education through the following means:
  - a. Promote the artistic and pedagogical principles of Emile Jaques-Dalcroze
  - b. Support educational workshops and publications through financial and consultative assistance
  - c. Encourage growth of local chapters and study groups throughout the United States

### **ARTICLE 3. USE OF NAME**

#### **Section 1. Use of the Name "Dalcroze" and the DSA Logo.**

On the recommendation of the Collège of the Institut Jaques-Dalcroze, Geneva, Switzerland, the DSA Board of Trustees is entrusted by the Fondation of the Institut Jaques-Dalcroze with the responsibility of regulating DSA members' use of the word "Dalcroze." Consistent with this mandate, DSA chapters will use the DSA's name and logo in a manner consistent with DSA policies and procedures. Chapters are prohibited from developing or using an alternative logo; chapters must use one of the logos designated specifically for chapters. Chapters must feature this logo on all publicity materials printed in hard copy and online, inclusive of all media channels. Entities that have not officially chartered as a chapter or lost their charter (for failing to comply with DSA policies such as filing required documents with the DSA) are prohibited from using the name and logo. Further sanctions for misuse of name, including loss of DSA

affiliation, may be imposed by the DSA Board of Trustees, especially in regard to any statement or action that misrepresents the DSA or jeopardizes the tax status of the DSA.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1. Members**

The membership of the Dalcroze Society of America, Inc. (DSA), shall consist of individuals and organizations interested in learning, utilizing and promoting the method of instruction founded by Emile Jaques-Dalcroze, known as Dalcroze Eurhythmics.

#### **Section 2. Dues**

The DSA shall consist of dues-paying members designated as active members. The Board of Trustees at its discretion may establish dues and additional classifications of membership.

Individuals and organizations may submit payment for membership dues via the DSA website. If this method is not possible, alternative methods of payment may be negotiated at the discretion of the Executive Director. Membership is active for one year from the date of dues submission and may be renewed annually. Membership shall continue as long as dues are current, and will automatically terminate if dues are not paid.

#### **Section 3. Entitlements**

Members may attend general membership meetings of the DSA, have voting privileges on committees to which they belong, have voting privileges at meetings of Chapters to which they belong, and receive the official publications of the Society. Members shall also be entitled to such other privileges as may be authorized by the Board of Trustees.

### **ARTICLE IV. MEETINGS**

#### **Section 1. Membership Meeting**

A general membership meeting shall be held annually, in-person and/or virtually. During National Conference years, the meeting shall take place during the conference. The purpose of membership meetings is to inform members and provide a forum for discussion.

#### **Section 2. Presiding of Meetings**

Meetings of the membership shall be presided over by the Board Chair, or, if absent, by the Vice-chair. The Secretary shall take minutes, or, if absent, the meeting Chair will designate a substitute. Within one week, the DSA Secretary shall file the minutes electronically in the appropriate folder. These minutes shall then be made available to the general membership.

### **Section 3. New Business**

Any active member or active chapter may propose new business to the Board of Trustees for inclusion in the meeting agenda. The proposed new business must be submitted in writing at least 30 days prior to the membership meeting.

### **Section 4. Special meetings**

Special meetings of the DSA membership may be called by the Chair, Vice-Chair, Board of Trustees, or Executive Committee for any purpose. The entity calling for the meeting shall give notice of date, location (physical or virtual), and purpose of said meeting to the membership in a timely and effective manner.

## **ARTICLE V. BOARD OF TRUSTEES**

### **Section 1. Appointment of Board Members**

The Board of Trustees holds ultimate authority to appoint members to its own body and subsidiary bodies, such as committees. Consequently, new members of the Board of Trustees shall be appointed by the Board of Trustees.

### **Section 2. Qualifications**

Each member of the Board of Trustees shall be an active member of the DSA. No two members of the Board shall be related by blood or marriage/domestic partnership may serve on the Board of Trustees at the same time. Ideally, more than half of the Board will have earned the Dalcroze Certificate from an accredited Dalcroze teacher training program. Short of achieving that ideal, at least half of the Board shall consist of individuals who have received Dalcroze teacher training.

### **Section 3. General Powers**

The business and affairs of the Dalcroze Society of America, Inc., shall be managed by a Board of Trustees empowered by the DSA membership to act solely in the interests of the DSA by designing and executing policies and processes consistent with the purposes set forth in this document.

### **Section 4. Number of members**

The number of Trustees shall be determined by the Trustees; it shall consist of no fewer than five (5) nor more than fifteen (15), including the officers comprising the Executive Committee: Chair, Vice-Chair, Secretary, and the Treasurer.

### **Section 5. Duties of Board Members**

Members of the Board of Trustees shall, upon election, immediately enter upon the performance of their duties and shall continue in office until resignation, removal (see section 17), or the maximum number of terms has been served. Trustees are expected to attend all Board meetings to ensure that they participate actively in Board discussions, decisions, and actions. If the scheduling of meetings makes it impossible for any Trustee to attend all meetings, special arrangements must be made to ensure that they still may influence the Board's decision-making process; however, it is understood that such arrangements are less than ideal. It is up to the discretion of any given Board to decide if a member's absence warrants their removal.

### **Section 6. Tenure**

Trustees shall serve staggered three-year terms. Any Trustee may be reappointed at the end of the initial three-year term, with a limit of two consecutive terms, or six (6) years, of service. In exceptional circumstances, a Trustee may be offered an additional one-year extension following the sixth year of service. Former Trustees may only be nominated again at least three years after their previous term has ended.

Every effort will be made to have trustees' terms begin at the start of a new fiscal year. In exceptional circumstances, mid-year appointments can be made. If the mid-year appointment begins before January 1, the term shall be backdated to begin on July 1. If the mid-year appointment begins on or after January 1, that following year is considered a preemptive extension, so that any Trustee does not exceed 7 years (84 months) of total service.

Each year the Board of Trustees shall vote to approve a slate of four candidates nominated to serve in the offices of Chair, Vice-Chair, Secretary, and Treasurer for the following year for a one-year renewable term of office.

### **Section 7. Regular and Biennial Meetings**

The Board of Trustees, or a quorum, will meet virtually on average of once a month. The date and time of the monthly meeting shall be determined by the Board itself. All Board members will receive notice of the time of each meeting in advance. As necessary, non-trustee committee chairs will attend meetings to provide committee reports.

### **Section 8. Quorum**

The presence of a majority of current members of the Board of Trustees shall be necessary at any meeting to constitute a quorum to transact business. In addition, in unusual circumstances, Trustees may vote *in absentia* to approve actions of the Board using the virtual means. The Board will deem such actions equally valid as those authorized at a regularly convened meeting of the Board.

### **Section 9. Presiding**

Meetings of the Board shall be presided over by the Chair, or, in the absence of the Chair, by the Vice-Chair.

### **Section 10. Special Meetings**

Special meetings of the Board may be called by the Chair or by any two members of the Executive Committee who submit a written request to the Chair.

### **Section 11. Board Vacancies**

Vacancies in the Board of Trustees shall be filled by a majority vote of the remaining members of the Board of Trustees at a regular meeting.

### **Section 12. Executive Committee Vacancies**

A vacancy in the office of Chair shall be filled by the Vice-Chair for the remainder of the term, and where both offices are vacant, the Secretary shall act as Chair until the appointment of a new Chair by the Board of Trustees. Any other vacancy on the Executive Committee shall be filled by another Trustee on an interim basis.

**Section 13. Compensation**

Members of the Board of Trustees shall not receive monetary compensation for their services as Trustees. The Board may, however, vote to offset expenses incurred in service to the DSA (such as offering the option of paying a discounted National Conference registration fee).

**Section 14. Confidentiality**

Trustees shall not discuss or disclose information about the DSA or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the DSA's purposes, or can reasonably be expected to benefit the DSA. Trustees shall use discretion and good business judgment in discussing the affairs of the DSA with third parties.

**Section 15. Advisory Council**

The Board of Trustees may appoint an Advisory Council made up of individuals who possess the desire to serve the Dalcroze community and support the work of the DSA by providing expertise, professional knowledge, and other resources. This Council's members shall be appointed by the members of the Board of Trustees, but they shall have no authority, duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of the Chair. Members of the Advisory Council shall comply with the Conflict of Interest and Confidentiality policies of the DSA.

**Section 16. Resignation**

Any Board member may resign at any time by giving written notice to the Chair or the Secretary. The resigning Board member shall specify the date of said resignation.

**Section 17. Removal**

In the event that an elected or appointed Trustee is unable or unwilling to fulfill the duties of their office (see Article V, Section 4), or if they habitually fail to perform critical duties of the DSA in a minimally acceptable or timely manner, they may be removed by a majority vote of the Board of Trustees. The member in question retains their right to vote on this issue. In these cases, the Board member in question must be notified by the Chair in writing that such action is imminent. If one month passes after such notification without improvement, the Board member will receive a second warning. After a second month without improvement, the Vice-Chair will notify the member that a formal vote will be taken, and will schedule a meeting for the purpose of taking such a vote. Every good-faith effort to accommodate the schedules of all Board members must be made when scheduling this meeting.

**Section 18. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

**ARTICLE VI. OFFICERS**

**Section 1. Chair**

The Chair leads the Board of Trustees, presides over Board meetings, and sets meeting agendas. At Board meetings, the Board Chair is counted for quorum and has full voting privileges.

The Chair works closely with the Executive Director to set priorities and to develop and implement the DSA's strategic plan. The Chair also monitors the work of each committee, leads assessments of the Board and Executive Director, and spearheads the recruitment of new board members.

The Board Chair is a member of all DSA committees *ex officio*, providing critical continuity and cohesion among the various DSA bodies. Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

### **Section 2. Vice-Chair**

The Vice-Chair fulfills the responsibilities of the Chair in the Chair's absence. Any powers the Vice-Chair enjoys may be exercised only in the absence or inability of the Chair to act. In the event of a vacancy in the office of Chair, the Vice-Chair shall complete the remaining term of office.

### **Section 3. Secretary**

The Secretary's duties shall include the keeping of a correct record of all Board meeting agendas and minutes. The Secretary takes minutes. If absent, another member of the board may perform duties of the Secretary. The Secretary is responsible for receiving all committee meeting agendas and minutes making them available to the Board of Trustees.

### **Section 4. Treasurer**

The Treasurer is responsible for securing the organization's fiscal wellbeing. The Treasurer designs the DSA's annual budget, in concert with the Board of Trustees and the Executive Director. When called upon, the Treasurer (in conjunction with staff) may collect and disburse monies for the DSA, pay bills, and/or submit the books for annual Board review. The Treasurer shall also report on the ongoing financial status of the DSA at each Board meeting and each membership meeting. In conjunction with staff, the Treasurer monitors the collection of membership dues, charitable gifts, and donation acknowledgements. Finally, the Treasurer is responsible for ensuring that the DSA is in compliance with all IRS policies and filing reports to the IRS.

### **Section 5. Executive Committee**

The Executive Committee, consisting of the Chair, Vice-Chair, Treasurer, and Secretary may call meetings apart from the Board of Trustees if necessary, to address matters of a critical nature in a timely manner.

## **ARTICLE VII. COMMITTEES**

The Board of Trustees may establish such committees and task forces as it deems necessary to assist the officers in carrying out the business of the DSA. The following standing committees figure so significantly in the governance of the DSA that these Bylaws compel the Board of Trustees to sustain them on an ongoing basis.

Members of committees shall comply with the Conflict of Interest and Confidentiality Policies of the DSA. Both Trustees and non-Trustees may serve on committees. Active DSA members have voting privileges on committees.

## **Section 1. Finance Committee**

### A. Introduction

To ensure that the DSA conducts its financial affairs with full transparency, these Bylaws charge the Board of Trustees to maintain a body called the “Finance Committee.” Chaired by the DSA Treasurer, the committee consists predominantly of Trustees and other DSA members.

### B. Mandate

The Finance Committee is charged with sustaining the DSA’s reputation and credibility in all fiduciary matters by designing and implementing monetary policies with due diligence, prudence, and transparency.

### C. Appointments

The Finance Committee shall consist of no less than the Treasurer (who Chairs the committee), the Board Chair, and the Executive Director (non-voting). The committee may consist of as many as six members. Committee members are nominated by the Committee Chair, with nominations approved by the Board of Trustees. Members serve one-year renewable appointments.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

### D. Meetings

The Finance Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder.

## **Section 2. Governance Committee**

### A. Introduction

To ensure that the Board of Trustees conducts its governance with full transparency, these Bylaws charge the Board of Trustees to maintain a body called the “Governance Committee.” Chaired by the Board’s Vice-Chair, another Trustee, or a former Trustee who has served at least one complete term, the committee consists of Trustees and other DSA members.

### B. Mandate

The Governance Committee is charged with sustaining the DSA’s reputation and credibility in all governance matters by designing and implementing governance policies with due diligence, prudence, and transparency.

### C. Appointments

The Governance Committee shall consist of no less than the Committee Chair, the Board Chair, and the Executive Director (non-voting). The committee may consist of as many as six members. Committee members are nominated by the Committee Chair, with nominations approved by the Board of Trustees. Members serve one-year renewable appointments.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

#### D. Meetings

The Governance Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder.

### **Section 3. Professional Development Committee**

#### A. Introduction

As a sole professional society for Dalcroze Educators in the United States of America, as the American counterpart to and representative of La Fédération Internationale des Enseignants (FIER: the International Federation of Eurhythmics Teachers), and as the sole body in the USA affiliated with the Institut Jaques-Dalcroze in Geneva (IJD) (and, by extension, with those who, by virtue of the IJD's conferral of the Diplôme Supérieur upon them, have been designated to represent Dalcroze Education in the world), the Dalcroze Society of America has a mandate to form and maintain a body of qualified Dalcroze practitioners charged with administering the accreditation of Dalcroze Teacher Training programs in the United States of America.

To this end, these Bylaws charge the Board of Trustees to maintain a body called the "Professional Development Committee" (PDC).

#### B. Mandate

The Professional Development Committee is charged with sustaining the DSA's reputation and credibility in all matters pertaining to DSA members' professional development as Dalcroze Educators, by designing and implementing all policies relevant to the practice of Dalcroze Education in the USA, including but not limited to the design of Dalcroze teacher training curricula for all levels of teacher training, the design of policies governing the DSA's accreditation of Dalcroze teacher training programs in the USA, and the design of all policies pertaining to the conferral of credentials endorsed by the Dalcroze Society of America.

#### C. Appointments

The Professional Development Committee shall consist of no less than the Committee Chair, the Board Chair, and the Executive Director (non-voting).

The PDC Chair must hold the Diplôme Supérieur and ideally have at least three years' experience directing a Dalcroze teacher training program. The PDC Chair is nominated by a majority of the PDC to serve an unlimited number of one year terms. The PDC Chair will also appoint a Vice-Chair to conduct meetings in their absence.

Any and all holders of the Diplôme Supérieur who reside in the USA may serve on the committee. The committee will ideally consist of a majority of Diplômés, but may also include Dalcroze Licentiates who have at least three years' experience teaching in an accredited Dalcroze teacher training program.



Committee members will be nominated by the PDC Chair to serve one or two three-year terms. While the PDC is a self-governing body within the DSA, all appointments to this committee must be approved by the Board of Trustees.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

#### D. Meetings

The Professional Development Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder. The Committee Chair may redact portions of the minutes at their discretion.

### **Section 4. DSA National Events Committee**

#### A. Introduction

In order to fulfill the DSA mission, these Bylaws charge the Board of Trustees to maintain a body called the “National Events Committee.” Preferably chaired by a DSA Trustee,, the committee consists predominantly of Trustees and other DSA members.

#### B. Mandate

The National Events Committee is charged with advancing the DSA’s three-fold mission at the national and international level by designing and organizing national events, primarily the biennial national conference. Specifically, because this signature event helps to “sustain and expand the professional practice of Dalcroze Education in the USA and in the world...strengthen the extended global community of practitioners and institutions dedicated to Dalcroze Education...and raise the general public’s awareness and appreciation of Dalcroze Education,” it is critical that the DSA Board charge a standing committee with this important responsibility.

#### C. Appointments

The National Events Committee shall consist of no less than the Committee Chair, the Board Chair, and the Executive Director (non-voting). The Committee Chair will determine the number of committee members. Committee members are nominated by the Committee Chair, with nominations approved by the Board of Trustees. Members serve one-year renewable appointments.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

#### D. Meetings

The National Events Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder.

## **Section 5. Chapter Outreach Committee**

### **A. Introduction**

To foster a thriving community of local and regional chapters, these Bylaws charge the Board of Trustees to maintain a body called the “Chapter Outreach Committee.” Chaired by a DSA Trustee, the committee will be made up predominantly of DSA Trustees and DSA members who serve on Chapter Executive Boards.

### **B. Mandate**

The DSA Chapter Outreach Committee is charged with the responsibility of cultivating and nurturing healthy connections with all DSA members who seek to actively organize Dalcroze events and Dalcroze study at the local and regional levels and help them to organize and charter DSA Chapters. The Committee also facilitates the exchange of information between the DSA’s national Board and its respective Chapter Executive Boards, especially with regard to Chapters’ critical reporting on and documentation of their activities. Finally, the Chapter Outreach Committee oversees the training of DSA members to serve in Chapter Executive Board functions (i.e., officers). All of the Committee’s recommendations for financial support must go through the Finance Committee.

### **C. Appointments**

The Chapter Outreach Committee shall consist of no less than the Committee Chair, the Board Chair, and the Executive Director (non-voting). The Committee Chair will determine the number of committee members. Committee members are nominated by the Committee Chair, with nominations approved by the Board of Trustees. Moreover, each DSA Chapter may name only one of its officers to serve as a delegate to the DSA Chapter Outreach Committee and represent its interests at the national level. Members serve one-year renewable appointments.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

### **D. Meetings**

The Chapter Outreach Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, submit them to the DSA Secretary.

## **Section 6. Publications Committee**

### **A. Introduction**

In order to fulfill the DSA mission, these Bylaws charge the Board of Trustees to maintain a body called the “Publications Committee.” Preferably chaired by a DSA Trustee, the committee will be made up predominantly of Trustees and other DSA members.

### **B. Mandate**

The DSA Publications Committee is charged with advancing the DSA’s three-fold mission at the national and international level by designing, organizing, and overseeing the development, editing, and release of publications, both actual and online. The committee publishes content about music and movement

Education, Eurhythmics of various kinds, Dalcroze education, and the DSA's membership and member activities.

#### C. Appointments

The Publications Committee shall consist of no less than the Committee Chair, the Board Chair, the Executive Director (non-voting), and a member of the PDC. The Committee Chair will determine the number of committee members. Committee members are nominated by the Committee Chair, with nominations approved by the Board of Trustees. Members serve one-year renewable appointments.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

#### D. Meetings

The Publications Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder.

### **Section 7. Council of Diplômés (CoD)**

#### A. Introduction

All holders of the Diplôme Supérieur from the Institut Jaques-Dalcroze are responsible for promoting and developing the work of Émile Jaques-Dalcroze while protecting the use of the name in reference to Dalcroze Education. To this end, these Bylaws charge the Board of Trustees to maintain a body called the "Council of Diplômés" (CoD).

#### B. Mandate

- A. The Council of Diplômés (CoD) ensures that the Board of Trustees, its committees, and its subcommittees operate in a manner congruent with the ideals put forth by le Fondation de l'Institut Jaques-Dalcroze in matters pertaining to Dalcroze practice and the use of the name Jaques-Dalcroze.
- B. The CoD helps to sustain the DSA's reputation and credibility including matters pertaining to its members' professional development as Dalcroze Educators in addition to the use of the name Dalcroze and how the practice is represented in official DSA communications.
- C. The CoD maintains a close relationship with the Institut Jaques-Dalcroze (IJD). The CoD will foster two-way communication to keep the DSA up-to-date with current practices from the IJD and to communicate the interests of Dalcroze teachers in the United States to the IJD.
- D. The CoD oversees the work of the Professional Development Committee in matters pertaining to the use of the name Jaques-Dalcroze and Dalcroze teacher-training.
- E. The CoD supports Licentiates who wish to pursue the Diplôme Supérieur. It does this through mentorship and support for Licentiates pursuing acceptance into the Diplôme Supérieur Program and mentorship and support for Diplôme-Candidates.
- F. The CoD fosters connection and support for Diplômés in charge of Dalcroze Education and Teacher-training programs.

C. Appointments

The CoD Committee shall consist of no less than the Committee Chair, the Board Chair, and the Executive Director (non-voting).

The Council of Diplômés Committee Chair must hold the Diplôme Supérieur and ideally have at least three years' experience directing a Dalcroze teacher training program. The CoD Chair is nominated by a majority of the CoD to serve an unlimited number of one year terms. The CoD Chair will also appoint a Vice-Chair to conduct meetings in their absence.

All US Citizens or US residents who hold the Diplôme Supérieur and who serve on the DSA's Professional Development Committee are de facto members of the CoD. The committee may also include an invited minority contingent of Dalcroze Licentiates who are candidates for the Diplôme Supérieur. Committee members who hold the Diplôme Supérieur credentials serve as voting members, all others will serve as non-voting members.

The committee members of the Council of Diplômés will concurrently be working members of the Professional Development Committee. Committee members may serve an unlimited number of terms. There is no limit to the number of eligible committee members.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

D. Meetings

Meetings are held as necessary at the discretion of the CoD Chair. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder. The Committee Chair may redact portions of the minutes at their discretion.

**Section 8. Marketing Committee**

A. Introduction

In order to fulfill the DSA mission, these Bylaws charge the Board of Trustees to maintain a body called the "Marketing Committee." The committee will be made up predominantly of Trustees and other DSA members.

B. Mandate

The Marketing Committee is responsible for articulating the DSA brand. It develops messaging around this brand in order to engage various market segments and stakeholders, generate interest in the DSA and the practice of Dalcroze Education, and inform people about the DSA's critical role in advancing this practice in the USA. The Committee also provides ad hoc support to other Board Committees if they need to develop marketing campaigns relevant to their respective areas (for example, the National Events Committee with regard to the National Conference, or fundraising events). Any new messaging that the Marketing Committee develops about the practice of Dalcroze Education must come before the Professional Development Committee and Board of Trustees for their review and approval before it goes public.

C. Appointments

The Marketing Committee shall consist of no less than the Committee Chair, the Board Chair, and the Executive Director (non-voting). The Committee Chair will determine the number of committee members. Committee members are nominated by the Committee Chair, with nominations approved by the Board of Trustees. Members serve one-year renewable appointments.

Following approval by the committee chair, the Board Chair may vote (and is counted in quorum) if they are a participating member of the committee. A participating member attends regularly, takes on committee tasks as an official member, and contributes to discussions.

D. Meetings

The Marketing Committee will meet at least once a month during the ten months of the year between August and June. At least one week before each meeting, the Committee Chair will draft an agenda and make it available to the committee members. At the meeting, the Committee Chair will appoint a meeting Secretary who will take minutes and within one week, coordinate with the DSA Secretary to electronically file them in the appropriate folder.

**ARTICLE VIII. EXECUTIVE DIRECTOR**

**Section 1. Duties**

The Board of Trustees shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the DSA, direct the day-to-day business of the DSA, and hire, discharge, and determine the compensation of all staff members under the Executive Director's supervision and perform such additional duties as may be determined by the Board of Trustees. This role exercises the authority to engage and supervise all other paid employees of the DSA, subject to the supervision and direction of the Chair and of the Board of Trustees. The Executive Director shall be a non-voting member of the Board of Trustees and all National Committees.

No officer, Executive Committee member, or member of the Board of Trustees may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Board-Chair or the Board. The Executive Director shall be an *ex officio*, non-voting member of all committees.

**Section 2. Hiring and Removal**

The Executive Director may be hired at any meeting of the Board of Trustees by a super majority ( $\frac{2}{3}$ ) vote and shall serve until removed by the Board of Trustees by a super majority vote. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

**Section 3. Accountability**

The Executive Director is accountable to the Board of Trustees. The Board shall establish an administrative review policy that ensures the entire administrative staff is reviewed at least once a year. The Executive Director shall conduct reviews of the administrative staff with input from the Board.

**Section 4. Vacancy**

If the position of Executive Director becomes vacant for any reason, the Executive Committee shall immediately assume the responsibilities of the Executive Director. The Executive Committee may appoint

an Interim Executive Director. The appointment shall last until such time as the Executive Committee appoints a different Interim Executive Director or until the Board of Trustees hires a permanent Executive Director.

## **ARTICLE IX. RECEIPT OF GIFTS**

### **Section 1. Contributions**

Acceptance of any contribution, gift or grant (cash, securities, or in-kind services) is at the discretion of the DSA Board of Trustees. The Board will not accept any gift unless it can be used or expended consistently with the purpose and mission of the DSA. Depending on current IRS tax law, donors may be able to claim a deduction for donating to the DSA as a tax exempt entity. The Board will encourage donors to seek guidance from their own professional advisors to assist them in the process of making their gift.

### **Section 2. Acknowledgements**

The DSA will provide acknowledgments to donors meeting IRS substantiation requirements for property received by the DSA as a gift. However, except for gifts of cash and publicly traded securities, no value shall be ascribed to any receipt or other form of a gift received by the DSA.

### **Section 3. Anonymous Gifts**

The DSA will restrict information about the donor to only those staff members with a need to know.

## **ARTICLE X. CONTRACTS, LOANS, NOTES, CHECKS, AND OTHER INSTRUMENTS**

### **Section 1. Debt**

Trustees, officers, employees, or agents of the DSA may only enter into a contract or incur debt in the name of and on behalf of the Society with proper and explicit written authorization from the Board of Trustees. No Trustee shall be held accountable for debt incurred on behalf of the DSA.

## **ARTICLE XI. CHAPTERS AND DSA TRAINING PROGRAMS**

### **Section 1. Definitions**

A DSA Chapter shall be defined as a branch of the DSA that the Board of Trustees has formally authorized to conduct activities that serve the DSA's purpose and mission in a manner consistent with the structures, values, and goals set forth in these Bylaws. Any group of active DSA members who reside in a state in which a DSA Chapter does not already exist may apply to the DSA Board of Trustees to formally charter their group as a Chapter.

A DSA Chapter's authority extends only to management of the activities it conducts in its designated region. All DSA Chapters shall be governed by Bylaws consistent with the DSA Constitution and Bylaws.

A DSA Affiliated Training Program shall be defined as an institution that:

- Is run by a Dalcroze Educator who has earned the Diplome Superieur or the director of a DSA accredited Teacher Training Program (T<sup>2</sup>).
- Administers Dalcroze examinations and credentials according to the broad guidelines and criteria set forth by the Institut Jaques-Dalcroze in Geneva

- Asserts its formal relationship to the DSA by means of its institutional membership status

While DSA chapters and Affiliated Training Programs can and do coordinate their activities in the service of the DSA's mission, from the standpoint of governance, they operate independent of one another. DSA Affiliated Training Programs function as separate and distinct entities that do not fall within the governance structure outlined in these documents.

### **Section 2. Formation**

Chapters may be formed upon formal application of five (5) current members in good standing of the Dalcroze Society of America. After holding an organizational meeting and after having elected officers, these members may make a formal application to the Board of Trustees which will review the application. The formal application shall include a letter in intent and the proposed chapter's Constitution and Bylaws.

### **Section 3. Membership**

The membership of a Chapter shall consist *only* of current members of the DSA. All active members of the Society are eligible for membership in DSA Chapters insofar a Chapter or may exist in the state or region wherein they reside.

### **Section 4. Dues & Revenue**

The DSA explicitly bars Chapters from collecting dues directly. Chapters that do so will lose their DSA charter. All Chapters are entitled to generate revenue to fund their operations by hosting gatherings, events, and fundraising. Chapters are entitled to keep 100% of revenue not generated by dues. All revenue must be expended solely on behalf of the DSA chapter and in pursuit of the aims and purposes of the DSA.

Fundraising activities of any Chapter must be coordinated with those of the national organization and must not conflict with its development plan or strategies for implementing it.

Donors to Chapters may claim a deduction from their tax liability equal to the amount of their donation in any given calendar year owing to the not-for-profit status Chapters enjoy by virtue of the DSA's group exemption.

### **Section 5. Organization and Governance**

Each Chapter establishes its own policies and operating procedures in a set of Bylaws consistent with the DSA Bylaws. The Board of Trustees has appended to these Bylaws a Chapter Bylaws Template which should serve as the basis for groups of members who want to formally charter as a DSA Chapter.

The Chapter Board is responsible for ensuring the activities of the Chapter are in the interests of the Chapter and, by extension, the DSA, and that the Chapter comply with all legal and fiscal requirements for sustaining the DSA's tax exempt status with the IRS.

The DSA may require the Chapter to report on its fundraising activities, in order to ensure that the Chapter is staying within guidelines the IRS establishes for nonprofit entities and their subordinate entities.

### **Section 6. Meetings**

Each Chapter shall hold a minimum of one (1) general Chapter meeting per year for the election of Officers (if scheduled). At all meetings not less than three quarters of the chapter's Executive Board shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Minutes of Executive Board meetings must be made available to the DSA Secretary upon completion.

### **Section 7. Financial Support**

Any Chapter may apply to the national organization for assistance in order to offset the costs of its operations and other activities. The Board will establish and review policies for underwriting Chapter activities.

### **Section 8. Limitations & Dissolution**

The authority and powers of each Chapter shall be limited by the Bylaws of the DSA, by the acts of the DSA Board of Trustees, and by the following limitations:

- A. Not less than a two-thirds vote of the membership of a Chapter shall be required for dissolution of the Chapter.
- B. A Chapter charter is not transferable to any other entity or body.
- C. No Chapter shall have the power to contract financial obligations that exceed the amount of funds available within the Chapter.
- D. As branches of the DSA, Chapters only have the power to contract financial obligations on the local or regional level, and not on the national level.
- E. Only the Chapter President has the authority to sign contracts on behalf of the Chapter.
- F. All assets held by any Chapter remain the property of the DSA. If, upon dissolution of a Chapter, there are any assets remaining after payment of all expenses and satisfaction of all liabilities, these shall be remitted to the DSA for use as determined by the DSA's Board of Trustees.

### **Section 9. Loss of Recognition**

The Board retains the authority to terminate a Chapter's charter, in the event of irreconcilable differences regarding Chapter policies and procedures.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Proposing Amendments**

In conducting the affairs of the Society on behalf of the membership, the DSA Board of Trustees exercises the power to adopt, amend, or repeal any and all Bylaws; however, the membership retains the right to amend these Bylaws by means of a super majority of no less than two-thirds of the membership, which must ratify any amendment to this document at the Society's General Meeting in order for the amendment to take effect.

## **ARTICLE XIII: CONFLICT OF INTEREST**

### **Section 1. Introduction**

The DSA's conflict of interest policy applies to all Trustees of the Dalcroze Society of America (DSA), as well as to any individual who serves on a DSA committee and/or task force. It is intended to foster the highest standards of integrity and honesty for those serving the DSA.

### **Section 2. Statement of General Policy**

Individuals serving the DSA must avoid placing themselves in positions in which there may be an actual conflict of interest, or the appearance of a conflict of interest, between their fiduciary duty to the DSA and



their personal interest. Conflicts may arise when:

- A. the individual's interests (or those of a member of their family) are adverse to the interests of the DSA; or
- B. the individual is in a position to influence a business decision of the DSA in such a way that it will, or might appear to, benefit the individual, their family members or an entity in which either has an interest.

### **Section 3. Implementation**

- A. **Disclosure.** Upon first being elected or appointed, each board, committee, or task force member, shall disclose to the board *in writing*, to the best of their knowledge:
  - a. any financial transactions with the DSA that involve the Trustee, their immediate relatives, or any entity with which he or she is associated in a significant leadership or ownership capacity; or
  - b. any association through which the Trustee, or their immediate relatives, is in a position to exercise substantial influence over the affairs of an organization or entity with which the DSA has a financial or programmatic relationship.
- B. **Voting by Trustees.** An individual should not vote on, approve or make recommendations regarding a transaction between the DSA and an entity in which the individual or a member of their immediate family has an ownership interest. If a DSA Trustee becomes aware that such a related-party transaction is being discussed or planned for the future, they should make known to the Executive Director and to the Board of Trustees the facts of their relationship to the transaction before the Board of Trustees initiates any action with regard to the transaction.
- C. **Disqualification of Individuals.** No board, committee, or task force member, nor any entity owned by any such individual may do business with the DSA, unless the facts of the particular related-party transaction have been fully disclosed and the transaction has been expressly authorized by the Board of Trustees.
- D. **Receipt of Gifts.** No board, committee, or task force member, or member of their immediate family, should accept gifts or other favors under any circumstances that might lead to the inference that the gift or favor was intended to influence their decision-making while serving the DSA.

## **ARTICLE XIV. FISCAL YEAR**

The fiscal year of the DSA begins on the first day of July and ends on the thirtieth day of June of each year.

## **ARTICLE XV. RIGHTS ON DISSOLUTION**

### **Section I. Termination or Dissolution**

In the event of termination or dissolution of the Dalcroze Society of America, Inc., its remaining assets, after paying or making provision for the payment of all the liabilities of the Society, shall be distributed to (and only to) one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Revenue law), as the members of the Society shall determine.

#### **ARTICLE XVI. TRANSFER OF MEMBERSHIP**

Membership in the Dalcroze Society of America, Inc. may not be assigned or transferred under any circumstances.

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Prepared by the Governance Committee, Chair, Jessica Schaeffer

Adopted by the Dalcroze Society Board of Trustees on Friday 23 February 2018.

Updated by the Governance Committee, Interim Chair Lauren Hodgson, 3 July 2019.

Amended by the Board of Trustees on Friday, May 1, 2020 (see meeting Minutes).

Amended by the Board of Trustees on Thursday, April 18, 2022.

Amended by the Board of Trustees on Thursday, June 9, 2022.

Amended by the Board of Trustees on Thursday, May 18, 2023.

Amended by the Board of Trustees on Monday, January 8, 2024.