



Bylaws of the Cecchetti Council of America

Revised July 2022

Article I

NAME

Section 1. The name of this organization shall be the CECCHETTI COUNCIL OF AMERICA.

Article II

MISSION

Section 1. The Cecchetti Council of America (CCA) provides classical ballet, education, training, and certification through sequential examinations for both teacher and student candidates.

Article III

PURPOSE

Section 1. The Cecchetti Council of America, authorized and by virtue of the laws of the State of Michigan as an Educational Corporation and approved by the Michigan Department of Public Instruction, is an organization of ballet teachers whose purpose is to foster, promote and encourage the theory of the Cecchetti Method of Classical Ballet within the boundaries of the United States of America and such other countries as the Cecchetti Council of America shall from time to time determine; to conduct seminars, sponsor, supervise and conduct examinations in the Cecchetti Method of Classical Ballet, and to issue Student and Teacher Certificates to do any and all things necessary to advance the theory of the Cecchetti Method and to keep the members of the Cecchetti Council of America informed in the Cecchetti Method by instruction and demonstration.

Notwithstanding the foregoing, the powers set forth above shall be expressly limited and confined to those powers that may be exercised by a non-profit corporation that is tax exempt under Section 501(c) (3) of the Internal Revenue Code, or the corresponding provision of a future United States Internal Revenue Code.

The Cecchetti Council of America is an organization dedicated to maintaining the standards and method of ballet training established by Cav. Enrico Cecchetti. The organization uses his teachings and writings in a sequence of grades, carefully measured as to degree of difficulty and physical development. The Cecchetti Council of America provides a system of accredited examinations to assess the knowledge, proficiency, and quality of teacher and student candidates. As an educational organization, the Cecchetti Council of America mentors member teachers with the purpose of raising the standard of ballet teaching throughout the world.

Section 2. The Organization shall have the power to disburse its funds as voluntary, gratuitous, and charitable gifts to the benefit of organizations or individuals devoted to the theory of the Cecchetti Method of Classical Ballet. The determination of the amount thereof shall rest in the absolute discretion of the National Board of Directors of the Organization, hereafter known as the Executive Board or the “NEBD”.

Section 3. The Organization shall have the power to own and maintain or lease real estate and buildings and any other property which is deemed necessary for its purposes, to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount.

Article IV

OBJECTIVES

Section 1. To provide a membership-based organization of teachers who are devoted to the Cecchetti body of work and systematic approach towards Classical Ballet training.

Section 2. To provide member teachers with high quality educational and reference materials.

Section 3. To keep member teachers updated on physio-anatomy, which may impact the training of dancers.

Section 4. To pursue the reputation of a well-respected classical ballet training organization in the dance community.

Section 5. To provide teachers and students with professional examiners.

Section 6. To offer continuing educational training seminars, refreshers, and guidance for teachers.

Section 7. To provide dance opportunities through workshops and intensive programs for students.

Section 8. To promote and assist our professional opportunities such as Cecchetti International Classical Ballet (CICB) Organization and International Ballet Competition.

Section 9. To maintain contact, share information, and participate with other Cecchetti Societies through founding membership in the Cecchetti International Classical Ballet Organization.

Article V

OFFICES

Section 1. The principal office of the organization shall be at such place within the State of Michigan as the NEBD may determine.

Section 2. The NEBD may establish other offices in or outside of the State of Michigan.

Article VI

NONPARTISAN ACTIVITIES

Section 1. This organization has been formed for the purposes described above and shall be nonprofit and nonpartisan. No substantial part of the activities of the organization shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The organization shall not participate or intervene in any political campaign on behalf of any candidate for public office for or against any cause or measure being submitted to the people for a vote.

The organization shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Article VII

DEDICATION OF ASSETS

Section 1. The properties and assets of this non-profit corporation, including all affiliated groups, area committees, or any other organization operating pursuant to this non-profit corporation's classification as a 501(c)(3) organization under the Internal Revenue Code (hereafter referenced individually as "Affiliates", and collectively with the non-profit corporation as the "Corporation"), are irrevocably dedicated to nonprofit public benefit for charitable purposes. No part of the net earnings, properties, gains, profits, dividends, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Corporation. On liquidation or dissolution of the Corporation, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to nonprofit benefit for charitable purposes consistent with this organization's philosophy, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3). On liquidation or dissolution of any Affiliate, the properties and assets of said Affiliate will become the property of the Corporation.

Article VIII

MEMBERSHIP

Section 1. The Cecchetti Council of America (CCA), may grant membership in this organization to those persons who have been accepted by the National Executive Board of Directors (NEBD) who value the purposes of the CCA and who have met the required qualifications.

Section 2. The Founding Members shall be hereby known as Charter Members and shall be the persons designated as such in the Articles of Incorporation.

Section 3. Teacher Members shall be a minimum of 18 years of age with a minimum teaching experience of two years. They shall hold Grade I, II, III or IV CCA Teachers' Certificate.

Section 4. Associate members shall have at least three years of ballet teaching experience and hold a Teacher CCA Certificate in the Elementary (V) level.

Section 5. Licentiate members shall have at least six years of ballet teaching experience in the Cecchetti Method and shall hold a Teacher CCA Certificate in the Intermediate (VI) level.

Section 6. Fellow members shall have at least ten years of ballet teaching experience in the Cecchetti Method and shall hold a Teacher CCA Certificate in the Advanced (VII) or Diploma level.

Section 7. The CCA by a majority vote of the NEBD may accept into membership a teacher whose credentials have been earned through another accredited Cecchetti organization.

Section 8. Professional Membership

- a. A Professional Member shall be a classical ballet student of the Cecchetti Method, or a former student of the Cecchetti Method, who has performed ballet professionally and has been accepted as a Professional Member of the CCA by majority vote of the NEBD. A Professional Member does not have a vote and shall have dues waived.
- b. In order for a Professional Member to present student or teacher candidates for CCA examinations, the Professional Member must take the CCA teacher examinations and become a Teacher Member of the CCA.

Section 9. Honorary Membership may be granted to such persons as shall be determined by a vote of the NEBD. Honorary Members shall not have a vote and shall have dues waived.

Section 10. Supporting Membership may be granted to inactive former members or supporters of the Method. Supporting Members shall not have a vote. Supporting Members shall have a special dues category.

Section 11. Lifetime Membership will be granted to a member of 50 consecutive years. Lifetime Members will have their dues waived.

Section 12. Members in good standing are those who uphold the bylaws and have all dues paid. The NEBD shall establish the initial and annual dues for membership in the organization. The billing and collection of dues shall be in a manner prescribed by the NEBD. The NEBD may terminate a membership upon the occurrence of any of the following events:

- a. Failure to pay dues within 90 days after written notice of payment due.
- b. Any violation of these bylaws.

Section 13. Non-Disclosure Agreement (NDA)

Members, Employees, and/or Volunteers of the Cecchetti Council of America, Inc. may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of Cecchetti Council of America, Inc. that such information must be kept confidential both during and after employment or volunteer service. A signed non-disclosure agreement may be required annually.

Section 14. To remain eligible to submit candidates for examinations, a member must continue to attend a minimum of every three (3) years either a National Seminar or Cecchetti International Seminar; two (2) CCA Seminars or two (2) CCA Refreshers of shorter duration either in person or virtually.

Section 15. No member may transfer for value a membership or any right arising from it. All rights of membership shall cease upon death.

Section 16. A list shall be kept of deceased members who were members in good standing.

Article IX

NATIONAL EXECUTIVE BOARD OF DIRECTORS

Section 1. The National Executive Board of Directors shall herein be referred to as the “NEBD”. The NEBD shall transact all business of the Cecchetti Council of America except that deemed by the NEBD to be conducted by the Board of Examiners or the Regional Committee Boards. The NEBD shall have final approval of all business.

Section 2. The NEBD shall include as voting members all Cecchetti Examiners residing in the State of Michigan, Elected Members, and the Chair of the Eastern Michigan Committee (hereafter referred to as the “EMC Chair”).

Section 3. The NEBD can create administrative staff, as it deems necessary. Said staff may be compensated subject to NEBD approval.

Section 4. The President may appoint non-voting members for a one-year term with the approval of the NEBD.

Section 5. Elected Members serve a two-year term and may be elected to two subsequent terms. After the third successful election (six years) the Elected Member becomes a full member of the NEBD.

Article X

MEETINGS OF THE NEBD OF DIRECTORS

Section 1. NEBD meetings shall be presided over by the President. If the President is unavailable, the NEBD meeting shall be presided over by a Vice President. If a Vice President is unavailable, the NEBD meeting shall be presided over by the Recording Secretary. If the Recording Secretary is unavailable, the President will appoint an acting President. Should the Recording Secretary preside at the meeting, a Secretary Pro Temp will be appointed by the president.

Section 2. The meetings of the NEBD shall be held at any place designated by the NEBD not less than once monthly, except during July and August. Meetings may be held virtually. Meetings with the EMC Board may be called to conduct business as necessary.

Section 3. Special meetings may be called by the President, or by a majority of the members of the NEBD. The object of said meeting to be stated on the call or email sent out, and no other business except that stated in the call or email may be transacted.

Section 4. If action is proposed to be taken at any meeting for approval of any of the following proposals, written notice shall be sent out stating the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal:

- a. Removing a President, Officer, or NEBD member.
- b. Voluntarily dissolving the organization.

Section 5. A quorum of the NEBD shall consist of 30% of the members of the NEBD.

Section 6. Except as otherwise indicated in these Bylaws or in the Articles of Incorporation, any action taken at any NEBD meeting shall be by majority vote of those present or voting by absentee ballot so long as a quorum is present.

Section 7. NEBD members shall have the privilege of absentee vote on specific issues only through another NEBD member in good standing.

Section 8. An absentee ballot is not revoked by the death or incapacity of the maker or the termination of member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received.

Section 9. Only such business may be transacted at any meeting as the NEBD designates. The President shall prepare an agenda of all tabled and current business, as well as current business submitted by members.

Section 10. If a particular action must be taken before the next meeting, a majority of the members of the NEBD may grant a Board member permission to take that action.

Section 11. Voting may be by show of hands, voice, email, or ballot. Voting for the EMC Board, Board of Examiners, and Regional Boards must be executed by written or electronic ballot.

Article XI

NEBD COMMITTEES OF THE CECCHETTI COUNCIL OF AMERICA

Section 1. The NEBD, by resolution adopted by a vote of a majority of its members, or the President with approval of the NEBD, may designate one or more committees, each committee consisting of one or more members. The Board may also designate one or more members as alternate committee members who may replace an absent or disqualified member at a committee meeting. All committees designated by the NEBD shall serve at the pleasure of the Board.

Section 2. A committee designated by the Board does not have the power to: amend the articles of incorporation; adopt an agreement of merger or consolidation; amend the bylaws of the CCA; fill vacancies on the Board; fix compensation of the members for serving on the Board or on a committee; recommend to members the sale, lease or exchange of substantially all of the Council's property and assets; recommend to the members a dissolution of the Council or a revocation of a dissolution; or terminate memberships.

Section 3. Committees of the NEBD shall hold meetings as needed and be governed by the rules provided in Article X: Meetings of the NEBD. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

Section 4. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

Article XII

MEETINGS OF GENERAL MEMBERSHIP

Section 1. The meetings of the general membership of this council shall be held at least annually at a time and place designated by the NEBD. Meetings may occur virtually or in person.

Section 2. Members shall be notified at least fifteen (15) days prior to the date set for the general membership meeting. Notice shall be given by phone, mail or email to each member of record entitled to vote at the meeting at his or her last email or street address as it appears on the books of the council. Special meetings of the general membership may be called by the NEBD or by the President. The object of said meeting shall be stated on the call, or in the email or letter sent out, and no other business except that stated in the call or letter may be transacted.

Section 3. General membership meetings shall be presided over by the President and the EMC Chair. The Recording Secretary of the NEBD or, if not present, a member designated by the President, shall act as Recording Secretary of the meeting.

Section 4. A quorum of the general membership shall consist of fifteen (15) members in good standing entitled to vote.

Section 5. Persons entitled to vote at any general membership meeting shall be Diploma Fellow, Fellow, Licentiate, Associate, and Teacher members.

Section 6. Except as otherwise indicated in these Bylaws or in the Articles of Incorporation, any action taken at any general membership meeting shall be by majority vote or voting by absentee ballot so long as a quorum is present.

Section 7. Members shall be entitled to vote by absentee ballot on specific issues only.

Section 8. An absentee ballot is not revoked by death or incapacity of the maker or the termination of membership as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received.

Section 9. Voting may be by show of hands, voice, email or ballot.

Article XIII

NATIONAL NEBD OFFICERS

Section 1. The officers of the NEBD shall consist of President, Vice Presidents, National Registrar, Assistant Registrar, Treasurer, Recording Secretary, and Corresponding Secretary. Each shall serve for two years, January 1 through December 31. If a vacancy occurs, an NEBD member shall be elected to serve the remainder of the term.

Section 2. The President shall present a slate of officers to the NEBD during a September meeting of the NEBD. The ballot will be sent to NEBD Members one month in advance of the vote. Nominations will also be taken from the floor. Such election shall be by written ballot. Three members shall count the votes. The majority will decide the vote. In the case of a tie, the vote shall be retaken. In the case of a subsequent tie, the President shall cast the deciding vote.

Section 3. An NEBD officer may resign at any time by providing written notice to the NEBD. Notice of resignation will be effective upon receipt or at a later time designated by the NEBD.

Section 4. Any NEBD officer may be removed with cause by a 75 percent vote of the NEBD entitled to vote at an election of officers.

Section 5. A vacancy of an office on the NEBD may be filled with a person appointed by the President with approval of the NEBD. Each person so appointed shall be an officer for a term of office continuing until the next election.

Article XIV

THE PRESIDENT

Section 1. No member of the NEBD shall hold the office of President for more than one term, nor be eligible for re-election until the lapse of the succeeding two-year term.

Section 2. A candidate for President shall have been a loyal member of the CCA, have served on the NEBD for a minimum of ten years, and shall hold the Teacher's Advanced Certificate. A candidate shall have been actively striving to enlarge and enhance his/her knowledge of ballet and dance.

Section 3. The President shall preside at all meetings of the NEBD, prepare an agenda of all tabled and current business, as well as any business submitted by members.

Section 4. The President shall set the date, time, and place of NEBD meetings, with approval of the NEBD.

Section 5. The President shall appoint a Parliamentarian to maintain order during NEBD meetings.

Section 6. The President shall take the chair, call meetings to order, is an ex officio member of all committees and subcommittees of the NEBD, is responsible for the proper functioning of these committees and is responsible for the NEBD and its activities.

Section 7. The President shall have the authority to appoint NEBD Members to jobs, define these appointed jobs, and to create committees as needed, with the approval of the NEBD.

Section 8. The President shall oversee all committees, projects, and other boards of the CCA including but not limited to the Board of Examiners, Liaison Officers, Regional Committees, including syllabi, music, books, videos, etc.

Section 9. The President shall mediate with the Ethics committee all problems and facilitate legislative action where appropriate for any problems with Examiners or exam sessions. The President shall mediate with the NEBD all problems and facilitate legislative action where appropriate for any problems with Membership, Regional Committees, Officers, etc.

Section 10. The President shall carry on the work of the previous administration.

Section 11. The President shall oversee all CCA sponsored events.

Section 12. The President shall attend as many CCA functions as possible.

Section 13. The President shall sign teacher and professional exam certificates.

Section 14. A Past President shall remain a member of the NEBD.

Article XV

VICE PRESIDENTS

Section 1. Two Vice Presidents are elected. The recipient of the highest number of votes shall be the First Vice President. The recipient of the next highest number of votes shall be the Second Vice President.

Section 2. The Vice President is elected by the NEBD for a term of two years and may be re-elected to serve any number of consecutive terms.

Section 3. In the event the President is unable to fulfill the duties of office, the Vice President will assume those responsibilities. In the event that the 1st Vice President is unable to fulfill those duties, the 2nd Vice President will assume those responsibilities.

Article XVI

TREASURER

Section 1. The Treasurer is elected by the NEBD to a term of two years and may be re-elected to serve any number of consecutive terms.

Section 2. The Treasurer is responsible for all monies of the CCA.

Section 3. The Treasurer pays all bills of the national CCA organization.

Section 4. The Treasurer manages all funds of the CCA in a financial institution approved by the NEBD. Such securities shall be in the name of the CCA.

Section 5. The Treasurer is one of three members of the NEBD authorized to sign any and all financial transactions.

Section 6. The Treasurer shall be the chief fiscal officer of the organization and act as guardian for the financial records of the organization.

Section 7. The Treasurer shall keep accurate books according to bookkeeping standards and have them available for review by the NEBD.

Section 8. The Treasurer shall provide quarterly reports as well as a year-end financial report showing profit and loss.

Section 9. The Treasurer shall provide reconciled reports for each account on a monthly basis.

Section 10. The Treasurer shall provide a profit/loss report on all CCA sponsored events.

Section 11. The Treasurer makes a motion to pay our CCA teaching faculty provided a profit is made on the event.

Section 12. The Treasurer is a paid position with the wage to be determined by the NEBD.

Section 13. An assistant to the Treasurer and/or a financial committee may be appointed by the President if deemed necessary.

Section 14. The Treasurer will act as Treasurer of the EMC and Board of Examiners.

Article XVII

RECORDING SECRETARY

Section 1. The Recording Secretary is elected by the NEBD to a term of two years and may be re-elected to serve any number of consecutive terms.

Section 2. The Recording Secretary takes roll at NEBD meetings and records them in the minutes. A report of the roll is given to the NEBD on an annual basis.

Section 3. The Recording Secretary records the minutes of the NEBD meetings. In the event the Recording Secretary is unable to attend a meeting, they will arrange for another NEBD member to record the minutes.

Section 4. The Recording Secretary reads the minutes of the previous meetings.

Section 5. The Recording Secretary records corrections to previous meeting's minutes as voted on by the NEBD and files and stores the minutes so they are available for review or audit.

Section 6. The Recording Secretary distributes the corrected and approved minutes to all members of the NEBD, to the Board of Examiners, Committee Chairs, and the Librarian. This distribution shall occur within three weeks.

Section 7. The Recording Secretary keeps a record of all motions, who made and seconded said motions, and if the motions carried or failed.

Section 8. The Recording Secretary shall research the outcome of previous motions concerning a specific subject at the request of any NEBD member.

Section 9. The Recording Secretary signs all of the teacher and professional certificates.

Section 10. At termination of office, the Recording Secretary turns over all records of the minutes to the newly elected Recording Secretary.

Article XVIII

NATIONAL REGISTRAR

Section 1. The National Registrar is elected by the NEBD to a term of two years and may be re-elected to serve any number of consecutive terms.

Section 2. The National Registrar accepts tentative dates for exam sessions from Committees or individual studios.

Section 3. The National Registrar reports all requests for exam sessions to the NEBD for approval.

Section 4. The National Registrar brings all special requests concerning exams to the NEBD for approval.

Section 5. The National Registrar coordinates exam sessions and works closely with the Treasurer to analyze and project exam session expenses and revenues.

Section 6. The National Registrar is a paid position with the wage to be determined by the NEBD.

Article XIX

ASSISTANT NATIONAL REGISTRAR

Section 1. The Assistant National Registrar is elected by the NEBD to a term of two years and may be re-elected to serve any number of consecutive terms.

Section 2. The Assistant National Registrar prepares the materials used in examinations and sends to registrars and hosts.

Section 3. The Assistant National Registrar receives and processes requests for teacher and professional certificates.

Section 4 The Assistant National Registrar is a paid position with the wage to be determined by the NEBD.

Article XX

EASTERN MICHIGAN COMMITTEE REGISTRAR

Section 1. The Eastern Michigan Committee (EMC) Registrar is elected by the NEBD to a term of two years and may serve any number of consecutive terms.

Section 2. The EMC Registrar oversees the Eastern Michigan Exams that are open to any teacher member in good standing.

Section 3. The EMC Registrar submits the dates for general exams to the NEBD for approval.

Article XXI

CORRESPONDING SECRETARY

Section 1. The Corresponding Secretary is elected by the NEBD to a term of two years and may be re-elected to serve any number of consecutive terms.

Section 2. The Corresponding Secretary reads and responds to correspondence as directed by the NEBD.

Section 3. The Corresponding Secretary sends notes as directed by the NEBD.

Article XXII

BUSINESS ADMINISTRATION

Section 1. The Business Administrator is employed by the NEBD to oversee the general operations of the CCA.

Section 2. Financial and administrative decisions made by the Business Administrator must be approved by the NEBD.

Section 3. When a CCA member pays annual dues, the Business Administrator sends a receipt of dues received.

Section 5. The Business Administrator is a paid position with the wage to be determined by the NEBD.

Article XXIII

MEMBERSHIP CHAIR

Section 1. The Membership Chair is appointed by the President with approval of the NEBD to a term of two years and may serve any number of consecutive terms.

Section 2. The Membership Chair responds to membership inquiries.

Section 3. The Membership Chair disseminates information on the CCA and membership applications to prospective eligible members.

Section 4. The Membership Chair submits membership applications to the NEBD for approval.

Article XXIV

SUMMER SCHOOL COMMITTEE

Section 1. The Summer School Committee oversees the operations of the annual International Summer School and Teacher Conference. The summer school committee shall consist of but is not limited to the Coordinator, Summer School Business Administrator, Student Principal, Schedule Organizer, Teacher Principal, Music Coordinator, Transportation Coordinator. Summer School Committee members are contracted employees appointed by the President with the approval of the NEBD to a term of two years and may serve any number of consecutive terms. The positions may be changed as needed by the NEBD.

Section 2. The Summer School Committee shall choose the CCA faculty for the refresher and CCA International Summer School with the approval of the NEBD.

Section 3. Financial and administrative decisions made by the Summer School Committee must be approved by the NEBD.

Article XXV

NATIONAL AND INTERNATIONAL COMPETITIONS

Section 1. An annual National CCA Classical Ballet Competition for students of CCA members may be sponsored by the NEBD. The NEBD will approve the value of the awards and scholarships.

Section 2. The selection of CCA competitors for the Cecchetti International Classical Ballet Competition (CICB) will take place through a qualifying process held by the NEBD.

Section 3. All CICB candidates representing the CCA must be approved by the National NEBD of Directors.

Article XXVI

LIAISON COORDINATOR

Section 1. The Liaison Coordinator is appointed by the President for a period of three years and may serve any number of consecutive terms.

Section 2. The Liaison Coordinator works with the President and permanent examiners on the NEBD to identify eligible members to form the Liaison Officer ballot. A vote of a majority of Permanent Examiners on the NEBD is necessary to determine Liaison Officers.

Section 3. The Liaison Coordinator and the President shall designate Liaison Officer assignments with the approval of the NEBD.

Section 4. The Liaison Coordinator supplies a liaison book and informs the Liaison Officers of pertinent CCA information that they will be expected to disseminate on their liaison trips.

Section 5. The Liaison Coordinator arranges for a substitute if a Liaison Officer cannot fulfill his/her scheduled Liaison trip.

Article XXVII

CHAIR OF THE EASTERN MICHIGAN COMMITTEE

Section 1. Prospective Chair candidates are presented by the EMC to the NEBD. The EMC Chair is elected through a closed ballot by the NEBD for a two-year term and cannot be elected for two consecutive terms. The Eastern Michigan Committee Chair is eligible to vote on all matters of the NEBD, with the exception of those concerning exams and liaisons. The term shall be opposite of the NEBD's officers' terms.

Section 2. The EMC Chair prepares agendas and chairs all EMC meetings.

Section 3. The EMC Chair coordinates with pre-approval of the NEBD all functions of the EMC.

Article XXVIII

LIBRARIAN

Section 1. The Librarian is appointed by the President with NEBD approval.

Section 2. The Librarian stores, inventories, orders, and sells ISTD materials and CCA booklets, music, DVD's and other items as requested by the NEBD.

Section 3. The Librarian invoices delinquent accounts and notifies the NEBD when bills are past due.

Section 4. The Librarian ensures that CCA materials are available for purchase at Summer School.

Section 5. The Librarian is a paid position with the wage to be determined by the NEBD.

Section 6. An Assistant to the Librarian can be appointed by the President if deemed necessary, with NEBD approval.

Article XXIX

SCHOLARSHIP CHAIR

Section 1. The Scholarship Chair is appointed by the President with approval of the NEBD to a term of two years and may serve any number of consecutive terms.

Section 2. The Scholarship Chair oversees the national scholarship audition process.

Article XXX

ELECTED BOARD MEMBERS

Section 1. A candidate for election to the NEBD may be submitted by a member of the NEBD.

Section 2. The NEBD may elect a Board member by written ballot to the NEBD for a term of two years.

Section 3. Should the elected member be re-elected for two more consecutive terms, for a total of six years, the member remains on the NEBD without re-election.

Section 4. The elected board member may vote on all matters except liaison and exam issues.

Article XXXI

APPOINTED BOARD MEMBERS

Section 1. The President can appoint a member to the NEBD with approval of the NEBD for a period of one year.

Section 2. The Appointed Board Member does not have a vote.

Article XXXII

THE BOARD OF EXAMINERS

Section 1. The Board of Examiners shall consist of all Permanent Examiners, Examiners, Associate Examiners and Apprentice Examiners. It shall conduct the business of examining students and teachers and selecting and training Examiners. It shall oversee the continuing education of the Board of Examiners. Examiners and Permanent Examiners shall elect Apprentice and Associate Examiners. Permanent Examiners shall elect Examiners and Permanent Examiners.

Section 2. Names for potential examiners are provided on a ballot compiled by the Registrar with approval of the NEBD. A vote of at least 75% is needed to become a member of the Examining Board.

Section 3. All Michigan Examiners will sit on the National NEBD of Directors.

Section 4. The officers of the Board of Examiners may consist of one Chair or two Co-Chairs. Additional officers are a Vice-Chair, Secretary, NEBD Treasurer and Registrar.

Section 5. The Chair of the Board of Examiners is a member of the NEBD. They are elected by the Board of Examiners to a three-year term and may serve any number of consecutive terms. The Chair of the Board of Examiners oversees all committees of the Board of Examiners.

Section 6. The meetings of the Board of Examiners shall be presided over by the Chair of the Board of Examiners or, if not present, the Vice Chair. The Secretary or, if not present, a member designated by the Chair shall act as Secretary of the meeting.

Section 7. The Board of Examiners shall meet at least once annually. Additional meetings may be called, as needed, by the Examining Board.

Article XXXIII

LIAISON OFFICERS

Section 1. Liaison Officers shall be the connection between the NEBD, the Board of Examiners, the Committee Officers and Committee Members.

Section 2. A new Liaison Officer is elected to a three-year term with the approval of the Permanent Examiners of the NEBD.

Section 3. A Liaison Officer is an Examiner or Permanent Examiner.

Section 4. The Liaison Officer visits the committee once a year to teach classes and attend a committee meeting.

Section 5. The NEBD will assume the responsibility for transportation, room, board, and any other expenses necessary to fulfill the duties of the Liaison Officer. The Committee will be responsible for the required teaching fee.

Section 6. The Liaison Officer shall provide Committee meeting minutes to the Liaison Coordinator, Secretary, and Treasurer of the NEBD.

Section 7. The Liaison Officer will provide a report on the liaison trip to the NEBD.

Section 8. A Liaison Officer shall not be responsible for more than two committees

Article XXXIV

THE EASTERN MICHIGAN COMMITTEE

Section 1. The EMC is a regional committee, which operates as a division of the NEBD, assisting the NEBD in events, including, but not limited to, exam sessions, teacher refreshers, and the International Summer School. They may hold student workshops with approval of the NEBD.

Section 2. The Board of the EMC shall meet regularly throughout the year. EMC Business Meetings shall be held annually at a time and place designated by the EMC Board.

Section 3. All members have a vote at meetings of the general membership of the EMC

Section 4. EMC members may hold the following appointed positions: Recording Secretary, Corresponding Secretary, Exam Coordinator.

Article XXXV

REGIONAL COMMITTEES

Section 1. In order to form a regional committee, an application must be submitted to the NEBD for approval.

Section 2. All Regional Committees are governed by the bylaws of the CCA. Committees or committee members may not form competing organizations.

Section 3. The goals of Regional Committees must align with the goals of the CCA.

Section 4. Regional Committees must have NEBD approval for examinations, seminars, and refresher courses. All faculty members accepting any compensation must have a CCA contract. Committees are responsible for reporting all faculty wages to the National Treasurer by December 15 of the contracted year.

Section 5. Monies must remain in committee funds for the sole purpose for the promotion and growth of the CCA. Regional Committees must use the CCA Corporate Federal EIN when opening bank accounts. The average maximum balance determined by the NEBD must not be exceeded. The NEBD reserves the right to oversee the use of committee funds to maintain CCA's educational goals. Bank statements and financial reports must be submitted In July and December to the National Treasurer.

- a. Regional committees may fundraise and deposit the profits into the committee account which must use the Corporate Federal EIN number. At year-end, a report must be submitted to the National Treasurer.
- b. No committee shall solicit funds from any individual, corporation, business, or organization. Committees may not charge dues or fees to committee members.
- c. Committees are required to give written notice to the NEBD of the intent to dissolve or liquidate. All debts prior to dissolution must be paid prior in order to dissolve in an orderly fashion. On liquidation or dissolution of any Committee Affiliate, the properties and assets of said Affiliate will become the property of the Corporation as stated in Article VII, Dedication of Assets.

Section 6. Regional Committees may have a Regional Chair, Vice Chair, Treasurer, Registrar, Recording Secretary, and Corresponding Secretary.

Section 7. Regional Committees shall hold officer elections every two years opposite the term of the CCA President. Ballots will be sent out to all committee members in good standing.

Article XXXVI

DUES AND FEES

Section 1. The NEBD shall determine all fees, including dues, examinations, lectures, seminars, and all CCA authorized educational materials.

Section 2. Regional Committees handle financial decisions for workshops to maintain stability of the Committee accounts.

Section 3. All members are direct members and all dues are payable to the Cecchetti Council of America.

Article XXXVII

EXAMINATIONS

Section 1. Candidates for admission shall attend before a panel of examiners, at the time and place fixed for holding examinations. They shall be required to prove the extent of their technical knowledge, both by oral explanation and by practical demonstration. Teacher candidates will be required to demonstrate their ability to teach.

Section 2. Candidates for examination shall pay an examination fee set at fixed rate at the time of application. The sponsoring teacher submitting a candidate must be a member in good standing.

Section 3. Certificates of qualification shall be issued to each successful candidate.

Section 4. All examination sessions must be held according to the CCA examination policies and procedures.

Article XXXVIII

SEMINARS, LECTURES, AND REFRESHER COURSES

Section 1. Seminars, lectures, and refresher courses shall be held periodically with the approval of the NEBD.

Article XXXIX

CODE OF PROFESSIONAL CONDUCT

Section 1. No member of the Council shall, directly or indirectly, solicit at schools or to groups where another member of the Council is known to be already appointed to teach. It shall not be ethical:

- a. To solicit students while on the staff of a dance studio where employed currently or previously, unless it is mutually agreeable between employer and employee.
- b. To advertise free Cecchetti lessons or to use misleading advertising.
- c. To coach teachers or students without permission of the current sponsoring coach.
- d. To use the name of the association if a member is not in good standing.
- e. For a teacher to leave a school unless proper notice of at least two weeks is given.

Section 2. Members are permitted to state on any advertising, the classification of their membership (Teacher Member, Associate Member, Licentiate Member, Fellow Member, Diploma Fellow Member). In case of NEBD Members, respective rank may be indicated. Members may not misrepresent their credentials.

- a. Members holding the Teachers' I-IV are designated as a Teacher Member of the Cecchetti Council of America.
- b. Members holding the Teachers' Elementary Certificate are designated as a Qualified Member of the Cecchetti Council of America.
- c. Members holding the Teachers' Intermediate Certificate or above are designated as a Certified Member of the Cecchetti Council of America.
- d. No one acquiring an established school may make use, for the purpose of advertising or display, the certificates of qualifications gained by the former owner or owners.

Section 3. The words Cecchetti Council of America and the logo (circle wreath with dancer) are registered trademarks with the United States patent office and any use without prior written consent of the NEBD is strictly prohibited.

Section 4. No one acquiring an established school may make use, for the purpose of advertising or display, the certificates of qualifications gained by the former owner or owners.

Section 5. Members should maintain confidentiality of all matters pertaining to the business of the NEBD, Examining Board or Regional Committees of the CCA. Members should maintain a professional etiquette with all members of the CCA and the dance community at all times.

Members must not:

- a. Publicly speak or use social media in a negative manner concerning the Cecchetti Method.

- b. Publicly speak or use social media in a negative manner concerning fellow members.
- c. Publicly create or use social media for negative attention.
- d. Publicly discuss or post on social media the business affairs of the NEBD, or any Committee Board without permission of said board.
- e. Publicly or privately discuss any occurrences during an exam session.
- f. Violate the CCA copyright of books, DVDs, videos, or music.
- g. Violate the privacy of a teacher or exam candidate through unauthorized use of photos, videos, or posting such on social media.
- h. Violate the use of CCA registered trademarks of the corporate name and logo without express written approval of the NEBD.

Section 6. The loyalty of all members of the Cecchetti Council of America is implicitly relied upon for the maintenance and support of the honor and dignity of the art of ballet teaching.

Section 7. Members with grievances filed against them who are accused of allegedly violating any portion of the preceding five sections or instituting any action deemed by the NEBD to be contrary to the best interests of the CCA will be notified by registered mail. Letters of caution require a two-thirds majority vote of the NEBD members, including absentee ballots. Notified members may reply to such allegations by mail, in person, or virtually meeting with the Ethics Committee. All correspondence related to the incident is to remain in the members' files.

Section 8. The Ethics Committee's determination shall be presented to the NEBD who will decide by three-quarters vote, including absentee ballots, the appropriate action to be undertaken. A notice shall be sent by registered mail to the member setting forth results of the vote of the NEBD and its reasons.

Section 9. When the NEBD votes that an expulsion is in order, the following procedure shall be implemented:

- a. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing in front of members of the NEBD. The current President of the CCA and the Chairman of the Ethics Committee will preside. This meeting is to be held no less than 30 days after receipt of notice of expulsion. The hearing shall last no longer than two hours.
- b. Following the hearing, the NEBD shall decide by a three-quarters vote of the entire NEBD whether or not the member should in fact be expelled, suspended, or sanctioned in some way. The decision of the NEBD shall be final.
- c. The member being expelled shall be notified of the outcome of the hearing by registered mail.
- d. If the member concerned fails to respond to the allegations or to attend the hearing, expulsion shall take place immediately.

Article XXXX

INDEMNIFICATION

Section 1. Non-derivative Actions. Subject to all of the other provisions of this article, the council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the council, or who was or is serving at the request of the council as an NEBD member, director, officer, or employee, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the council or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the council or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to all of the provisions of this article, the council shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person was or is an NEBD member, director or officer of the council. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonable believed to be in or not opposed to the best interests of the council or its members. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the council unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above in this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of an NEBD member, director or officer as an employee or agent of the council as well as in such person's

capacity as an NEBD member, director or officer.

Except as provided herein, the council shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the NEBD.

Section 5. Determination That Indemnification Is Proper. Any indemnification under this article (unless ordered by a court) shall be made by the council only as authorized in the specific case. The council must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in these bylaws. Such determination shall be made in any of the following ways:

- a. By a majority vote of a quorum of the NEBD consisting of members who were not parties to such action, suit, or proceeding.
- b. If the quorum described in clause (a) above is not obtainable, then by a committee of members who are not parties to the action. The committee shall consist of not less than two disinterested members.
- c. By independent legal counsel in a written opinion.
- d. By the general members.

Section 6. Proportionate Indemnity. If a person is entitled to indemnification under this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the council shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid settlement for which the person is entitled to be indemnified.

Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described above may be paid by the council in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the council. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8. Non Exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the council. However, the total amount of the expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the NEBD, grant rights to indemnification and to the advancement of expenses of directors and officers.

Section 10. Former Directors and Officers. The Indemnification provided in this article continues for a person who has ceased to be an NEBD member, director or officer and shall insure to the benefit of the heirs, executors, and administrators of that person.

Section 11. The council may purchase and maintain insurance on behalf of any person who was or is an NEBD member, director, officer, employee, or agent of the council. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the council would have power to indemnify against such liability under this article or the laws of the state of Michigan,

Section 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the council and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the council to provide broader indemnification rights that such provisions permitted the council to provide before any such change.

Article XXXXI

AMENDMENTS

Section 1. A three-fourths affirmative vote of the NEBD shall be necessary to amend or alter the Bylaws or Articles of Incorporation.

Article XXXXII

FISCAL YEAR

Section 1. The fiscal year of the corporation shall commence on January 1 and shall end on December 31.

Article XXXXIII

CORPORATE SEAL

Section 1. The NEBD may order a corporate seal if it deems to be appropriate.

Section 2. The Cecchetti Council of America, Inc. and the corporate logo are registered trademarks and the sole property of the Cecchetti Council of America. Any unauthorized use of the registered trademarks is strictly prohibited.

The name "Cecchetti Council of America" and/or the corporate logo are not to be used for publicity, promotion or otherwise without the prior written consent of the NEBD.

All requests for approval must be submitted to the NEBD, at the following e-mail address: ccainfo@aol.com at least ten (10) business days prior to the date on which a response is needed

Appendix

Non-Disclosure Agreement (NDA)

For Members, Employees, Volunteers and the Cecchetti Council of America, Inc.

Confidentiality is the preservation of privileged information. Respecting the privacy of our clients, donors, members, staff, volunteers and of the Cecchetti Council of America, Inc. itself is a basic value of Cecchetti Council of America, Inc. Personal, financial information and opinions discussed in meetings are confidential and should not be disclosed or discussed with anyone outside of the National Executive Board of Directors without approval by both the Business Administrator and the President to avoid unauthorized or improper disclosures of confidential information.

Board members and volunteers are expected to demonstrate professionalism, good judgment, and care at all times to ensure that unauthorized individuals do not overhear any discussion or inadvertently see documents related to the Cecchetti Council of America, Inc.

Employees, volunteers and board members of the Cecchetti Council of America, Inc. may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of Cecchetti Council of America, Inc. that such information must be kept confidential both during and after employment or volunteer service. Staff and volunteers, including board members, are expected to return all materials including privileged or confidential information at the time of separation from employment or expiration of service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, up to and including removal/dismissal.

Certification

I have read the policy of Cecchetti Council of America, Inc. on confidentiality and the Statement of Non-Disclosure presented above. I agree to abide by the requirements of the policy and inform my supervisor immediately if I believe any violation (unintentional or otherwise) of the policy has occurred. I understand that violation of this policy will lead to disciplinary action, up to and *including termination of my membership* and/or service with Cecchetti Council of America, Inc.

Signature _____ Date _____

Printed Name _____