



## UCWDC® DIRECTOR CHANGE POLICY

Version 1.0

Date	Created by	Checked by	Approved by	Effective date
Aug. 9, 2019	K. Armbruster	P&P Committee	<b>General Council</b>	<b>Feb. 21, 2020</b>

REVISIONS					
Date	Created by	Checked by	Approved by	Effective date	Version



**CONTENTS**

**1. INTRODUCTION..... 3**

    1.1 Purpose..... 3

**2. VOTING RIGHTS AND TRANSFERS ..... 3**

    2.1 Majority Director Change..... 3

    2.2 Minority Director Change..... 3

**3. DIRECTOR CHANGE ADDENDUM..... 4**

    3.1 Director Eligibility ..... 4

    3.2 Application for Change in Directorship ..... 4



## 1. INTRODUCTION

The United Country Western Dance Council® is an international organization which promotes country western dance by producing festivals and competitions across the world. We host the annual Country Dance World Championships® for couples and line dancers and we advocate country dancing as a social activity for people of all ages and abilities.

### 1.1 Purpose

This policy is intended to assist all Sanctioned Members who wish to change the directors of their event in accordance with the UCWDC Bylaws. The outline contained within will identify the documentation required to be submitted in accordance with the current UCWDC bylaws. The Agreement noted within this policy will then become a binding ADDENDUM to the events original Member Agreement.

### 1.2 Majority Event Director

For the UCWDC's purposes, a Majority Director is identified under Article 4 and 7.4, UCWDC Bylaws

### 1.3 Minority Event Director

For the UCWDC's purposes, a Minority Director is identified under Article 4 and 7.4, UCWDC Bylaws

## 2. VOTING RIGHTS AND TRANSFERS

The following items are clarifications of the current UCWDC Bylaws, **Article 7 – VOTING RIGHTS AND TRANSFERS** and shall be followed unless a vote of two-thirds (2/3) of the Sanctioned Members agrees to the change;

### 2.1 Majority Director Change

**UCWDC Bylaw Article 7.3 states** "UCWDC may not entertain, discuss or vote to change ownership percentage status of any event ... "

1. Where a Member Event wishes to change Majority Director, the new Majority Director must be present at the meeting of the Members.

### 2.2 Minority Director Change

**UCWDC Bylaw Article 7.3 states** "UCWDC may not entertain, discuss or vote to change ownership percentage status of any event ... "

1. Where a Member Event wishes to change Minority Director, the new Minority Director need not be present at the meeting of the Members, but it is recommended.



### **3. DIRECTOR CHANGE ADDENDUM**

#### **3.1 Director Eligibility**

1. All Event Directors of a UCWDC Event must be twenty-five (25) years of age or older, AND
2. All Event Directors must meet the requirements of the UCWDC Bylaws and Policies and Procedures.
3. All Event Directors must adhere to Article 20.16 of the UCWDC Bylaws

Age considerations: Age matters because it is through experience that you gain the knowledge necessary to direct an event. We ask that all directors are at least 25 years of age, however if you are younger and possess the proper credentials you may submit an application and you will be considered.

#### **3.2 Application for Change in Directorship**

In accordance with the UCWDC General Policies, Article 2.1 and UCWDC Bylaws, Article 5.3;

1. All requests for a Change in Directors must be submitted in writing to the UCWDC Secretary from the Majority Event Director.
2. Upon receipt of the written request for a Change in Director the Secretary will issue the UCWDC Director Change ADDENDUM (sample of which attached to this Policy as Exhibit 'A') within five to ten (5-10) calendar days of request receipt.
3. The Conflict/Duality of Interest Disclosure Form (attached to this Policy as Exhibit 'B') must be completed by all NEW Event Directors (Majority and Minority) listed as part of the event. More information regarding Conflict/Duality of Interest may be found in the UCWDC Conflict/Duality of Interest Policy.
4. The Majority Event Director must complete all documentation and submit back to the Secretary no later than thirty (30) calendar days in advance of the Sanctioned Members Meeting.
5. If the request for a Change in Directors is successfully granted by the General Council, the President will sign the Directorship Change ADDENDUM and bestow upon the Event Directors all benefits and conditions belonging to them in accordance with the UCWDC Bylaws and all Policies and Procedures.
6. The UCWDC Director Change ADDENDUM will be attached to the UCWDC Member Event Agreement and form the official record of Event Directors.
7. The Secretary shall record this into the minutes of the Sanctioned Members Meeting.

**END OF POLICY**



159 N. 25th Street, Camp Hill, PA, USA, 17011-3609

## UCWDC® DIRECTOR CHANGE ADDENDUM

This Agreement shall be between \_\_\_\_\_  
(referred to herein as "Member Event"), and the **United Country Western Dance Council®** (referred to herein as "UCWDC"), for the purpose of granting a Sanctioning License to the above-named event. To the extent that any of the terms or conditions contained in this ADDENDUM may contradict or conflict with any of the terms or conditions of the original UCWDC Member Event Agreement (referred to herein as "Agreement") it is expressly understood and agreed that the terms of this ADDENDUM shall take precedence and supersede the Agreement.

**Change in Director:** The UCWDC has received notification that the Member Event, named above wishes to change director(s) within the event. We require that you verify and sign the statement below;

**SECTION A – To be completed by the Majority Event Director and signed by all parties.**

### MAJORITY DIRECTOR

\_\_\_\_\_  
Name: [Given names/Surname]

### CONTACT INFORMATION

\_\_\_\_\_  
Street Address:

\_\_\_\_\_  
City | State or Province | Country:

\_\_\_\_\_  
Phone | Cell Number:

\_\_\_\_\_  
Email Address:

\_\_\_\_\_  
Percentage of Controlling Interest:  
[51% minimum]

\_\_\_\_\_  
Signature:

\_\_\_\_\_  
Date: [yyyy/mm/dd]

UCWDC DIRECTOR CHANGE ADDENDUM

Are there legal agreements creating Minority Event Directors for the named event?  Yes  No

“IF YES” please complete all information below for each Minority Director. Indicate what percentage of controlling interest the Minority Director holds; what percentage of profit and loss the Minority Director participate in; whether the Minority Director has the right of sale privileges. All Minority Directors must be listed even if they do not have the right of sale privileges.

There shall be no more than three (3) Minority Directors associated with any UCWDC Sanctioned Event holding no less than Five Percent (5%) of the controlling interests.

“IF NO” place N/A as all of the Minority Directors names below.

**MINORITY DIRECTOR (1)**

Name: [Given names/Surname]

**CONTACT INFORMATION**

Street Address:

City | State or Province | Country:

Phone | Cell Number:

Email Address:

Percentage of Controlling Interest:  
[5% minimum]

Percentage of Profit Share:

Percentage of Loss Share:

Right of Sale:  Yes  No

Signature:

Date: [yyyy/mm/dd]

**MINORITY DIRECTOR (2)**

Name: [Given names/Surname]

**CONTACT INFORMATION**

Street Address:

City|State or Province|Country:

Phone|Cell Number:

Email Address:

Percentage of Controlling Interest:  
[5% minimum]

Percentage of Profit Share:

Percentage of Loss Share:

Right of Sale: Yes No

Signature:

Date: [yyyy/mm/dd]

**MINORITY DIRECTOR (3)**

Name: [Given names/Surname]

**CONTACT INFORMATION**

Street Address:

City|State or Province|Country:

Phone|Cell Number:

Email Address:

Percentage of Controlling Interest:  
[5% minimum]

Percentage of Profit Share:

Percentage of Loss Share:

Right of Sale: Yes No

Signature:

Date: [yyyy/mm/dd]

**SECTION B – To be completed by the previous director. If more than one, complete a separate Director Change Addendum for each.**

I, \_\_\_\_\_ verify that I am no longer a Director of the Event named above, nor do I hold any controlling interests.

I understand that my UCWDC Associate Membership granted to me under the event will no longer be active and I agree to cease the use of any UCWDC trademarks, original icons, logos, illustrations, documents, software and software development, and graphic designs created by or for the use of the UCWDC as of this date.

\_\_\_\_\_  
Signature:

\_\_\_\_\_  
Date: [yyyy/mm/dd]

Regards,  
**UNITED COUNTRY WESTERN DANCE COUNCIL**

\_\_\_\_\_  
Keith Armbruster – UCWDC President

\_\_\_\_\_  
Date: [yyyy/mm/dd]

**EXHIBIT 'A'**





159 N. 25th Street, Camp Hill, PA, USA, 17011-3609

## CONFLICT/DUALITY of INTEREST DISCLOSURE FORM

The United Country Western Dance Council® (UCWDC®) protects itself and its reputation by ensuring impartial decision-making. Accordingly, the UCWDC requires all UCWDC Event Directors, Officers, Committee Chairs and certain other appointed representatives to disclose any real or apparent conflicts of interest (including investments or positions in companies involved in the dance industry), as well as any duality of interests (including affiliations, organizational interests, and/or positions held in entities relevant to the dance industry). **It is essential that this form be completed in full and updated as needed.** The UCWDC Conflict/Duality of Interest Policy provides guidance about specific conflict of interest situations.

**Please select A or B below, as appropriate and select C if you have no past disclosures. If you have past non-active disclosures please complete Table 1 of this form:**

- A.** Please check here to indicate that there are no circumstances of which you are aware that create an actual or potential conflict or duality of interest.
- B.** Please check here and disclose below all instances in which you have any of the following relationships with any company or organization relevant to the dance industry. Please list each corporation and organization, select how you serve, provide details on your role, and indicate whether you are the recipient of funding and the amount of funding; please include consulting, speaking or other fees, honoraria, gifts, licensing revenues (royalty income), equity interests (including stocks, stock options, warrants, partnership and other equitable ownership interests). When selecting the appropriate range of funding, please note that this should include the total amount of funding received within the current year.
- C.** Please check here to indicate that you have no past non-active disclosures to report **for the past three years.**

I, \_\_\_\_\_, have read and understand this Form and consulted the additional, explanatory information about identifying and handling.

**Conflicts/Dualities of Interest of the UCWDC contained in the Conflicts/Dualities of Interest Policy hereby identify any potential conflicts/dualities of interest that may arise in my capacity as an UCWDC Event Director, Officer, Committee Chair, or other appointed representative.**

I understand that in any instance where I have a real or apparent conflict/duality of interest, whether I have reported it previously or whether it is new, I must immediately disclose that conflict/duality if a related issue arises for discussion and/or vote. The UCWDC shall determine whether, and if so by how much, I may participate in the discussion, and whether I may vote.

I acknowledge that full compliance with UCWDC Bylaws and Conflict/Duality of Interest Policy is a condition to serve and continue to serve as an UCWDC Event Director, Officer, Committee Chair, or other appointed representative. I agree to abide by these rules.

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## Prior Activities in Past Three Years

**TABLE 1. Please list any activities over the past three years that are no longer active.**

<b>Select How You Serve Within Other Organizations From The List Below</b>	<b>Provide Details Regarding Your Role</b> <i>(eg. clarify service and/or specific activity including dollars used for direct/indirect salary support per year)</i>	<b>Indicate Recipient of Funding Amount</b>
Serve on the Board of Directors or an Advisory Board or Committee.		<input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000 <input type="checkbox"/> Over \$1,000
Consulting (other than an Advisory Board or Board of Directors).		<input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000 <input type="checkbox"/> Over \$1,000
Position in a company, employment or executive position in a dance organization or studio, dance accessory, or dance service company.		<input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000 <input type="checkbox"/> Over \$1,000
Stock holdings and/or stock options in a dance organization or studio, dance accessory, or dance service company.		<input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000 <input type="checkbox"/> Over \$1,000
Partnerships, royalties for inventions or other ownership interests.		<input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000 <input type="checkbox"/> Over \$1,000
Any other situation or transaction in which you have a formal role or interest.		<input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000 <input type="checkbox"/> Over \$1,000

**Please List Current Activities – Complete one table for each corporation or organization**

**TABLE 2. Name of Corporation/Organization:** \_\_\_\_\_

<p><b>Select How You Serve Within Other Organizations From The List Below</b></p>	<p><b>Provide Details Regarding Your Role</b> <i>(eg. clarify service and/or specific activity including dollars used for direct/indirect salary support, per year)</i></p>	<p><b>Indicate Recipient of Funding Amount</b></p>
<p>Serve on the Board of Directors or an Advisory Board or Committee.</p>	<p><i>(This cell is currently blank)</i></p>	<p><input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000      <input type="checkbox"/> Over \$1,000</p>
<p>Consulting (other than an Advisory Board or Board of Directors).</p>	<p><i>(This cell is currently blank)</i></p>	<p><input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000      <input type="checkbox"/> Over \$1,000</p>
<p>Position in a company, employment or executive position in a dance organization or studio, dance accessory, or dance service company.</p>	<p><i>(This cell is currently blank)</i></p>	<p><input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000      <input type="checkbox"/> Over \$1,000</p>
<p>Stock holdings and/or stock options in a dance organization or studio, dance accessory, or dance service company.</p>	<p><i>(This cell is currently blank)</i></p>	<p><input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000      <input type="checkbox"/> Over \$1,000</p>
<p>Partnerships, royalties for inventions or other ownership interests.</p>	<p><i>(This cell is currently blank)</i></p>	<p><input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000      <input type="checkbox"/> Over \$1,000</p>
<p>Any other situation or transaction in which you have a formal role or interest.</p>	<p><i>(This cell is currently blank)</i></p>	<p><input type="checkbox"/> No Funding – Volunteer <input type="checkbox"/> Under \$1,000      <input type="checkbox"/> Over \$1,000</p>