

BYLAWS
of
URBAN DANCE & EDUCATIONAL FOUNDATION
(A Pennsylvania Nonprofit Corporation)

ARTICLE 1

OFFICES

Section 1.01 Offices. The Urban Dance & Educational Foundation (“UDEP”) may have offices at such places either within or without the Commonwealth of Pennsylvania as may from time to time be determined by the Executive Board Group.

ARTICLE 2

CORPORATE MEMBERS AND OTHER MEMBERS

Section 2.01 Corporate Members. The individuals entitled to vote as members for the election of the Board of Representatives (also hereinafter the “Board”) and other matters requiring action by members pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, as amended, shall be designated as Corporate Members of UDEF. These Corporate Members shall be the then-current members of the Executive Board Group.

Section 2.02 UDEF Membership. UDEF shall have additional classes of members, with or without voting rights, as the Executive Board Group may, from time to time, determine. The Executive Board Group may establish minimum qualifications for each class of members, including (without limitation) minimum annual dues payable by members of each class, which may be changed from time to time by the Executive Board Group. Any change in the minimum qualifications for membership shall be effective upon the beginning of the next fiscal year of UDEF after such change, and notice thereof shall be given to all members affected thereby at least 30 days before becoming effective. For the avoidance of doubt, classification with UDEF as a Tour Supporter or Tour Competitor does not constitute Corporate Membership and does not include voting rights, inspection rights or other governance rights. As set forth hereunder, the Corporate Members of UDEF are individuals on UDEF’s board entitled to vote for the election of the board and other matters requiring action by such members pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

Section 2.03 Voting. Except as otherwise required by law, and as set forth in the Certificate of Incorporation of UDEF and these bylaws, only those individuals specifically granted the right to vote shall be permitted to vote on such matters for which a vote is called. All other decisions relating to authority over, and management of, the business and affairs of UDEF, shall be vested solely in the Executive Board Group and its committees.

ARTICLE 3

THE EXECUTIVE BOARD GROUP AND THE BOARD OF REPRESENTATIVES

Section 3.01 Direction of Management. The business of UDEF shall be managed under the direction of its Executive Board Group, which may exercise all powers of UDEF and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by the Corporate Members. The Executive Board Group shall have such number of members as shall be designated from time to time by resolution of the Executive Board Group, and initially shall be not more than 11.

Section 3.02 Board of Representatives. The Board of Representatives shall have such number of members and have such powers and duties as may be conferred upon it by these bylaws or by resolution of the Executive Board Group. The members of the Executive Board Group shall also be members of the Board of Representatives. The Board of Representatives shall have such number of additional members who are not members of the Executive Board Group as shall be designated from time to time by resolution of the Executive Board Group and initially shall be not more than 25. Wherever in these bylaws reference is made to "the Board," it shall mean the Executive Board Group and the Board of Representatives.

Section 3.03 Term of Office.

(a) Members of the Board of Representatives shall be elected by the Corporate Members, shall serve for a term of two years and may be reappointed for consecutive terms.

(b) Members of the Executive Board Group shall be elected by the Corporate Members, shall serve a term of three years and may be reappointed for consecutive terms, except that the Chairman, who shall be a member of the Executive Board Group, shall serve a term of four years and may be reappointed for consecutive terms.

Section 3.04 Qualifications and Nominations.

(a) Members of the Board shall be expected to have a demonstrated interest in pursuing UDEF's charitable purposes of advancing the physical expression, intellectual understanding and educational and teaching programs of the urban arts, including breaking and other forms of street dance, through dance participation, performances, camps, seminars, work-shops, competitive events, tours and series.

(b) Candidates for election to the Board, other than the initial members of the Board who have been appointed by the incorporator, shall be nominated by the Nominating and Governance Committee of the Board to be established pursuant to Section 4.13, if any, otherwise, but the Board.

Section 3.05 Vacancies. Vacancies and newly created positions resulting from any increase in the authorized number of members of the Board may be filled by a majority of the members of the Executive Board Group then in office, though less than a quorum, or by a sole remaining member of the Executive Board Group, and the Board members so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no members of the Executive Board Group in office, any such vacancy shall be filled by the members of the Board of Representatives then in office, but if there are none, then an election of Board members may be held in the manner provided by statute.

Section 3.06 Resignations. Any member of the Board may resign at any time by giving written notice to the Executive Board Group, the Chairman of the Board, the President, or the Secretary. Such resignation shall take effect at the time of receipt thereof or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.07 Place of Meetings. The Executive Board Group and the Board of Representatives may hold meetings, both regular and special, either within or without the Commonwealth of Pennsylvania.

Section 3.08 Annual Meeting. Immediately after each annual election of members of the Board, the Executive Board Group shall meet for the purpose of organization, election of officers, and the transaction of other business, at the place where such election was held or, if notice of such meeting is given, at the place specified in such notice. Notice of such meeting need not be given. In the absence of a quorum at the said meeting, the same may be held at any other time and place which shall be specified in a notice given as hereinafter provided for special meetings of the Executive Board Group, or as shall be specified in a written waiver signed by the members of the Executive Board Group, if any, not attending and participating in the meeting.

Section 3.09 Regular Meetings. Regular meetings of the Executive Board Group may be held without notice at such time and place as shall from time to time be determined by the Executive Board Group and publicized among the Executive Board Group members. In like manner, regular meetings of the Board of Representatives may be held without notice at such time and place as shall from time to time be determined by the Executive Board Group and publicized among the members of the Board. A notice of each regular meeting shall not be required.

Section 3.10 Special Meetings. Special meetings of the Board of Representatives or the Executive Board Group may be called by the Chairman of the Board on five days' notice to each member of the Board or member of the Executive Board Group, as the case may be, either personally (including telephone) or in the manner specified in Section 6.01.

Section 3.11 Quorum; Voting. At all meetings of the Executive Board Group, a majority of the members of the Executive Board Group shall constitute a quorum for the transaction of business; and at all meetings of the Board, a majority of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority, of which the Chairman of the Board must be one, of the members present at any meeting of the Executive Board Group or the Board at which there is a quorum present shall be the act of the Executive Board Group or the Board, as the case may be, except as may be otherwise specifically provided by statute, the Articles of Incorporation or these bylaws.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Executive Board Group or the Board may be taken without a meeting, if all members of the Executive Board Group or the Board, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings.

Section 3.13 Participation in Meetings. One or more members may participate in any meeting of the Executive Board Group or the Board by means of conference telephone or similar communications equipment by which all persons participating can hear each other.

Section 3.14 Compensation of Board Members. Members of the Board shall not be entitled to receive compensation for their services as Board members but shall be entitled to be reimbursed for reasonable out of pocket expenses incurred in carrying out their duties as Board members. A member of the Board may serve UDEF in another capacity, and receive reasonable compensation therefore, with the express approval of a majority of the other members of the Executive Board Group.

ARTICLE 4

COMMITTEES

Section 4.01 Committees, Generally. The Executive Board Group may establish one or more committees with such responsibilities as the Executive Board Group specifies by resolution. Such committees may include committees focused on such issues as Education, Standards and Competition, Finance, Development, Membership, and Nominating and Governance. Each committee may, with the approval of the Executive Board Group, establish such subcommittees as it deems necessary and appropriate to carry out its responsibilities. Each committee may develop recommendations to the Board and, with respect to programs or activities approved by the Executive Board Group, oversee their implementation and report periodically to the Board.

Section 4.02 Education, Standards and Competition, Finance, Development, Membership, and Nominating and Governance Committees. If and when constituted by the Executive Board Group, and except as may otherwise be provided by such resolution constituting such committee(s), each of the Education, Standards and

Competition, Finance, Development, Membership, and Nominating and Governance committees shall be organized as follows:

(a) Education Committee. This committee shall develop and recommend to the Board innovative community and school based programs that enhance the lives of children and youth through the development of emotional, mental and physical strength and artistic expression arising out of an increased understanding of, and engagement with, breaking and related urban dance.

(b) Standards and Competition Committee. This committee shall develop or approve standards and guidelines for UDEF's education and training programs as well as professional competition through the Pro Breaking Tour, other professional events and series, and amateur competitions, including standards that will apply to judges and promoters of events. This committee shall establish subcommittees to address several important aspects of UDEF and the competitions it sanctions, as follows below, and these subcommittees shall analyze topics and make recommendations for the consideration of the voting members of this committee.

Subcommittees of the Standards and Competition Committee

1. Coaching & Teaching
2. Competition Standards & Rules
3. Competitors (Professional)
4. Competitors & Parents (Amateur)
5. Judging Guidelines & Standards
6. Promoters
7. Rankings
8. Sponsors

(c) Finance Committee. This committee shall be responsible for the preparation of each budget of UDEF, shall review all budget changes, and shall consider and make recommendations to the Board with respect to all financial planning for UDEF. The Finance Committee shall monitor the investments of UDEF and shall report periodically on the status of such investments to the Board. It shall review the annual auditor's report; periodically review all accounting, asset protection, and similar policies and procedures; review and make recommendations to the Board on personnel policies; and be responsible for the preparation of UDEF's annual Form 990 submitted to the Internal Revenue Service.

(d) Development Committee. This committee shall develop programs designed to increase public interest in UDEF's work and develop fund raising programs to attract public support.

(e) Membership Committee. This committee shall develop programs designed to support and increase the membership of UDEF.

(f) Nominating and Governance Committee. This committee shall take steps by selection, nomination, and performance evaluation to maintain a Board that represents significant community interests and that effectively guides UDEF's welfare. It shall advise the Executive Board Group on the selection of Officers. It shall also periodically review the bylaws to assure that the bylaws comply with applicable law and support the effective governance of UDEF; recommend and prepare any amendments of the bylaws that are necessary or desirable for consideration by the Executive Board Group; review any amendments proposed by the Officers or the Board; and advise and assist in implementing the process for adopting proposed amendments. The committee shall also periodically review the Articles of Incorporation of UDEF to assure compliance with law and propose any necessary amendments. The committee shall also periodically review and monitor compliance with any rules, standards and practices adopted by the Executive Board Group or imposed by law regarding conflicts of interest, ethics or similar matters.

Section 4.03 Appointment and Removal of Committee Members.

(a) Except as expressly provided otherwise by resolution of the Executive Board Group, the voting members of each committee shall consist of the Chairman of the Board *ex officio*, at least one other member of the Executive Board Group appointed by the Chairman of the Board, and such additional members of the Board of Representatives as may be appointed from time to time by the Chairman of the Board.

(b) Each committee (including subcommittees) established by the Executive Board Group may include additional members who are not members of the Board of Representatives and who shall be approved for appointment by the Chairman of the Board. Such additional members shall serve without vote unless otherwise expressly provided by resolution of the Executive Board Group.

(c) Each member appointed by the Chairman of the Board may be removed, and a substitute appointed, by the Chairman.

Section 4.04 Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board when requested.

ARTICLE 5

NOTICES

Section 5.01 Notices. Whenever, under the provisions of law or of the Certificate of Incorporation or of these bylaws, notice is required to be given to any person, such requirement shall not be construed to necessitate personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, cable, telecopy or telex or by delivering a writing in a sealed wrapper prepaid to a courier service guaranteeing delivery within two business days, in each case addressed to person, at his or her address as it appears on the records of UDEF (unless such person has filed a

written request with the Secretary that notices be directed to a different address). Such notice shall be deemed to be given at the time it is so dispatched.

Section 5.02 Waiver of Notice. Whenever, under the provisions of law or of the Certificate of Incorporation or of these bylaws, notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent thereto. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE 6

OFFICERS

Section 6.01 Number. The Officers of UDEF shall be a Chairman of the Board, a President of the Corporation, a Secretary of the Corporation and a Treasurer of the Corporation, and may include one or more Vice-Chairmen of the Board, along with one or more other officers as may be elected by the Board. Any number of offices may be held by the same person. Other than the Chairman and Vice-Chairman of the Board, the officers need not be members of the Board.

Section 6.02 Election and Term of Office. The Officers of UDEF shall be elected by the Executive Board Group. Officers of the Corporation shall hold office at the pleasure of the Executive Board Group.

Section 6.03 Removal. Any Officer of the Corporation may be removed at any time by the Executive Board Group with or without cause, but removal shall be without prejudice to any contract rights of the individual so removed. Any vacancy occurring in any office of UDEF may be filled by the Board.

Section 6.04 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board, shall serve on the Executive Board Group, and shall perform such other duties, if any, as may be specified by the Executive Board Group from time to time.

Section 6.05 Vice-Chairman of the Board. If the Chairman of the Board becomes mentally incapacitated or dies, but not otherwise, the Vice-Chairman or Vice Chairmen (if any), together with two other members of the Executive Board Group (to be elected by a majority of the Executive Board Group), shall have all of the powers of the Chairman.

Section 6.06 President of the Corporation. The President shall be the chief executive officer of UDEF and, subject to the control of the Executive Board Group, shall supervise and control the management of the business and operations of UDEF and shall see that all orders and resolutions of the Executive Board Group are carried into effect. In the absence of the Chairman of the Board, the President shall preside over meetings of the Board. In general, the President shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Executive Board Group.

Section 6.07 Secretary of the Corporation. The Secretary shall attend all meetings of the Board and all meetings of the Corporate Members and record all the proceedings of the meetings of the Corporate Members and of the Board in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall keep or cause to be kept a record of Corporate Members showing the name and address of each Corporate Member. The Secretary shall give, or cause to be given, notice of all meetings of the Corporate Members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or

the President. The Secretary shall have custody of the corporate seal of UDEF and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument, and when so affixed it may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Executive Board Group may give general authority to any other Officer to affix the seal of UDEF and to attest the affixing by signing.

Section 6.08 Treasurer of the Corporation. The Treasurer shall have the custody of the corporate funds and securities of UDEF and shall keep full and accurate accounts of receipts and disbursements in books belonging to UDEF and shall deposit all monies and other valuable effects in the name and to the credit of UDEF in such depositories as may be designated by the Executive Board Group. The Treasurer shall disburse the funds of UDEF as may be ordered by the Executive Board Group or the President or the Chief Financial Officer, taking proper vouchers for such disbursements, and shall render to the Executive Board Group when the Executive Board Group so requires, an account of all such transactions as Treasurer and of the financial condition of UDEF.

ARTICLE 7

INDEMNIFICATION AND LIMITATION OF LIABILITY OF BOARD MEMBERS AND OFFICERS

Section 7.01 UDEF 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 or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of UDEF), by reason of the fact that he or she is or was a member of the Board or an officer of UDEF, or is or was serving at the request of UDEF as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or proceeding (herein called collectively the "Indemnified Liabilities"), if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of UDEF and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of UDEF and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.02 In addition, UDEF shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action by or in the right of UDEF to procure a judgment in its favor by reason of the fact that the person is or was an Indemnified Person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or

settlement of the action if he or she acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of UDEF. Indemnification shall not be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable to UDEF unless and only to the extent that the Court of Common Pleas of the judicial district embracing the county in which the registered office of UDEF is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that the Court of Common Pleas or other court deems proper.

Section 7.03 Expenses actually and reasonably incurred by a member of the Board or an officer of UDEF in defending a civil or criminal action, suit or proceeding described in Section 7.02 may be paid by UDEF in advance of the final disposition of such action, suit or proceeding (regardless of the financial condition of such trustee or officer), upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by UDEF.

Section 7.04 The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any insurance or other agreement, vote of members or the Executive Board Group, or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a member of the Board or an officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.05 UDEF shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer, employee or agent of UDEF, or is or was serving at the request of UDEF as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not UDEF would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

Section 7.06 By action by the Executive Board Group (notwithstanding their interest in the transaction), UDEF may create and fund a trust fund or fund of any nature, and may enter into agreements with members of the Board, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

Section 7.07 The duties of UDEF to indemnify a member of the Board or officer provided in this Article shall be in the nature of a contract between UDEF and each such member of the Board or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created

pursuant to Section 7.06, shall alter, to the detriment of such member of the Board or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

Section 7.08 Any indemnification under Section 7.01 of this Article (unless ordered by a court) shall be made by UDEF unless a determination is reasonably and promptly made that indemnification of the indemnified person is not proper in the circumstances because he or she has not satisfied the terms set forth in Section 7.01. Expenses shall be advanced by UDEF to an indemnified person upon a determination that he or she is an indemnified person under Section 7.01 of this Article and has satisfied the terms set forth in Section 7.02 of this Article. All determinations under this Section 7.08 shall be made:

(a) By the Executive Board Group by a majority vote of a quorum consisting of Executive Board Group members who were not parties to such action, suit or proceeding, or

(b) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

Section 7.09 A member of the Executive Board Group or the Board of Representatives shall not be personally liable, as such, for monetary damages for any action taken unless such person has breached or failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, but this Section shall not apply to the responsibility or liability of such person pursuant to any criminal statute or the liability of such person, if any, for the payment of taxes pursuant to Federal, State or local law.

ARTICLE 8

AMENDMENTS

Section 8.01 Amendments. Subject to Section 7.07, these bylaws may be amended or repealed, in whole or in part, and new bylaws may be adopted, by the Board at any regular or special meeting of the Board if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting; provided, however, that Section 2.01, Section 2.03, Section 4.01, Section 4.02, Section 4.03(a) and this Section 8.01 may only be amended with the express written consent of both the Executive Board Group and the Chairman of the Board of UDEF.

Current as of 7/17/18