

Minutes of the Meeting of the Cincinnati Contra Dance Board 08-23-21, 7:05 PM, via Zoom

Attendance: Board members - Debra Barrett, John McCain, Larry Lankford, Charles Wallner, Tricia Gorman, Frank Buschermann, and Kurt Grannan.

Note: Due to technical difficulties or other commitments, some board members were not present during the entire meeting. Inability to vote was not recorded as an abstention. Also attending were Eve Mountainsmith and Christie Armstrong of the bylaw amendment committee.

Note: Votes taken are listed as Yes/No/Abstain, e.g. 7/1/1.

Status of the dance-

At the last meeting we decided to wait to start scheduling bands and callers until we have decided a probable restart date. Should we cancel dancing in September?

Motion: Shall we resume dancing anytime in September? **Vote:** 0/6/0

Should we also cancel October or wait until we are in September?

Comment: From what I have heard, the Delta variant will probably be strong at least until November. The positivity rate is 8.2% and rising, I doubt that it will be going down very soon.

Motion: Shall we cancel the dance through October? **Vote:** 6/1/0

Review proposed amendments-

At last week's meeting it was indicated that the Bylaw Amendments Committee would withdraw proposed amendments 05 and 13.

Question: When we present this to the membership are we going to include the "resolved" statements? I'm thinking it might be confusing.

Comment: It was confusing to me too. We should change the wording.

Comment: Instead of having the "resolved" statements, we should simplify it by having each amendment start with the reasoning from the Bylaw Amendments Committee, followed by the text of the desired change.

Comment: Larry should devise a format for presenting the proposed bylaws and send it to the board and the Bylaw Amendments Committee.

Amendment 01 – Add paragraph breaks in Article 3

The board endorses this amendment

Amendment 02 – Article 4 paragraph 02 – clarify what the voting members and board do on policy

The board will decide later on endorsement of this amendment.

Amendment 03 – Article 4 paragraph 01 – Becoming a voting member

The board came up with an idea about the problem of dancers not being able to sign up during the pandemic. If the members approve, we could extend the membership of 2021 to the end of 2022. This would not be an amendment, just a membership decision.

Motion: Shall we use Terri's proposed amendment 03 as the basis for an amendment about becoming a voting member, that will then be tweaked by Christie and Larry to be presented to the board and the Bylaw Amendments Committee for approval? **Vote:** 7/0/0

Motion: Shall we require attendance at 3 CCD sponsored weekly and/or monthly dances in Terri's proposal. **Vote:** 7/0/0

Question: Do the Bylaw Amendments Committee members have any objection to presenting this option as the sole amendment for becoming a voting member?

[There were no objections by the Bylaw Amendments Committee members.]

Motion: Shall we retain the 50 mile limit in the amendment? **Vote:** 1/5/1

Amendment 04 – Article 5 paragraph 3 - quorum for a voting membership meeting and whether board members are required in the quorum

Comment: I am concerned that the provision to have an officer and a board member is being struck.

Comment: The reason to strike that is to allow a voting membership meeting to occur without any board members present.

Question: Is it an official meeting without a board member present?

Comment: My interpretation of the meaning of Article 5 paragraph 3 is to insure that the board is invited to a meeting of the membership.

Question to the Bylaw Amendments Committee: Do you want to keep the original or the proposed calculation for a quorum?

Of the 3 Bylaw Amendments Committee present, 2 voted for the proposal and 1 voted to not change the current bylaw text.

The board will decide later on endorsement of this amendment.

Amendment 05 – has been withdrawn by the Bylaw Amendments Committee

Amendment 06 – There was no Amendment 06. This was a numbering error.

Amendment 07 – Article 6 – The Board – reordering but not changing existing text.

How many board members approve of this amendment? 7/0/0

The board endorses this amendment

Amendment 08 – Article 7 paragraphs 1 and 2 – board meetings

Paragraph 1 – Proposal simplifies the definition of a quorum.

Paragraph 2 – Proposal does not allow official board meeting by email or text.

The board endorses this amendment 7/0/0.

Amendment 09 – Article 8 – timing of when board members take office

Comment from the Bylaw Amendments Committee: The transition takes place when the last board member is elected. This should be rewritten for the transition to be at the end of the election portion of the meeting.

Question: How important is it that the board changes during the meeting instead of at the end of the meeting?

The board will decide later on endorsement of this amendment.

Amendment 10 - Article 9 – Committees

The board will decide later on endorsement of this amendment.

Amendment 11 – Article 10 – Amendments to the bylaws

Comment: We need to unstrike “of those voting” for clarification. This was agreed to by the Bylaw Amendments Committee at the last meeting.

The board will decide later on endorsement of this amendment.

Amendment 12 – A new Article 10 – Parliamentary Authority – Robert's Rules of Order

The board will decide later on endorsement of this amendment.

Amendment 13 – Article 11 – Dissolution

It was agreed by the Bylaw Amendments Committee membership that this amendment should be set aside and not presented at the October 25, 2021 meeting.

The meeting was adjourned at 8:50 PM.

Respectfully submitted by Larry Lankford, secretary

The text of the Bylaw Amendments Committee follows below:

A Note on Reading the Amendments:

The Bylaws committee has prepared a set of proposed amendments to the bylaws. Some of them are stylistic or largely technical in nature, but a few of them have important implications for the future of the Cincinnati Contra Dancers. The amendments are written in a formal style which may be unfamiliar to you, but it should begin to make sense fairly quickly with the use of this guide.

*Each proposal begins with an introduction written in **italics** like this note. This introduction is not part of the resolution or amendment but should tell you what the amendment does and give some indication of why it is being put forth. The very top of the page indicates the committees recommended action on the amendment (usually to approve it) but the final decision rests with the Voting Membership.*

The first paragraph of each amendment identifies where in the bylaws the change is taking place. The section contained in quotation marks “” is the text being modified. The final two paragraphs are general housekeeping clauses which gives the secretary the ability to make necessary changes to make sure all the article and section numbers still line up correctly after the amendments are added and clarifying that the amendment will be incorporated into the bylaws with immediate effect if it receives the required 2/3 vote to approve it.

For the main body of the amendment the following key may be useful:

Underlined and bolded text is new text added by the amendment.

~~Struck through~~ text was in the old version but would be deleted by the amended version.

Plain text is unchanged between the original version and in the proposed new version

Text in [Italics inside brackets] is used for editor's notes where a change might be unclear if not highlighted specifically. It appears in neither the old or new texts and is not to be copied into the final version of the bylaws.

If you have any questions about the amendments, what they do, or how to read them, please feel free to get in touch with me or any member of the Bylaws committee.

*The Bylaws Committee recommends **approval** of this amendment.*

This amendment changes article number to Roman Numerals, capitalizes occurrences of Voting Member (etc) and changes the format of the bylaws date to include the date last amended and the date of the last major revision (adoption of bylaws in full)

Amendment 00

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, That the bylaws of Cincinnati Contra Dancers, Inc be amended by replacing Arabic Article Numbers with Roman Numerals.

Resolved, That all instances of the lower-case phrases “voting members”, “voting member” and “voting membership” be replaced with the capitalized “Voting Members”, “Voting Member” or “Voting Membership” as appropriate.

Resolved: that the final line of the bylaws be substituted with a new paragraph that reads:

~~“Adopted by the voting membership at on [blank]~~

These bylaws were amended on [blank] and last adopted in full on [blank].”

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

The only change made here is the beginning of new paragraphs in several places noted by the word [enter] which will not be part of the final document. No text has been changed, but the committee hopes the purpose is easier to read this way.

Amendment 01

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article III – Purpose in the bylaws of Cincinnati Contra Dancers, Inc be amended by beginning new paragraphs after the words “square dancing”, “mutual respect”, and “State of Ohio”, such that it reads:

“Article III – Purpose

The purpose of the Cincinnati Contra Dancers is to promote within the greater Cincinnati area the traditions and enjoyment of contra dancing and other traditional dance forms; to teach the music and dance skills required to perpetuate this traditional form of folk art; to provide dance programs for those who wish to learn the dance; to establish communications with other dance groups in order to share resources; to improve the teaching of dance, and provide the opportunity for dancers, callers of dance, and musicians to improve their skills; and to do all the other things necessary to teach, promote, and encourage the enjoyment and appreciation of the cultural tradition of contra dancing and square dancing. [enter]

The CCD welcomes diversity and fosters community in an atmosphere of mutual respect. [enter]

Cincinnati Contra Dancers, Inc. is a not-for-profit corporation which is organized and operated exclusively for educational purposes and operates in compliance with Section 501(c)(3) of the Internal Revenue Code, and any applicable ordinances of the State of Ohio. [enter]

CCD subscribes to the general purposes of the Country Dance and Song Society, Inc.”

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

Currently the board is expressly forbidden to take actions such as rental of facilities, changing schedules, establishing membership privileges, or setting the amount of the dues without a vote at a meeting of the Voting Membership. This removes all those restrictions, but the Board would still not be able to override a decision of the VM on any of those matters.

Amendment 02

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that paragraph 2 of Article IV – Membership in the bylaws of Cincinnati Contra Dancers, Inc be amended such that it reads:

“Voting members may vote at meetings of the voting membership, hold office, and serve on ~~standing or special~~ committees. The voting membership sets the overall policies of the CCD ~~such as yearly dues, schedules, fees, membership privileges, and rental of facilities~~. These policies will be established in ~~annual and special~~ meetings of the voting membership.”;

Resolved, That the final paragraph of Article VI of the bylaws be struck:

“~~Policies not outlined in Article 4 may be established, revised, or rescinded by the board.~~”;

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

The Bylaws Committee has no opinion.

This amendment removes the bylaws requirement that one can only sign up to be a Voting Member while physically present at a weekly dance. Removing this requirement does not obligate CCD to make sign-ups available online or at other events, but it no longer forbids it.

This is the method which allows the board the most freedom to decide when and how to process membership applications.

Amendment 03 *The text of this amendment is being revised.*

*The Bylaws Committee recommends **approval** of this amendment.*

This amendment simplifies the calculation of the number of people which constitute a quorum. This calculation will generally be 20% of the Voting Membership, but would be simply 20 people should the number of Voting Members exceed 100. Currently a quorum would be (approximately) 10 people.

This amendment would also remove the requirement that an officer and a board member be present as part of the definition of a quorum. Their absence would probably constitute some kind of emergency.

Amendment 04

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that the bylaws of Cincinnati Contra Dancers, Inc be amended by substituting paragraph 3 of Article V – Meetings of the Voting Membership with a new paragraph that reads:

~~“The quorum for transaction of business at a voting membership meeting is the number of current board members plus ten percent (10%) of the voting membership, including an officer to preside, and a board member to take minutes. **Meeting of the Voting Membership shall be the lesser of 20 members or 20% of the Voting Membership.**”;~~

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

This amendment removes a paragraph which has no effect. It states that a majority vote is required for the Voting Membership to take action. This is the most basic default of any deliberative body and does not need to be stated in order for it to be true. Leaving it intact would cause no real harm. Articles VI and X do not require this clause to function as intended.

Amendment 05

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article V – Meetings of the Voting Membership in the bylaws of Cincinnati Contra Dancers, Inc be amended by striking out paragraph 4:

~~“A majority vote of those voting is necessary to transact any business brought before the voting membership, including the election of the board, except as otherwise noted in Articles 6 and 10.~~

Meetings of the board, the voting membership, and committees shall be conducted in a spirit of cooperation.”

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

No text is added or deleted by this amendment. Two sentences are moved to the beginning in order to more clearly define the board's role.

Special notes: The word [moved] indicates that the struck through text has been relocated, but the word [moved] should not appear in the final bylaws. Additionally, if Amendment 02 passes as-written the last paragraph would also be struck, however that is not the effect of this amendment but care should be taken when amendments are incorporated into the bylaws so as not to undo changes inadvertently.

Amendment 07

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article VI – The Board in the bylaws of Cincinnati Contra Dancers, Inc be amended by relocating paragraphs 7 and 9 to the beginning of the article such that it reads:

“Article VI **The Board**

Between meetings of the voting membership, authority shall be vested in the board.

Actions of the board shall not conflict with the decisions of the voting membership and may be rescinded at any subsequent meeting of the voting membership.

The board shall consist of four (4) officers—facilitator, assistant facilitator, treasurer, and secretary, plus a minimum of two (2) board-members-at-large. The maximum number of board-members-at-large for the coming term shall be decided at the annual meeting of the voting membership. Board members must be voting members. At least three (3) of the officers must be unrelated people living at different addresses.

The four (4) officers are also known as the executive committee, whose duties are as follows:

Facilitator -The facilitator presides at board and voting membership meetings and serves as an overall coordinator of all committees or projects; sets the agenda for meetings; calls meetings of the board, the voting members, and the executive committee; and, in consultation with the board, forms committees as necessary to organize and oversee the CCD activities.

Assistant Facilitator -The assistant facilitator serves the group by assisting the facilitator in coordinating the workings of the CCD and, in the absence of the facilitator, fulfills the role of the facilitator. In the event that the office of the facilitator becomes vacant before the conclusion of their term, the assistant facilitator shall become the facilitator.

Secretary -The secretary will ensure the recording of the minutes at all meetings of the board and the voting membership. The minutes will be available to the community. The secretary will also be responsible for the maintenance of the policies of the CCD and the list of voting members. The secretary will ensure that voting members receive notice of upcoming voting membership meetings.

Treasurer -The treasurer is responsible for the collection of donations and/or charges, for the disbursement of all fees and authorized expenditures, and for all banking functions of the CCD. The treasurer shall maintain the financial records of the CCD. The treasurer advises the board, the voting membership, and relevant committees about the finances of the group and assists in formulating the budgets for regular and special events. The treasurer prepares the annual Financial Report to be presented at the annual voting membership meeting.

~~Between meetings of the voting membership, authority shall be vested in the board. [moved]~~

If the office of facilitator becomes vacant, the assistant facilitator becomes the facilitator. If a vacancy occurs in the office of assistant facilitator, treasurer, or secretary, or if a vacancy in the board-members-at-large results in fewer than two (2) board-members-at-large, an emergency voting membership meeting will be called as soon as possible to elect a voting member to fill the vacancy/vacancies.

~~Actions of the board shall not conflict with the decisions of the voting membership and may be rescinded at any subsequent meeting of the voting membership. [moved]~~

Board members may be removed from office by a two-thirds (2/3) supermajority vote of those voting at a meeting of the voting membership.

Policies not outlined in Article 4 may be established, revised, or rescinded by the board.”;

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

This specifies that the board may meet via video conference technology. The change here is that it clarifies that the board cannot take a vote via email or text message which would not meet the legal definition of a meeting. Some boards are permitted to take certain actions without a meeting (usually with unanimous consent) but neither the current bylaws nor the proposed amendment allows this.

Language explaining that board decisions must be made with a majority to the total membership of the board (rather than a majority of those present and voting) is simplified and clarified. This does not represent a change in functionality.

Amendment 08

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article VII – Board Meetings in the bylaws of Cincinnati Contra Dancers, Inc be amended by changing paragraph 1 such that it reads:

“The board shall meet a minimum of twice annually in the fall and in the spring, and at other times at the call of the facilitator or a majority of the board. ~~The quorum for a board meeting is a majority of the board. A vote by the majority of the board (instead of a majority of a quorum)~~ **A majority of the whole Board** is required to transact business at a board meeting.”

Resolved, That Article VII paragraph 2 of the bylaws substituted with a new paragraph 2 which reads:

~~Any meeting of the board may be held with the use of electronic participation in lieu of personal attendance of any one (1) or more board members, so long as each board member at such meeting is able to communicate with each other board member in attendance. In person board meetings are open to the voting members except during executive session. While non-board members may express advice or opinions, only board members may vote.~~

Board meetings may be held in-person or by video conference. Board members may attend in-person meetings by way of video conferencing technology. Any Voting Member may attend Board Meetings and participate in debate but only Board Members may vote. Executive sessions of the board may be closed to Voting Members.

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

Currently new board members take office at the moment the annual meeting is adjourned. This amendment changes the time in which they take office to immediately following the election portion of the meeting. This would allow a new facilitator, for example, to make committee appointments or bring some other matter before the Voting Membership.

Amendment 09

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that the Article VIII – Election of the Board in the bylaws of Cincinnati Contra Dancers, Inc by replacing words in paragraph 3 such that it reads, in part:

“The newly elected officers become board members and will assume their duties immediately upon the ~~adjournment~~ **conclusion of the election portion** of the meeting in which they ~~were~~ **are** elected”;

Resolved, That the Bylaws be amended by replacing words in paragraph 6 of Article VIII such that it reads:

“The newly elected board-members-at-large will assume their duties immediately upon the ~~adjournment~~ **conclusion of the election portion** of the meeting in which they ~~were~~ **are** elected.”;

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

This Amendment establishes the ability for the Voting Membership and the Board to establish standing committees (previously only Special Committees were mentioned). Presently CCD has at least one standing committee, the finance committee.

This Amendment also makes the facilitator an “ex officio” member of every committee. “Ex officio” means “by virtue of the office” and entitles the Facilitator to attend meetings of committees, but will not require them to attend such meetings.

Amendment 10

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article IX – Special Committees in the bylaws of Cincinnati Contra Dancers, Inc be re-titled “Article IX – Committees” and amended such that it reads:

Article IX – ~~Special~~ Committees

“The board and/or the voting membership may form such standing and special committees to carry out tasks or to report information to the board or the voting membership as deemed necessary. ~~They shall keep the facilitator advised of their work. Such **Special** committees shall be dissolved upon the completion of their assigned work. **Standing committees continue to exist until abolished.** Committee members must be voting members. **A majority of each committee must be composed of Voting Members. The Facilitator is an *ex officio* member of all committees.**”;~~

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

*The Bylaws Committee recommends **approval** of this amendment.*

Current bylaws require notice to include a copy of the original bylaws and a new amended version but does not require that those changes be clearly identified. This amendment require that the changes being proposed be clearly identified but does not require that a complete copy of the old bylaws be provided with the notice. Neither would it forbid the practice.

The current bylaws are available on the website.

Amendment 11

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article X – Amendment to the Bylaws in the bylaws of Cincinnati Contra Dancers, Inc be amended such that it reads:

“Amendments to the Bylaws may be made upon sixty (60) days' written notice to voting members. The notice will include ~~a copy of the currently applicable Bylaws and a copy of the proposed Bylaws and/or amendments~~ **relevant currently applicable text as well as the proposed text.** A 2/3 supermajority vote ~~of those voting~~ at a meeting of the voting membership is required for adoption.”;

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

The Bylaws Committee voted to allow [a member of the committee] to submit a “minority report” and then declined to make a majority report and instructed [that member] to proceed without committee involvement of any kind. Which is to say that the committee's opinion is that amendments do not require committee involvement and therefore all amendments will be submitted under this basis as it is one of the few things consistently agreed upon.

This amendment proposes the creation of a new Article X – Parliamentary Authority. Its inclusion as Article X (rather than as the last article) is in order to conform to the NOMOMECPA “No Mommy See Pa” standard format for bylaws arrangement.

It would set Robert's Rules of Order Newly Revised (RONR) as the parliamentary authority while also strongly reminding everyone that aggressive or pedantic use of rules is detrimental and goes against the spirit of a community organization like this one and is indeed counter to the intention of Robert's Rules themselves.

This would not require officers or board members to be experts in parliamentary procedure nor would it require hiring a parliamentarian, but it might be prudent to have a copy available to the organization for use as a reference.

Real Talk: CCD uses Parliamentary procedure. People make motions, call for votes, someone even made a motion to call for the previous question with is a comically “only in parliamentary procedure” kind of term – it wasn't handled correctly at the most recent Voting Member meeting, but it is the words people are using.

And this brings me to my real point. I recommend adopting this resolution, but more importantly it is absolutely vital that those who manage meetings follow some kind of framework. A small board or committee can operate in a fairly informal way (both logically and according to Robert's Rules) but even those committees it is good to know exactly what is being voted on and what effect that will have and to record those votes. But with a meeting of the entire Voting Membership it really does become necessary to have a predictable system in which to operate, to take turns, and to know when it is time to end discussion and vote.

When we debate this resolution on adopting some particular set of rules on how to decide things it would be nice to take turns between people who support it and people who don't, that way we might learn early that the support (at least the vocal support) is pretty clearly on one side or the other. It might be good to have some kind of time limit on how long someone can talk for, I can talk for a long time, but it's not necessarily a good use of everyone's time, five minutes seems ample, but maybe that's too long. Maybe I should be able to speak twice on the topic, perhaps just once. Maybe, sometimes several times. If I've spoken several times and someone else hasn't spoken at all, maybe they should get to speak next, even if my hand's been up longer. Maybe we've all heard enough and we've made up our minds and would like to go ahead and vote, we could have someone make a motion to call to the previous question, but that only means something if we decide it does (Doesn't mean anything in the Standard Code of Parliamentary Procedure, they call it a motion to “vote immediately” which sounds way more reasonable) but whatever you call it, it generally requires that a 2/3 vote of those voting to end the debate. Or, if there are rules about how many times a person can speak, and for how long, then it's probably practical, and in keeping with a spirit of cooperation to allow, at times, those who wish to speak to speak until their right to do so has been exhausted and then proceed to a vote on a matter which has been clearly stated, for example “whether to adopt Amendment 12 into the bylaws” or “whether to buy an outgoing officer a gift basket”. When something needs to be a motion, make it a motion and vote on it.

It's possible to have all of these things well and sorted out without adopting Robert's Rules, but it is necessary to set them all out. And if you're willing to set about adopting house rules the way that we adopt house rules for Monopoly then you won't find yourself bound to any rule which does not suit your organization, because you can simply adopt special rules of order in order to address matters as they arise. But while no one plays Monopoly exactly as written in the rule book, at the same time I've never known anyone to suggest that, yes, we should all play Monopoly, but we should make up all our own rules from scratch. How many dice do you roll? Can you buy properties? What happens if you don't? Do you need to collect all of one color before you build houses or can you just start right away? How many houses can you buy in a turn? What happens to the money when you buy something? Is it fair that I'm playing by one set of rules and you're planning to play by another, without a rule book to agree on are we even still playing Monopoly at all.

On the other hand, if we agree to play according to the rules on the box, when we discover that those rules are terrible, we can all agree to put \$500 on free parking and have a much better time. Robert's rules is the same.

*With regret,
[committee member]*

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that the bylaws of Cincinnati Contra Dancers, Inc be amended by inserting a new Article X which reads:

“Article X
Parliamentary Authority

As a community of dancers it is intended that meetings of the Board, the Voting Membership, and all committees be conducted with a spirit of friendship and cooperation in the hope that decisions reached by the organization be acceptable to everyone involved. Since difficult decisions must sometimes be reached it may be necessary to conduct some meetings in a more formal style; therefore:

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of the CCD in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the CCD may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.”;

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a meeting of the Voting Membership.

The Bylaws Committee has no opinion

According to research provided to me by the board liaison regarding dissolution of 501(c)3s the selection of a recipient or recipients is generally made at the time of dissolution.

According to my own research very few nonprofits mention dissolution in their bylaws. Those that do generally do so as to specify steps which must be taken prior to deciding to dissolve, the YWCA for example mentions dissolution in one sentence regarding matters which would require action from local associations. It notably does not specify the final disposition of assets.

The American Red Cross notably specifies that upon dissolution the final disposition of their assets shall be determined by the United States Congress. I don't so much suggest that approach, but mention them both in that it's remarkably specific and that no organization I've found has been foolish enough to name a definite heir apparent in their bylaws because it might force a change in the bylaws while attempting to wind down an organization.

It will also hopefully be a couple of years before this section is of any relevance. I'm okay if we skip it, but I wanted to know what the board thinks about it.

Amendment 13

Resolved by the Voting Membership of the Cincinnati Contra Dancers, Inc, that Article XI – Dissolution in the bylaws of Cincinnati Contra Dancers, Inc be amended such that it reads:

“Article 11.
Dissolution

Cincinnati Contra Dancers, Inc may be dissolved at the discretion of the Board following a 2/3 supermajority vote of the Voting Membership calling for such a dissolution.

Upon dissolution of the CCD, any property remaining after providing for debts and obligations of the CCD shall be distributed to **an appropriate non-profit organization (in accordance with relevant statutes) as selected by the Voting Members and/or the Board if no such selection is made then** the Country Dance and Song Society, Inc. (a non-profit corporation) or its successor, provided that said corporation or its successor is then in existence and is then exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code **shall be selected by default.** ~~If, upon the dissolution of the CCD, the Country Dance and Song Society, Inc. or its successor, is not in existence or is not exempt from income taxes under Section 501(c)(3), any property of the CCD shall be distributed to a non-profit 501(c)(3) organization as may be designated by the voting members, or if there are none then by the board of the CCD, so long as such organization shall encourage the enjoyment of traditional folk-dance in the community.”;~~

Resolved, That the secretary be authorized to correct article and section designations, punctuation, and cross-references and to make other technical and conforming changes as may be necessary to reflect the intent of the Society in connection with this resolution; and

Resolved, That this amendment take effect immediately upon adoption by a 2/3 vote of a

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