

## **Minutes of the Meeting of the Cincinnati Contra Dance Board 09-20-21, 7:00 PM, via Zoom**

Attendance: Board members - Debra Barrett, John McCain, Larry Lankford, Charles Wallner, Tricia Gorman, Frank Buschermann, Mary Rekers, 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.

### **Who is going to run for an office or board member at large?**

Deb will run for facilitator, Eileen Bens will run for assistant facilitator, John, Tricia, Mary, Bonnie, and Charles will run for board members at large. Others may step up.

### **Decide the agenda for the annual membership meeting October 25.**

Frank will handle the Zoom meeting and online voting via Google Forms.

There may be discussion of the proposed amendments, but the proposals will not be changed during the meeting. Additional proposals for amendments may be proposed at future meetings.

Comment: Someone should make a motion to extend the term of the current voting members to the end of 2022. This would greatly simplify things. Such as "Motion: Voting membership is on a calendar year basis. Shall we extend the expiration date of the current membership to the end of calendar year 2022?" It is within the powers of the voting membership to do this.

Comment: If there is a contested election, a run-off election may be necessary if each position does not get a majority of votes.

### **Which proposed bylaw amendments shall the board endorse?**

Note: The proposed bylaw amendments are listed at the end of the minutes for reference.

Proposed amendments 01, 05, and 06 were endorsed by the board at the 08-23-21 board meeting.

After discussion of each of the remaining proposed bylaw amendments, the following was decided:

To endorse proposed bylaw amendments 02, 03, and 09.

To not endorse proposed bylaw amendments 04, 07, 08, and 10.

The board offers no opinion on the revision to change Arabic numbers to Roman numerals.

Another board meeting will be on October 3 at 7 PM if necessary.

The meeting was adjourned at 8:56 PM

Respectfully submitted by Larry Lankford, secretary

## Proposed Amendments

After new bylaws were adopted on 06-28-21, a committee was formed to propose amendments to the new bylaws.

These eleven (11) proposals will be voted on individually at the voting membership meeting on 10-25-21.

A note from the Bylaw Amendment Committee: *The Bylaws Amendments 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 (CCD).*

If any proposed amendments are approved by a 2/3 majority of those voting, they will take effect immediately. After the meeting, the secretary will make the approved changes to the bylaws, and is 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 voting membership.

The proposed amendments include the applicable text from the current bylaws with proposed changes made by ~~striking out~~ certain items and replacing them with **bold underlined text** for the new text. If a proposed amendment is approved, the secretary will remove the strike out text and change the bold underlined text to normal text to conform with the current bylaws.

The proposed amendments are presented in this way to make it easy to see and compare the proposed changes. The Bylaw Amendments Committee provided the rationales for the changes. These are presented in *italics* before the text of the proposed amendment.

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### **Amendment 01**

Change in Article 3.

*The only change made here is the beginning of new paragraphs in several places in Article 3. No text has been changed, but the committee hopes the Purpose is easier to read this way. The proposed change is shown below.*

#### Article 3 – 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.

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

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.

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

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## **Amendment 02**

Change to Article 4 paragraph 2

*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 voting membership on any of those matters. The proposed change to Article 4 paragraph 2 is shown below.*

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.

If approved, this necessitates a change in Article 6 to remove the final sentence.

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

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## **Amendment 03**

Changes to Article 4, paragraph 1

*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 method allows the board the most freedom to decide when and how to process membership applications.*

~~Any Cincinnati contra dancer who wishes~~ **Anyone wishing** to be involved in the decision-making process of the CCD can become a voting member ~~upon payment of yearly dues and providing the requested contact information at a regularly scheduled weekly dance.~~ **by meeting the following criteria: Pay yearly dues, provide requested contact information including home address, and attend at least three separate CCD sponsored weekly and/or monthly events in a twelve month period.**

Dues are collected for the calendar year. ~~Members~~ **All voting** members **must** abide by the policies and rules of the CCD and behave with proper decorum. **Attendance requirements can be waived at the discretion of the board on a case by case basis.**

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## **Amendment 04**

Changes to Article 5 paragraph 3

*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) 15 people. If this amendment is approved a quorum would be (approximately) 12.*

*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.*

~~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.**

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## **Amendment 05**

Article 6- The Board.

*No text is added or deleted by this amendment. Paragraphs 7 and 9 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.*

### **Article 6 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.

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## **Amendment 06**

### **Changes to Article 7-Board Meetings**

*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.*

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.”

~~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.**

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## **Amendment 07**

Changes to Article 8 paragraphs 2 and 5 - Elections

*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.*

### **Paragraph 2**

The method of voting will be determined by the board and announced upon distribution of the agenda at least thirty days before the meeting, in accordance with Article 5.

At the annual meeting of the voting membership:

The officers (facilitator, assistant facilitator, treasurer, and secretary) shall be elected by the voting members. If there are not at least three (3) unrelated officers living at different addresses elected (in accordance with Article 6), nominations will be reopened and a new vote taken during the meeting. ~~The newly elected officers become board members and will assume their duties immediately upon the adjournment of the meeting in which they were elected.~~

### **Paragraph 5**

The newly elected **officers and** board-members-at-large will assume their duties immediately upon the adjournment **conclusion of the election portion** of the meeting in which they **are** elected.

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## **Amendment 08**

Changes to Article 9 - Committees

*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.*

### **Article 9 – ~~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.**~~

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## **Amendment 09**

Changes to Article 10 – Amendments to the bylaws

*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 requires 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.*

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.

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## **Amendment 10**

This would create a new article 10 and increment the remaining article numbers.

*The Bylaw Amendment Committee voted to allow Eve Mountainsmith to submit a “minority report” and then declined to make a majority report and instructed Eve to proceed without committee involvement of any kind. Which is to say that the committee's opinion is that this amendment does not require committee involvement and therefore this amendment will be submitted under this basis.*

*This amendment proposes the creation of a new Article 10 – Parliamentary Authority.*

### Article 10

#### 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.

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## **A revision recommended by the Bylaw Amendments Committee (not technically an amendment)**

*This revision changes article numbers to Roman Numerals, capitalizes occurrences of “voting member”, “voting members”, and “voting membership”, 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)*

*It includes changing the final line at the end of the bylaws to read:*

*Adopted by the voting membership on [blank]*

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

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