

Minutes of the Voting membership meeting of the Cincinnati Contra Dance 10-26-20, 7PM, via Zoom

Attendance: Board members - Debra Barrett, John McCain, Frank Buschermann, Larry Lankford, Charles Wallner, Darlene Underwood, Ashley Greathouse, Kurt Grannan, Mary Rekers, Patricia Gorman, plus approximately 20 more voting members. [My apologies for not recording all of the names. It occurred to me too late that I could have saved the participants' log.]

Report on the Board's activities during the shutdown:

Helping the WFAC (Wyoming Fine Arts Center) with their sound system

Larry Lankford: The WFAC had asked for help with their sound equipment. Detailed instructions were written for the WFAC sound equipment and three videos were made at the WFAC for use by WFAC staff, teachers, and for people who rent the Paul Bartel Ballroom. John McCain, Bonnie Carpenter, John Bealle, and Larry Lankford participated in the efforts.

Selling the old sound system

Kurt Grannan: I transported the old sound system to my house for storage while attempting to sell the equipment. It is stored in a secure, climate controlled space. I have a detailed list of each item in the system that I posted on Craigslist and Facebook Marketplace. There has been no interest so far. If anybody would like the list of equipment let me or anyone on the Board know. Our preference is to sell the system as a unit, but if there is no interest, we will probably try to sell individual items of the system.

Debra Barrett: I recently gave away on Craigslist some old speakers to someone who refurbishes sound equipment. The person who picked them up said that nobody wants the old passive speakers and heavy amplifiers anymore. They want the high-tech, newer, lighter weight active speakers.

Liz Burkhart: I know a lot of musicians and can give them the list to see if there is interest.

Reorganizing our supplies at the WFAC

John McCain: The WFAC called and said that we need to reorganize the closet where we store our supplies. The WFAC provided a set of shelves. I organized our supplies into boxes.

The WFAC capital campaign

Debra Barrett: The WFAC has a capital improvement campaign to upgrade bathrooms, incorporate handicap access, and other things. We will put a link on our website. Their slogan is "25 for 25". They have been open for 25 years and they are hoping that each person who benefits from using the center will donate \$25. At first, I thought, some of us are on tight budgets, but we have been using the Center for 17 years and that is only \$1.50 per year. We are hoping that some people can chip in some.

The Center will probably check back for a follow-up donation but you can ignore them if you want. Apparently that's just the way these things work. If you are unemployed, or if your hours have been cut, that's a non-starter. But if you are still employed despite the virus, please chip in if you can. The Center has been very accommodating to us and it is a very good venue for us.

There is a link to donate on the WFAC web page. There is a way to indicate that you are a contra dancer donating. That way the contra dancers are recognized for their contributions. It will not show the individual contributors' names.

The Logo

The WFAC had asked us to provide our logo for use on their web page. We discussed the complexities of creating a design, choosing among designs, technical work by a graphics designer, payment for designs, etc. We asked the Center about the logo issue and they said that it was not a requirement, they could just use our name. At that point we decided that we really did not need a logo.

Cincinnati Zoom contra dance

Mary Rekers: This will be a Zoom meeting where, in real time, we will be streaming the music and calling from the ballroom (socially distanced, masks where possible, you can't play the flute with a mask on) for whatever dancing you can do at home. We did a dry-run about a month ago and worked it out. The Zoom contra will be on Sunday November 15 from 2:00-3:30 PM. The Rosenthorns were really excited to be able to get together and play for this. Darlene will be calling. The way these dances have been happening across the country is that a way to make a donation online is provided. Some of the donations might go to the Center for using the ballroom, maybe some to the band, we are still figuring that out. A donation is not required, it is like a tip jar. There will be contras, waltz, and maybe a swing dance. You can dance with your teddy bear, an animal, a person in your bubble, or just listen and enjoy the music. It can be a family event.

Frank Buschelmann: The donations can be set up to go directly into the CCD Paypal account.

Question: How will this be promoted?

Mary: We will put it on our website, Facebook, maybe in an email to the group.

Prospects for dancing live in-person

Debra Barrett: When the board last met, two weeks ago, we were mostly finishing up planning for this meeting. We also discussed the state of Covid-19 and if it was time to start talking about when to resume in-person dancing. The basic conclusion was that it is so up-in-the-air about when there will be a vaccine, how reliable it will be, and who will be able to get it when. We cannot productively talk about that now. But Pigtown Fling is 5 months away. We realized that due to all of the time and work and expenses that go into producing Pigtown, and the amount of that effort that happens very early in the process, we should not put that effort and expense into something that has a high chance of being canceled. So we are canceling Pigtown Fling 2021. This will be posted on our Facebook page and website.

Bonnie Carpenter: When I last checked with the CDC a week or two ago, they said that expected delivery of the vaccine here in the states would be July 2021.

Debra Barrett: Dancers are not going to be first in line to get the vaccine. It will be health care providers, people in nursing homes, and the very elderly.

Treasurer's report

Frank Buschelmann: Please contact the treasurer for details regarding our current financial status. We acquired about \$5000 in sound equipment in 2020. We had a lot of losses due to

canceling Pigtown 2020 [due to the Covid pandemic]. There were expenses for insurance and running our dances. For the budget next year, it is hard to say what that will be since we don't know when we will be dancing again. I hate to say it like this, but If we do not dance at all in 2021, our expenses will probably be less than \$1000. This would be primarily to cover insurance and dues to CDSS. If you would like a written report, please email me.

Mary Rekers: The WFAC has been very kind and has not charged us for renting the ballroom during the time that we cannot dance. The Center is taking a lot of losses due to the loss of rental income from the Civic Orchestra, the Flying Cloud Vintage Dance Group, and the contra dancers. The classes are way down because many cannot be run safely due to spacing requirements. Suzuki groups are still running with large distances and masks and making the groups smaller. It was really reassuring that the Center was very gracious in saying that we did not have to pay anything to hold our place, when dancing resumes we will start paying then.

Debra Barrett to Frank: Will we have any income while we are not dancing?

Frank Buschelmann: Not unless we have income from the Zoom contra donations or memberships.

Question: Do you think that the contra dance group should make a donation to the WFAC capital campaign? That might be a generosity of the spirit of our group since they [WFAC] are coming to us with a generosity of spirit.

Mary Rekers: I think we should let the individual dancers have the opportunity make a donation and then at some later date, if we think it is financially feasible we can consider a donation from the group. The capital campaign is just getting started.

Charles Wallner: I think we should have an escrow account in case the WFAC has financial problems in the future.

Frank Buschelmann: I think one thing we could do is to have a matching donation of some kind [from the contra dancers group] up to some agreed amount. It might be a little extra kick to inspire donations.

Debra Barrett: Since this requires voting membership approval, we might be able to have a proposal at the next voting membership meeting.

Question: Is the WFAC in danger financially?

Mary Rekers: The WFAC is loosing money, but it is financially stable.

Concerns about article 8 of the current Bylaws

Debra Barrett: We have differing views of interpretation.

Ryan Smith: Article 7 describes the leadership of the group as six positions. Article 8 says that we, the voting members get to elect those leaders at this meeting. It's that simple. It is so clear that it is impossible to misunderstand. The Board has claimed that they can appoint these positions at a later date with no input from the voting members.

Article 7- Leaders - Leadership in the group will be accomplished through the collaborative

efforts of a Facilitator, Assistant Facilitator, Treasurer, Secretary and two leadership members at large.

That's it. The rest of article 7 is the specific duties for each office.

Article 8 – Election of Leadership - Leaders are elected at the Annual Meeting of the Voting Membership and take office on the date of the election.

Leaders, that's what we described in article 7, are elected at the annual meeting, that's this, of the voting members, that's us. You don't have to be a lawyer or parliamentarian or expert in any sort of field to understand what this says. The only valid interpretation of our current Bylaws is that we, the voting members get to vote on those six leadership positions.

You should care for two reasons. You should care because the rules matter. We need to follow our current Bylaws to demonstrate that the changes proposed in our new Bylaws matter. Reason two is that these positions matter. If the Bylaws did not already give us the right and responsibility to vote for these positions, we would demand it in the revisions.

There is a national election going on, if you haven't already voted, please make a plan to do so. Having already voted, I can tell you that I voted for individual people to hold individual offices. I didn't vote for a pool of people and say you all figure out what jobs you want. That would be crazy.

The leadership carries significant power within the organization. The facilitator decides when meetings are held and has a lot of influence over how much time is allotted to which business, and what business is discussed in the meeting. The treasurer is given unguarded access to every dollar that we have as an organization. The secretary creates the official record of what happened at a meeting. It's irresponsible for us to say whatever, we don't care, you folks sort it out among yourselves. The assistant facilitator and the two members at large have fewer specific duties, but they are half of the leadership. And we have traditionally allowed the six-person leadership to make decisions without oversight from the board or the voting members. A lot of those decisions don't even get recorded. The decision to remove me from my volunteer job was made by these six individuals and there is no official record of that decision. The lack of evidence is so complete that if you check our website, I am still listed as a caller.

When there is a disagreement, you seek a higher authority. The highest authority within this organization is the Bylaws. And the Bylaws say we get to pick these leaders. The next highest authority is the voting members. You are the highest authority I can appeal to that is not a court of law. The Board has affirmed repeatedly that they are bound by any legitimate vote made by the voting members, and so what we do comes down to a simple question: Do you, the voting members, want a say in who has control of this organization? Thank you.

Debra Barrett: Thank you Ryan.

Darlene Underwood: Thank you Ryan, I appreciate that. However, I also have an opinion about this. Over time, there is a thing called past precedent. And in this group, past precedent has been a very big part of how decisions were made. Because in a group of this size, there aren't people willing to take on specific roles within our community. Therefore, when there would be six people or eight people or nine people, those jobs were not described because nobody wanted to be the president, the facilitator, the treasurer, we were lucky to fill the

positions. So while I hear what you are saying, Ryan, in past precedent there weren't individuals to step up and take those positions. So if we want to move forward and do that, I am fine with that. But it wasn't because we were ignoring the Bylaws, this was how it was done because people didn't want to volunteer.

Debra Barrett: Thank you Darlene. I would like to point out that this past precedent is what we have used for as long as I can remember. That despite the wording in the Bylaws, for decades, I think, we have elected a group. The reason I like this is because if you ask for people to run for specific offices then you have the big risk that you will get competing candidates, and one of the huge underlying motivations for the way we organize is to try and emphasize collaboration instead of competition. We didn't want people arguing with each other about who could do the best job, because we figured we were a bunch of friends dancing together and that probably any one of us who was acceptable as a board member would be okay to say that I will be the first among equals, I will be the one who sets meetings and go ahead and facilitate. So that's been a big reason why I've been happy to have things run the way we've done for all these years, including the ones when you were on the board, Ryan, when you were president of the board at some point, even though early on I saw that this didn't match the Bylaws. That is why the Bylaws that you received (that we are proposing for going forward) are being offered to match what we've been doing. If you all approve in the next member meeting, then what we do will be congruent with our Bylaws. But we think the way things should be done is the way they have been done.

Charles Wallner: Precedent is a respected form of governance in an organization. The thing about precedent is that is not necessarily permanent. It's not like a Bylaw, it doesn't require an amendment. This precedent is not unknown in non-profit organizations. There are such things where boards are elected and they choose their officers from the board. My reading, and I have told this to the Board, this could go either way. It just happens that about 25 years ago it was decided to do it as an intent to make sure the organization functioned. Every Board since then has lived up to that. It is not exactly a clear-cut question, but it is a fair question. The issue is do you want to keep with the precedent or you don't want to keep with the precedent. It doesn't make the precedent illegal, it just means is it still in effect because it does the job, or is it no longer in effect because it doesn't do the job anymore. That is the decision of the membership as a whole.

Debra Barrett: Thank you Charles.

Tricia Gorman: I don't see two chairs, vice chairs, secretaries, treasurers, I don't see...[lost audio for a couple of seconds]... people would run unopposed. I am on the Board but I am sure glad that everyone else took those positions.

Debra Barrett: Ryan, I appreciate your concerns. I also wanted to bring the Bylaws and our practice into alignment, which is why we spent all that time on the retreat and why we brought these proposed Bylaws to you all. When you all vote on these in a couple of months, you will be able to say: No we don't think we should change the Bylaws to say that we are okay with the way we are doing it now or we need to stop that practice.

Sally Christopher: I just wanted to say that if I understood correctly that the main thrust of that argument was less about the change about electing a pool and then specific people choosing positions versus electing six people to this organization versus electing nine people to this

organization. And perhaps I am incorrect. I believe that was the bigger issue there in terms of this election not being in compliance with the current Bylaws.

Debra Barrett: Maybe I have been focusing on the wrong part of it. I think for tonight, unless there is a specific motion to require us to follow Ryan's interpretation of the Bylaws, which would then force us out of compliance with another issue [in the Bylaws] because we need to finish electing officers tonight, I think this should be dealt with when we vote on the proposed Bylaws. Our plan on that is to have a vote on whether the revisions we proposed to the Bylaws are approved. If the membership at our next meeting votes down the proposed revisions, then we will need to break them into parts and find out which parts are okay and which are not okay. Then, what can we agree on for the parts that were not alright. I am reluctant to see the voting plan for officers change tonight because that would force us out of compliance with having our new officers elected during the annual [voting membership] meeting. I do appreciate your concerns, Ryan, but I think we need to go forward as expected tonight and perhaps address that as the new Bylaws are brought in.

Ryan Smith: To Tricia's point, there don't tend to be a lot of disagreements about who carries those offices. If of those nine people no one wanted to be treasurer, it would sure be nice to have another 17 people to pick from. And the only requirement to hold one of those offices is to be a voting member. There is no requirement to be on the Board because the Board does not appear in our Bylaws. I understand that community spirit is important and we don't want to create tough races for facilitator, but I think there is value in having a wider pool when selecting those positions.

Eve Mountainsmith: If for some reason a vacancy existed in the officers, or maybe all of them, then presumably the Board would be able to replace those officers when they met. It's a little unclear at this point.

Charles Wallner: I think the discussions here are good. The first duty of the organization is to continue the organization. That means it has to continue its process of governing, which is what tonight is about. On the other hand, part of the organization's rules are that it should decide how it should govern, not only in the present sense, but also in the future. I think this discussion needs to be rather broad and brought up [at the next voting member meeting]. The point is, governance is not a simple process. Some organizations rewrite entire Bylaws which takes from one to two years to write. In this case we are talking about changes in the Bylaws that we are going further and more nuanced and we are talking about interpretation of statements in the Bylaws.

That has to be brought out at the next meeting. I've read those Bylaws and I can see it going either way in terms of electing the members and the officers. Or electing the leadership and letting the leadership decide who the officers are.

Debra Barrett: Leaving it at this stage is not entirely satisfactory, but I think that is where we need to leave it. I am going to move us forward to the next item on our agenda. We will follow precedent for this year and then see if that precedent is endorsed and incorporated into the Bylaws for the future.

Darlene Underwood: I guess I'm confused about what the issue is. We know what the roles are going to be for next year. I don't know why you don't just lay them on the table. That would satisfy Ryan. He would know who is going to be taking what position.

Debra Barrett: I believe that, if elected and accepted by Board, these would be the officers unless there are others who prefer to take these offices:

Facilitator- Debra Barrett
Co-Facilitator- Kurt Grannan
Treasurer- Frank Buschelmann
Secretary- Larry Lankford

Members-at-large these can change year to year because there are no specific duties, they are people who can help with projects.

Question: can someone make additional proposals or changes to the proposed Bylaws? Do they get voted on as a block, or in chunks? Is there some process?

Debra Barrett: Let's talk about that. When we [the Board] spent that full day in the retreat studying the Bylaws, debating how to handle things, I felt that what we proposed would function best as a whole. We decided to present the proposed Bylaws as a unit to the voting membership, with the understanding that if there were parts of the Bylaws that people didn't like, then they would be rejected and we would break it out into smaller pieces to find out which sections were acceptable and which were a source of concern.

Charles Wallner: My recommendation is that anything that is coming up as a concept is a recommendation. Each recommendation should be considered independently. For instance, Rebecca Pace sent some information. That is part of which should go to the membership as a whole. We are going into an in-depth discussion of not only what the Bylaws should be reading, but exactly how we are going to start working in redoing the Bylaws or parts of the Bylaws. That's an extended conversation. This is a membership organization. If members have differing concepts and questions that they want to go, we should, for the next few months read everything. That's the duty of the membership. As a member, you have the obligation to read everything that pertains to the existence and continuation of your organization.

Frank Buschelmann: The way that we came up with the proposed Bylaws was that we had a facilitator or moderator that was recommended by the Ohio Association of Non-profit Organizations. So we had guidance from individuals with this process. It was not just the board members by themselves. We had someone from the outside leading the discussions.

Darlene Underwood: That meeting that Frank is talking about, that was not just a small little meeting where we had a facilitator for an hour. The entire Board gave up an entire day to work on this process. We were not looking for ways to take power away from the community. What we were looking for was a way for us as a board to figure out what would be easier in a volunteer situation where everyone was volunteering and a lot of people weren't. Even this time when we asked for volunteers to join the Board, we had one person who stepped up to become a new Board member. I think it's really important to think about the time and energy that nine people have put into this community over this last year and over the thirty some years I have been a part of it. It is important that these are volunteers and it is not an easy thing to do and to commit to.

Charles Wallner: The Ohio Association of Non-profit Organizations is the Ohio chapter of the National Association of Non-profit Organizations. It is the organization that the Ohio Attorney

General and the attorneys general in most states refer non-profit organizations to for guidance. That is why we went to them because they are the national authority.

Storage space needed for Pigtown Fling supplies

Debra Barrett: There are about 25 boxes of Pigtown Fling supplies that need a new home. The place they were being stored is no longer available. They do not all have to go to the same home, but they do need to go to someone who is going to be in the group for quite a while. Are there volunteers to take some of the boxes? Betsy Lehman, Bret Augsburg, and Susan Vogt volunteered to take some boxes.

Election results

Frank Buschermann: I have the election results at this time. [Voting was done online] There are 51 voting members, 35 ballots have been received at this time. To be elected, each candidate needs receive a majority [26 votes] to be elected. Each of the nine candidates have received more than 26 votes. All nine candidates have been elected. [They are Debra Barrett, John McCain, Frank Buschermann, Larry Lankford, Charles Wallner, Bonnie Carpenter, Kurt Grannan, Mary Rekers, Patricia Gorman.]

Jim Vogt: I wanted to express thanks to the board for all the work that they do. It is a generous thing that you all do to lead the community. It is something that someone has to do.

Meeting adjourned at 8:13.

Music presented by the Rosenthorns.

Respectfully submitted by Larry Lankford, secretary