

Minutes of the Meeting of the Cincinnati Contra Voting Members 06-28-21, 7:00 PM, via Zoom

Attendance: Board members - Debra Barrett, John McCain, Larry Lankford, Bonnie Carpenter, Mary Rekers, Patricia Gorman, Kurt Grannan, Charles Wallner, and Frank Buschermann. Other voting member members: Karen Keaton, Erich Gansmuller, Eileen Bens, Josh Telecsan, Ashley Greathouse, Susan Vogt, Jim Vogt, Eve Mountainsmith, Ryan Smith, Ken Irwin, Betsy Lehman, Carolyn Fitch, Ed Fitch, Sally Christopher, Rebecca Pace, Jeneene Brengelman, Christie Armstrong, Valerie Allendorf, Chuck Reidmiller, Brenda Grannan, Susan Smith, Darlene Underwood, Terri Spiegel, Mallory Fischer, Donna Bing, Steve Edwards, Tammy Goyke, and Carolyn Tindal. 37 voting members present. Some had to leave early.

The proposed bylaws-

Facilitator (Deb): The board sent out a note a few days ago recommending that the members approve the bylaws that the Board has proposed. We have done a ton of work on them, we [the board] think it is a good document. If they are not approved tonight, the existing bylaws [approved 01-13-17] will still be in effect. We can take proposed amendments, but we don't want to do that tonight. I want people to submit proposed amendments in writing either by emailing them to me or to cincinnaticontradance@gmail.com. We want people to have enough time to look at any proposed amendments and consider how they would impact the whole document if we are voting on them. Maybe we can vote on them at the voting membership meeting in October. We recently sent both the current and proposed bylaws so that you can study them. If someone needs clarification or rationale behind the changes, we need to do that before you vote. If you have something you want to clarify, or to hear the rationale, we will see if we can answer that for you.

Steve: What is the term of the board members? It is not written in the proposed bylaws.

Deb: We have an annual meeting in October to elect board members, so it is assumed that term ends when the new board is elected. The term is not specifically spelled out. Please send an email and propose an amendment to clarify the term of the board members.

Jim: The new bylaws would have the officers elected by the membership and not by the board?

Deb: Yes, there were a number of people who were concerned about this. In the current bylaws, it was ambiguous. The way our group has been interpreting it for a long time was that the members would approve a group of board members. The first time that the board members met, they would choose who would take which offices. There were folks who thought that that was not a good approach, that we should be electing specifically a person per office.

Jim: Is there a rationale for that change?

Deb: People wanted to know ahead of time who was going to step up to be the facilitator, treasurer, etc. There is an advantage, but also a disadvantage. It is good if you know ahead of time who is going to take which role, but it was not uncommon at the first board meeting after the election to have people say "come on now someone needs to fulfill the facilitator,

treasurer” etc. It is clear in that meeting that someone has to take responsibility for the officer positions.

Jim: Was it envisioned that the elections would be contested? Would there be two people running for facilitator?

Deb: It could very well happen. It is one of my concerns. I have always been very happy that we had a very collaborative group, that we never had people running against each other to become part of the leadership. I'm sure that that was part of the original intent of the bylaws, that they not put people in competition with each other.

Jim: When we first adopted bylaws, we were still dancing in Clifton. I handled the first election we had. There was discussion at that time, because we had never had elections before or had a board before, there was pretty strong reaction to having contested elections for fear of creating divisions. In the type of group we were trying to be, it seemed like it didn't fit well.

Deb: If you feel that the new proposed bylaws are good except for that, then that could be an amendment offered to the proposed bylaws, if adopted, or the current bylaws, if the proposed bylaws are not adopted.

Charles: The concern regarding the election of officers came from outside of the board, that it was possible that if an officer stepped down, that someone from outside the elected board could take their place, negating the will of the voting membership.

Jim: We are handling a lot of money now [the majority from Pigtown Fling] and that is not something we should deal with lightly. Is there something in the bylaws in terms of how we insure that the people handling the money for the contra community do so in a responsible way?

Deb: We have established a policy limiting the amount of a check that the treasurer can sign without approval from another board member. There is somewhat of a protection there. We have to be careful to choose a treasurer who we know well enough to know that they are a person of good character.

Jim: I don't think, given that we want to find someone of good character, that we should just say “trust them, they will do the right thing”. Some groups have to have two people sign checks. Is bonding an issue? Could a treasurer withdraw money without anyone else having to approve that?

Deb: I don't recall any specific control on possible withdrawals.

Charles: That is not something that you generally find in bylaws, but you could create policies and procedures by the voting membership. The policies would say these are the safeguards we have and the procedures would say this is how the policies are implemented. These could be changed or improved without going through bylaw amendments. The other thing is that no real official meeting can take place without a report from the treasurer. The treasurer's report is then part of the minutes. This provides a monitoring of the process.

Carolyn T: Other groups that I belong to have an outside audit of some sort. I am surprised that that doesn't occur.

Deb: Some non-profits, because of their purpose, handle a lot more money than we do. We are only taking in funds to perform our function, our function is not fund raising. The amount on money we take in does not approach what a lot of non-profits do.

Rebecca: An audit is going to cost several thousand dollars. Which may be more than we want to incur. We are handling a lot of money, but it is all relative. An audit is not required unless we get a grant from some organization that requires us to have an audit. You probably would want to have an internal audit, but it wouldn't be an official audit. It would be a policy. As much as possible you would want to have division of duties so that one person handles the cash, another person keeping the records, and another to write checks. We may be able to do something like that, but that is a policy.

Darlene: We don't really need an audit, because an audit is very expensive, however, I do think there could be an internal process where there are two people who go over the books. And I agree with Rebecca to have someone else writing the checks would be a good idea. We need to not have one person handling all of the money process. It is too much work for one person and there are no checks and balances in place.

Erich: You are right, these are not bylaw things. I have been in several groups, and one thing that is consistent is that there is always a treasurer's report, as well as a budget. It is quite easy to keep track of money, if every month the board is given the whole report and you see it on a spreadsheet. Also one person writes the checks, one person keeps the books, use a double entry system, and every once in a while, you bring in a third party to look at the books. It doesn't have to cost a lot.

Terri: I suggest a periodic report from the treasurer. Maybe not monthly, that's a lot of work, maybe quarterly.

Sally: Policy discussion is very important, but that does not need to be part of the bylaws discussion. We should focus on the discussion of the bylaws. The question proposed by the board is a very yes or no proposition. We should either keep the current bylaws or transition to this new document. I don't see compelling reasons to accept the changes because there are some problems with the new bylaws. One of the problems is that the new bylaws only let people sign up at weekly dances. We don't have weekly dances [due to covid], so they are unworkable. These are all small issues, but I don't feel comfortable approving them as is.

Ryan: There is a lot I really like about these new proposed bylaws, better than our current bylaws. But I feel like I am being asked to buy a car that has a nice interior, a nice engine, and no wheels. The fact that we can't legally get new members because we don't have dances is a sign that they are not finished. We could have several iterations of the proposed bylaws in time to vote on them in October. I am willing to head a committee to work on this. I feel like there is no rush. We have had our current bylaws for thirty years, what's another year?

Steve: If that is the only problem, I assume we are not going to be in pandemic mode for years to come. The most successful way to get members is to sign up at the dance. I suggest that we have the bylaws take effect when we restart dancing. If the group as a whole wants to wait, I don't see anything wrong with the bylaws. The biggest thing I see is the change from members voting for the officers vs the board selecting the officers. Overall the bylaws are cleaned up, they are much better than the old ones, I am going to vote for it to recognize the effort the board has put into it.

Charles: There is sometimes a misconception about a general meeting of the membership. The membership can meet and vote on something like the bylaws, but at the same time they

can do so with certain conditions. If we accept these bylaws, we also want to accept a committee to make the necessary changes to modify certain things. There is a way around accepting this and insuring there will be necessary changes.

Ryan: There are a lot of things that need work, but I want to reiterate that there is a lot of stuff in there that I really like. I would rather wait until we get it right.

Eve: I think the annual meeting is the time to make major changes to the bylaws. It is very useful to get feedback. We have a set of working bylaws. I have been complaining about them since Ryan was facilitator, that they could use some revising. We should take whatever suggestions we get and have something polished and ready to go at the October meeting.

Sally: It is important to know the reasoning behind the changes.

Ken: It seems like we are voting whether to proceed with either the current bylaws or the proposed bylaws, and then either way there are changes to be made. If we knew how those changes were made, it might be easier to understand.

Charles: This meeting is governed by the current bylaws. We are not talking about amendments to the current bylaws. We are talking about amendments to the proposed bylaws. The question is: are we going to adopt the proposed bylaws as something we are going to improve?

Deb: Assuming there is some level of trust in the group, we can feel confident that if we vote to retain the current bylaws, that we will entertain amendments over the next month or two for us to consider.

Eve: I don't think anyone is suggesting that we use the current bylaws as the framework from which to draft long term bylaws. The question is: do we want to adopt new bylaws and then fix them, or do we want to continue working on the proposal until it is ready for prime time? The main reason I know of for not adopting the new ones and fixing them as quickly as we can is: A) we don't have to, we have been fine as long as we have, and B) it immediately bars us from getting new members.

Ryan: One of the reasons we would want to keep our current bylaws until we are happy with the proposed bylaws, is that the proposed bylaws require a 60 day notification for amendments and our current bylaws only require 30 days. It is easier to amend the current bylaws than the proposed bylaws.

Deb: We thought it was an improvement to switch the lead time for amendments to 60 days so people would have more notice to plan their schedules for the meeting.

Ryan: I am speaking specifically to the timing for amendments. There are advantages to having longer times, but when you have a flawed document to clean up, I would like to have a shorter time.

Jim: This is a thankless task, and I want to thank those who worked on it. Why don't we wait to do an approval of the proposed bylaws until the annual meeting in October?

Deb: The problem that I see is that the members of the board are tending towards exhaustion. It may seem that we have had very little to do during the pandemic. In contrast to prior years, when the board would meet maybe twice in a year, we have often been meeting monthly, and those are not quick meetings. The last one was the longest at two and a half hours, after an hour-long executive meeting. We have been logging ungodly amounts of time on this project

and other issues that have cropped up. The board members themselves do not need to be on the amendment committee. The board may not be able to participate much. The amendments committee would largely need to be the voting members instead of the board working on this. We have spent a lot of time discussing various suggestions. One of them was the suggestion that we use Robert's Rules of Order. We have talked about this a great deal. I think that this would be excessive for a group like ours, which is, hopefully, a bunch of friends dancing together. This can throw a huge wrench into the works unless you have a parliamentarian at all of the meetings. It would seriously limit the number of people who would be willing to be a facilitator. This was just one of the many issues that have come up as we went through this document.

Charles: Do you want to continue with the current bylaws which are deeply flawed, or do you want to change it to a better document that needs some changes?

Rebecca: We have been talking about this for a hour, we have already lost one person who had to leave. I think it is time to vote on this.

Motion: Shall we accept the proposed bylaws?

Eve: I propose that we send this to a committee.

Mary: Rebecca made a motion, and I seconded it for us to take a vote. This board has worked so tirelessly and tried so hard to put together these proposed bylaws so we would have something better than our current bylaws. We can make amendments to improve it. We know it is not perfect. Nothing is going to be perfect. I think we should take a vote.

Vote: 26 yes (74.3%), 9 no (25.7%). [Note: a two-thirds majority is required to change the bylaws.]

Charles: I make a **Motion:** That Ryan form a committee to review the just approved bylaws to make changes for improvements.

Charles: Robert's Rules of Order is not a governing document. Organizations that use RRO usually have an experienced, licensed parliamentarian. No organization that I know of follows RRO to a "T", not even the U.S. Congress.

Terri: I would like to help Ryan on this committee.

Vote: If you are in agreement with the motion, say "Aye". Many Ayes were heard [this is a Zoom meeting]. If you want to register a "Nay", please say "Nay". No Nays were heard.

Motion passed.

Rebecca: How many should be on the committee?

Ryan: We will involve the dancers to get feedback on issues.

Christie: I volunteer to be on the committee.

Deb: Shall we invite just those who are in this meeting, or ask on Facebook?

Ryan: I think the people who are in this meeting are the most likely people who would want to volunteer.

Eve: I will volunteer.

Charles: I volunteer.

Resuming the dance-

Deb: We are planning to restart the dancing on Monday August 9. We will start with just folks

who are vaccinated and then make plans for a gradual opening up, depending on guidance from the Hamilton County Health Department and the CDC. We are still reviewing the issues of masks, vaccinations, and best practices. Please send proof of vaccination to cincicontravax@gmail.com to make it easy for someone at the door to check you off the list as you come in. You can also bring your card with you. Block out your birth date on your card when you photograph it to send it in. We will abide by the WFAC and local government policies. An announcement on Facebook will provide further details.

The terminology used will be callers' choice, and posted on Facebook so you will know the terminology before the dance, hopefully at least one week ahead of time. The callers' choice will be limited to either gendered (Ladies and Gents, or Women and Men) or non-gendered as Larks and Robins, so we do not have a wide variety of terms.

The board feels that this is the best way to restart at this time.

Josh: I want to put on the record that I am very disheartened about the way the board has decided to continue the dance. I think forcing the vaccination is unnecessary. We worked hard to include people, but now we are excluding people based on a medical choice.

Carolyn: This is about what Josh said about the vaccines and masks. I think showing proof of vaccination is fine. There are people who cannot get the vaccination. I think accommodation needs to be made for them.

Deb: One of the reasons for the decision at this time is a concern about liability for the board. If we make a decision that allows un-vaccinated people to come to the dance, and someone, presumably an un-vaccinated person, contracts covid and spreads it to other un-vaccinated dancers, or spreads it among their family, there would be some big liability for the group. There is also the moral hazard.

Carolyn: Why is the group liable? It was their [the individual's] responsibility in going to the dance.

Deb: Because we set it up and allowed it to happen, knowing that that was a possibility. The board also does not want the chance that we restart the dance and cause a super-spreader event. If the health department says that "as long as your un-vaccinated people wear masks, then it is okay", then we will reconsider. A problem with that is who is going to know who needs to wear a mask? Our plan is that if you are taking a turn at the door [collecting admission and checking for vaccinations] and someone tries to come in and refuses to provide proof of vaccination, you would tell them that it is the policy of the board. If they persist, we call on our bouncer [someone with conflict resolution training].

Rebecca: I am going to a Country Dance and Song Society dance camp week in Michigan. Their rule is "Each session will adhere to national, state, and local health ordinances in effect at the time of the session." What that means to me is, that if the Hamilton County Board of Health says it is okay to have fitness centers and high school team sports, then it is okay for us to dance. If someone comes to the dance who isn't vaccinated and gets sick, we as a group would still be okay as a group because we would be following the rules of the Hamilton County Board of Health. On Monday morning we check with the board of health to see if it is still okay to have fitness centers and high school team sports.

[From the CDSS website about camp sessions, note the vaccine-required part:

CDSS is moving forward with 6 COVID vaccine-required camp sessions for 2021. Each session will adhere to national, state, and local public health ordinances in effect at the time of the session. CDSS will continually monitor public health guidelines and keep registered campers informed of program adjustments as they are necessary.]

Deb: In fitness centers and school team sports, it is uncommon to have two people get into each other's faces one or two feet apart and pant at each other. That is very common at a contra dance during a swing. We are very close with a repeated number of people and breathing hard into each other's face. When we asked the health department about square dancing as the closest familiar term, we asked them about vaccinated people, not unvaccinated people.

Frank: With this disease, there is the possibility of someone dying if they come down with it. Death is a permanent thing. It is not necessarily the younger folks we are worried about, it is the older folks. There are a number of people who are taking care of their parents who are sick, who may not have the vaccine themselves. If someone who is not vaccinated comes to the dance, not worrying about themselves, but then goes home and passes it on to someone else, perhaps an older relative or friend, that can be a permanent thing. Not dancing for a couple of months is a temporary thing. Also, I have had crisis prevention/intervention training and I am trained to handle delicate situations such as a bouncer at the dance.

Josh: I just wanted to point out that the masks instead of a vaccine is an idea, but how would you enforce that in the middle of a contra line? In the middle of summer when you have saturated your mask, you are not keeping yourself healthy trying to breathe through that.

Carolyn: The fitness centers are wide open, you do not have to wear a mask. If people are worried, then they should wear a mask and gloves. Kids at the YMCA are not wearing masks. There is dancing in Cincinnati, there is dancing all over the place. At this point, people have to take responsibility.

Tricia: Josh, we are going to miss you very much, but I think the responsibility is to the community. If there is less than 70% vaccinations in the community, you get spread in the community, including our dance community. If there are 20 people in the room who are not vaccinated, my chance of getting covid is 5%. The more who are vaccinated, the more the chance goes down. The restrictions are a temporary thing.

Donna: I dance with the international folk dancers in Houston, and we have the same problem that you are facing. We surveyed our membership and over 90% wanted a vaccinated only dance. A majority of people did not mind showing proof of vaccination, they have to show their card at the door. It was all based on a survey of what the membership wanted.

Deb: At any point, whether vaccinations are required or not, feel free to wear a mask if you prefer.

Volunteers-

Deb: A number of people who have volunteered in the past are no longer available. Some of them have moved away. Some are not vaccinated. We need volunteers for several of the roles that make the dance work. If you can volunteer every three to four weeks to open the hall, or stay late and close the hall, to check people in as they arrive, to serve on the sound

team, email me or put it in the chat. We are also looking for someone who is skilled in software to schedule the volunteers.

Calling language-

Deb: There was a process in place to do a survey through June 2020 on caller language. That got cut short by the pandemic. There is going to have to be some sort of a reset. The board suggests that we issue a call for volunteers who have a preference for caller terminology to form a committee to try to come up with a win-win solution that would be good for everyone. If you have a firm preference for the calling language, and you are ready to think outside the box, email me or put it in the chat.

Darlene: Thank you Deb, for your tireless, non angry way of how you have conducted yourself over the last two years as facilitator of this incredible group. You have put so much of your personal energy into this group. I don't think any of the 32 of us have any idea of what it has taken for Deb to continue at the pace that she has continued the past two years. I did not get on the board this past year because I was totally exhausted by all of this that has been going on. I want all of you to know that there is not a perfect solution. There is nothing we can do that would satisfy everyone here. Let's start small, let's do our job, and congratulate ourselves that we made it through, and we are the lucky ones, and we are going to get to dance. Please look at this as a positive, a win instead of a loss. Let's move forward.

Deb: Thank you. Words to warm the heart. We all have been trying very, very hard and working very, very hard. A thank you to Darlene and The Rosenthorns for doing Zoom dances on several occasions. And thank you to all of the members who joined in to help us figure things out. Mark August 9 on your calendars, and I hope we get to see you there.

Meeting adjourned at 8:50 PM.

Respectfully submitted by Larry Lankford, secretary.

Below are the adopted bylaws and the chat from the Zoom meeting:

Bylaws for the Cincinnati Contra Dancers, Inc.

Article 1.

Name

The name of the organization is “Cincinnati Contra Dancers, Inc.” otherwise referred to as “CCD” in this document.

Article 2.

Fiscal Year

The fiscal year of the Cincinnati Contra Dancers, Inc., is January 1 through December 31.

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.

Article 4.

Membership

Any Cincinnati contra dancer who wishes to be involved in the decision-making process of the organization can become a voting member of the CCD upon payment of yearly dues and providing the requested contact information at a regularly scheduled weekly dance. Dues are collected for the calendar year. Members abide by the policies and rules of the CCD and behave with proper decorum.

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.

Article 5.

Meetings of the Voting Membership

The annual meeting of the voting membership shall be held each year in the month of October. The purpose of the annual meeting shall be the election of the board and the transaction of any necessary business. The board shall give at least sixty (60) days' notice of

the annual meeting, stating the particulars including date, time, and location. A preliminary agenda will be provided to the voting membership at least thirty (30) days before the meeting. Any voting member may request to add items to the agenda within the time frame set by the board in the meeting announcement.

Special meetings of the voting membership will be called by the board in order to address needs as they arise. Any voting member may bring concerns to the board for consideration. Special meetings of the voting membership may also be called by a petition (paper or electronic) signed by five (5) voting members or ten percent (10%) of the voting members, whichever is greater. When a petition is submitted for a special meeting, it should state clearly the purpose for the meeting.

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.

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.

Article 6.

The Board

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.

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.

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.

Article 7.

Board Meetings

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) 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 an executive session. While non-board members may express advice or opinions, only board members may vote.

Article 8.

Election of the Board

Any voting member may be nominated to serve on the board. Voting members may nominate themselves or others. Nominations for the executive committee must include the desired office position. Nominees must accept the nomination to be eligible for election. Nominations may begin before the annual voting membership meeting, and will be accepted until the vote is called for the officers and board-members-at-large at the annual meeting of the voting membership.

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.

The voting members shall then decide the maximum number of board-members-at-large for the coming term. The minimum number of board-members-at-large shall be two (2), in accordance with Article 6.

The board-members-at-large shall then be elected by the voting members.

Each person voting may vote for as many board-members-at-large as were decided by the voting membership.

The newly elected board-members-at-large will assume their duties immediately upon the adjournment of the meeting in which they were elected.

Article 9.

Special Committees

The board and/or the voting membership may form special committees to carry out tasks or to report information to the board or the voting membership. They shall keep the facilitator advised of their work. Such committees shall be dissolved upon the completion of their assigned work. Committee members must be voting members.

Article 10.

Amendments to the Bylaws

Amendments to these 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. A two-thirds (2/3) supermajority vote of those voting at a meeting of the voting membership is required for adoption.

Article 11.

Dissolution

Upon dissolution of the CCD, any property remaining after providing for debts and obligations of the CCD shall be distributed to 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. 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.

Adopted by the voting membership on June 28-2021.

The chat from the Zoom meeting follows:

19:13:20 From Ryan Smith to Everyone:

if it's not at the board meeting, you have a larger pool of talent to pick from

19:14:36 From Ashley Greathouse (she/her) to Everyone:

but Kamala Harris ran against Joe Biden in the primaries, and they still collaborate ;-)

19:16:05 From Josh to Everyone:

We have enough excitement in the board meetings without bringing government politics! ;-)

19:16:58 From Eve Mountainsmith to Everyone:

Elections can be competitive regardless of who the electing body is, if two members elected to the board wanted to be Facilitator they could "run" against each other.

19:19:18 From Ryan Smith to Everyone:

A lot of our policies should be recorded in policy documents that are not the bylaws.

19:19:44 From Eve Mountainsmith to Everyone:

It's a legal requirement in Ohio that officers behave in good faith, so we don't especially have to require that in the bylaws.

19:19:56 From Ashley Greathouse (she/her) to Everyone:

Agreed with Ryan and Eve's comments

19:21:17 From Sally C to Everyone:

We don't want specific policies in the bylaws because we don't want to go through this process every time we make a minor policy change. The bylaws are just the framework for how policy decisions are made.

19:21:52 From steve edwards to Everyone:

Agree, need policy statements and not too much in bylaws

19:27:26 From Eve Mountainsmith to Everyone:

Notably neither the old nor the proposed bylaws contain audit (internal or otherwise).

19:28:12 From Eve Mountainsmith to Everyone:

So, it's something worth discussing, but drafting a policy at this meeting is probably unlikely.

19:42:21 From steve edwards to Everyone:

Where are Ryan's comments?

19:42:41 From Josh to Everyone:

It appears on the drive in google docs

19:43:53 From Ryan Smith to Everyone:

<https://drive.google.com/file/d/1wKymWI-dVyGXBxbuzp0BQra96VRaLRXe/view?usp=sharing>

19:44:09 From Ryan Smith to Everyone:

and much of Charlie's feedback (and the feedback of others)

19:46:54 From Ryan Smith to Everyone:

Amendments to these 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. A two-thirds (2/3) superma

19:47:36 From steve edwards to Everyone:

Im headed to another meeting Ill check Larry's minutes Thanks

19:48:30 From Ryan Smith to Everyone:

Overall, I think the 60 days is good. But while we're trying to decide what we want, 30 days is better.

19:48:32 From Eve Mountainsmith to Everyone:

60 days may generally be an improvement but in our present circumstance it may be useful to have a final draft in September rather than having the deadline in August.

19:49:43 From Ryan Smith to Everyone:

The drafting committee need not be board members.

19:51:52 From Ryan Smith to Everyone:

CDSS uses Robert's Rules as a fallback

19:52:48 From Chuck Reidmiller to Everyone:

Good point by Jim that this is a thankless task. I know firsthand how much time they have put into these bylaws and how many member comments they have tried to incorporate.

19:54:55 From Ryan Smith to Everyone:

What's the notice requirement for rescinding bylaws?

19:57:01 From Ashley Greathouse (she/her) to Everyone:

in fact, that happened on this committee <3

19:57:19 From Ashley Greathouse (she/her) to Everyone:

which was primarily, but not exclusively, board members

19:57:29 From Ryan Smith to Everyone:

The flaws of the current document are well known. The flaws of the new document, less so.

19:58:39 From Ryan Smith to Everyone:

The proposed bylaws show the work that has been done, but that work isn't finished.

19:59:28 From Ken to Everyone:

Thanks all — we have to go to another meeting.

19:59:57 From Eve Mountainsmith to Everyone:

I would like to vote to refer the bylaws to a committee

20:00:15 From Ryan Smith to Everyone:

I agree with Eve.

20:02:04 From Ken to Everyone:

I agree with Eve as well

20:03:49 From Terri to Everyone:

I think we're close to agreeing, but enough people feel that a committee review is warranted. I'd like to volunteer to serve on that committee.

20:05:53 From dancinsue to Everyone:

is it a hand vote?

20:06:06 From Eve Mountainsmith to Everyone:

It's a vote by secret ballot

20:06:15 From Rebecca Pace to Everyone:
it is not a hand vote

20:06:21 From Rebecca Pace to Everyone:
use the google link

20:06:25 From Carolyn's iPad to Everyone:
What.

20:06:44 From Frank Buschelmann to Everyone:
<https://forms.gle/cogwSKSzFWZr5iLs5>

20:06:45 From dancinsue to Everyone:
i hope i'm smart enough for this process

20:07:43 From Valerie Allendorf to Everyone:
Worked easily

20:10:28 From Donna Bing to Everyone:
I'm listening on my phone, but voted on my computer. So, ignore 225-916-0160.

20:11:17 From Eve Mountainsmith to Everyone:
what was the number, can you post in chat.

20:12:21 From Ashley Greathouse (she/her) to Everyone:
if that's a formal motion I'll second it. But it sounds like a recommendation

20:13:40 From Eve Mountainsmith to Everyone:
Congress Uses Jefferson's Manual

20:16:38 From Josh to Everyone:
Press the space bar to temporarily unmute

20:16:44 From Valerie Allendorf to Everyone:
Need to leave.

20:17:12 From Carolyn & Ed Fitch to Everyone:
we have to leave meeting, we vote yay on committee

20:21:50 From Ryan Smith to Everyone:
I heard Christie, Terri, Eve. Anyone else?

20:23:33 From Ryan Smith to Everyone:
Are we going on the honor system?

20:24:57 From Kurt Grannan to Everyone:
Charles volunteered

20:25:19 From Ryan Smith to Everyone:
Thank you Kurt.

20:33:03 From Christie Armstrong to Everyone:
I'll volunteer to open on a rotating basis.

20:33:38 From Christie Armstrong to Everyone:
I'll be out of town on August 9, unfortunately, though so don't put me in that slot.

20:33:44 From Josh to Everyone:
I am in-eligible to assist with sound based on the board's rules at this time.

20:39:28 From Josh to Everyone:
It should be each person's decision to take responsibility for their own health.

20:40:33 From BONNIE CARPENTER to Everyone:

Trish approached me to help w/ closing. Can still do so. Need refreshing on Sound Team technologies, since it has been so long

20:45:59 From Josh to Everyone:

thank you Carolyn

20:47:46 From Eve Mountainsmith to Everyone:

As an organization we can make requirements for attending. As an individual you can decide if you're willing to get a vaccine in order to attend.

20:47:53 From Terri to Everyone:

I support the boards position on this topic.

20:48:03 From Eve Mountainsmith to Everyone:

as do I.

20:50:18 From Darlene Underwood to Everyone:

I support the boards position on this topic.

20:51:00 From Terri to Everyone:

Thanks board members for all you do!

20:51:30 From Donna Bing to Everyone:

Ditto what Terri said. Both of these are very tough topics, and I appreciate the Board for all their hard work.

20:52:51 From Chuck Reidmiller to Everyone:

Yes, the board has worked very hard in a difficult time period. Many thanks to all of them for their dedication.

20:53:17 From Rebecca Pace to Everyone:

Thanks to Deb and all of the Board. Yes, it's a start!

20:53:38 From Kurt Grannan to Everyone: