

Albuquerque Square Dance Club, Inc.  
A Non-Profit Corporation  
Meeting of the Board of Directors  
Sept 28, 2020

Meeting conducted by computer application Zoom to abide by Social Distancing rules imposed by the Governor of NM for the Coronavirus pandemic. Board Members present on Zoom: Ben Allen, Gale Askren, Margaret Bolshazy, Jerry Gilbreath, Larada Horner-Miller, Lin Miller, Sheri Pastian, Bob Stevens. Absent: Alice LaCelle, who listened to the recording of the meeting provided by Larada Horner-Miller.

Zoom meeting set up by Larada Horner-Miller. Meeting was called to order by President Jerry Gilbreath at 4:00 p.m.

Jerry called for this meeting to discuss the “**audit**” meetings he and Sheri have had with Diane Saunderson and Carolyn McDowell.

**Ben objects to Diane and Carolyn calling themselves an “audit committee.”** He said that per the by-laws all committees are appointed by the ASDC Board President, and Jerry never appointed anyone to an audit committee. Also, neither Diane or Carolyn is a licensed auditor, so they should not be calling themselves auditors. Thirdly, they are not acting independently but rather with an expressed purpose of, quote, “sticking it to” the Board. They do not have the unbiased independence, training, or authorization for completing an audit report for the ASDC. We, the Board, do not need a report from them. They are free to *do* a report, but it is not an official report that the Board should request. Diane and Carolyn are ASDC members exercising their right to look at ASDC documents. We are not obligated to answer their questions or provide tailored reports, just to provide the documents we have. If they want something above and beyond that, it should be denied. We can't provide what we don't have, and we should not be obligated to create documents or re-work data to provide it in the format they desire.

Sheri said that Diane is asking for proof of deposits and explanations of how she arrived at deposit amounts. Ben said providing documents is all we are required to do for members who want to see them. We are not obligated to provide explanations.

**Jerry stated that he is in complete agreement with Ben, that he feels that Sheri has gone “over and above” what is required,** and if Diane and Carolyn can't finish their report that is their problem. Ben said that is fine as long as we provide *all the documents that we have*. Jerry said that we have provided all the documents except for the preliminary **IRS Audit** report. Jerry prefers to wait until we have the final report to provide that. Ben and Lin felt we *should* provide the preliminary report and that we have an obligation to do so. Larada and Sheri disagreed because they dislike the perceived negative attitude behind the request. Also, Sheri feels that it is not within the scope of documents they need. Lin said the By-laws are clear that *all* documents are available for review by *any* member. Gale said the right to see documents does not mean we should have to keep providing copies, but Sheri does not want to have another meeting to show them the IRS report, having already been through four very tiring, stressful meetings. Jerry said he will scan the IRS preliminary report and send it to Diane.

**Jerry said that we don't know yet if we will be able to have an annual meeting in January. Three Board members will be up for re-election: Jerry, Sheri, and Alice.** Jerry and Sheri are willing to run for re-election. Alice is not present, but Jerry has heard that she does not plan to run again. If we can't hold a meeting then we can't hold an election. A Zoom annual meeting would leave too many people out, and mailing ballots was also ruled out because we can't be confident we have correct mailing addresses for everyone, and the mail is not all that timely or reliable. Besides, in a close election it would cause too much controversy. There is nothing in the By-Laws that addresses this (pandemic) situation. **Ben suggested that we would have to wait and hold the annual meeting at the first opportunity when we could meet together at the Hall, and in the meantime the current Board would continue to serve.** Jerry thinks it likely that we will be able to meet – and dance – by February. Whoever is elected to the positions held by Jerry, Sheri, and Alice, at whatever time we are able to hold the annual meeting, will serve until the end of 2023. We will have to make a statement to the membership no later than December regarding whether or not we will be able to meet in January. That notice will state that **every member needs to bring their membership card** in case of any question re their membership. **Lin stated that we need to go back to mailing the notice of the annual meeting to all members.** This notice is required to be sent out at least 30 days prior to the annual meeting. Several years back, when Rick Weber was president, he asked for money saving ideas, and the Board voted to send the notice of the annual meeting through Lin's Publicity email list, which saved

the cost of envelopes, stamps, and time. This has created a problem because there are a number of members who are not on the Publicity email list. Ben said that Randy Pratt raised that point, and he was right. Everyone agreed the annual meeting notice will be sent by mail. Ben noted that a number of members have probably moved without notifying ASDC of their new address. Bob asked if we will be notifying members re whether they are current on their membership dues and therefore eligible to vote. This question was not answered, but people should not receive an annual meeting notice if they are not current members. It was agreed that people will not be allowed to pay dues for 2020 at the 2021 annual meeting. **No dues for 2020 will be accepted beyond December of 2020.** Only members who were current as of December 31, 2020, will be allowed to vote. Ben said we should add the phrase “in order to avoid any questions about clerical errors regarding membership,” you need to have your membership card with you at the meeting.

**Loaning ASDC equipment:** Lin has a request from an ASDC member to borrow a couple of tables from the Hall for a garage sale. Lin thinks we might have done this in the past, but he isn't sure. Jerry, Larada, Gale, and Ben spoke against this as a “slippery slope” that can lead to accusations of favoritism. The Board agreed by acclamation not to loan Hall equipment for uses outside the Hall.

**Ben thanked the Board members** for being open and honest with their opinions and said how much he appreciated serving with such a fine group of people.

Meeting adjourned at 4:45 p.m. No date was set for the next meeting.