

Albuquerque Square Dance Club, Inc.  
A Non-Profit Corporation  
Meeting of the Board of Directors  
June 28, 2021

Meeting conducted by computer application Zoom. Board Members present on Zoom: Ben Allen, Gale Askren, Margaret Bolshazy, Jerry Gilbreath, Alice LaCelle, Larada Horner-Miller, Lin Miller, Sheri Pastian, and Bob Stevens.

Zoom meeting set up by Larada Horner-Miller. Meeting was called to order by President Jerry Gilbreath at 7:00 pm.

**Minutes of the June 3<sup>rd</sup> and June 13<sup>th</sup> meeting unanimously approved.**

**Jerry called this meeting to discuss an email from Carolyn McDowell requesting that we schedule a special meeting to address the seven membership petitions we received dated January, 2020.**

- One of the petitions is in regard to **review of financial records** conducted by ASDC members Carolyn McDowell and Diane Saunderson. Carolyn and Diane wish to present a report at the special meeting. Should we require a summary of their report prior to the special meeting? After some discussion, we decided this would be unnecessary. Ben feels that we have a duty to listen objectively to the info provided and then decide afterward what action or response would be appropriate. Jerry said we would schedule the special meeting and start the meeting with the review of the financial records.
- We have **six other petitions**, and **some of these petitions will require a membership vote, so we will need a quorum**. Getting a quorum might be challenging under the circumstances. Jerry asked Sheri to prepare a membership count for 2020 so that we determine the number that constitutes a quorum. Also, **we can ask that everyone bring their 2020 membership card, but we will also have a list of 2020 members so that anyone who lost their card or threw it away can still be allowed to attend and vote**. Alice had called various ASDC members to see if they would attend a meeting, considering where we are with the Pandemic, and all thought we should have the meeting.
- **Ben thinks we need to consolidate the special meeting and the annual meeting** so that we don't "wear people out" with meetings. He suggests that we hold the annual general membership meeting immediately after the special meeting so that people won't have to be coming back again at a later date. There is nothing in the by-laws to say that we cannot hold these meetings back-to-back. We want to find out what the majority of our members want re the by-law changes, so we need as much of a representative group as possible, and the best way to get that is probably to combine the two meetings.
- Alice received a suggestion that we register people in advance for the meeting, just to see if we get good attendance. Members who had not registered could still come, but we would have some idea if we would get good attendance. The Board rejected the idea; we have never required registration for any meeting.
- Alice asked if we would require vaccines. **Lin said we cannot require vaccines if we are going by the state guidelines** for a mass meeting (not a dance), which means **vaccines or masks and social distancing**. Jerry said we would use the entire dance floor, the benches, and spread chairs out on the floor. Ben thinks we could not hope to get a quorum or hold the meeting at all if we don't allow unvaccinated people to attend. **Jerry said we will be clear that we require unvaccinated people to wear masks and socially distance**.
- Bob said we need to **email an invitation to everyone we can, and send the rest by post. We need to include a synopsis of the petitions and a list of openings on the Board**. Some people may know nothing about the petitions, and they need to be informed before they get here.
- Larada thinks that some members will be put off by such a lengthy and controversial agenda, and may skip the meetings. **We really need a good representation because we want a decision from the entire club**, not just people passionate about changing the by-laws. She thinks we may even have trouble getting a quorum. Jerry said all we can do is try. Ben said we have a **clear duty to hold the meeting** and inform members of the purpose of the meeting.
- Lin asked what percentage of votes it takes to pass a change to the constitution or the by-laws. Jerry said that all members of the Board need to re-read the constitution and by-laws before the Special Meeting. **Bob read directly from the By-laws that changes to the by-laws require a majority vote of the members present**.
- Bob said we need to let everyone know that they have to have been members in 2020 to attend and vote. Jerry said 2020 *or* 2021, but folks could not pay their 2021 dues at the door as this would delay an already long meeting.

**NOTE:** After the meeting Sheri mentioned that we do have some members who did not pay dues for 2020. Alice noticed that we did not have a clear decision on whether *only* 2020 members could attend and vote, or 2020 *and*

2021 members, which would matter to the members who forgot or decided not to pay in 2020. All Board members gave an email opinion about this after the meeting. Larada, Gale, Margaret, and Sheri felt that only 2020 members (no late payments for 2020 accepted), should be allowed to vote in either the Special Meeting or the General Meeting because we are holding a *delayed* 2020 membership meeting, and only 2020 members would have been eligible to vote at that meeting. Also, all of the the Petitions, including the ones for changes to the By-laws, are dated January, 2020, and the Special Meeting for these would have been held during 2020 under normal circumstances, so the Special Meeting is also a delayed 2020 meeting. Ben, Lin, and Alice feel that any vote to change the By-laws should include all possible members, both 2020 and current (2021) members to be as inclusive as possible. Since both meetings are being held in 2021, under special circumstances, all 2021 members should be included. Lin, in fact, felt that adding the 2020 members who had not paid 2021 dues was a concession since the meeting is being held in 2021. Bob said any vote on changing the By-laws affects **ALL** members, and the future of the club, and should include people as many people as possible - 2020 and 2021 members. Bob felt that the Annual Meeting, where officers are elected, is something that happens every year and is much less momentous than changes to the By-laws. It is a delayed annual meeting, that would normally have been held at the end of fiscal year 2020 (January, 2021), and he is okay with restricting the annual meeting to those who paid their dues in 2020. Jerry decided to call another Board meeting for July 14 to resolve the issue.

- We looked at **possible dates for the combined meetings**. Lin questioned whether the Wilde Bunch would attend due to their strict rules (re the Pandemic) for attending dances, and also whether some older members would be comfortable getting out into a crowd anytime soon. We want all Board members to be present, which limits our possible dates. We settled on **August 14 at 1:00 p.m.** Otherwise, we would have to wait until October or November to hold the meeting with all Board members present.
- Per Bob we need to do a **hand-count vote re the petitions** because if we were to do paper ballots for these we could not give a timely result and the meeting would be very, very long. We will allow **ten minutes for presentation and discussion of each petition, followed by a vote**. We cannot afford to allow lengthy discussions or the meeting will be so long that some people will leave. Individual members will be allowed only a few minutes to make their point. Per Lin, both sides of each issue need to be heard. Larada pointed out that Board members have the right to give their opinions also.
- **Jerry will respond to Carolyn McDowell and Diane Saunderson's email re the date for the Special Meeting.**
- As Secretary, **Alice will compose a notice of the Special and General Meetings, including the petition info.**
- **Lin will send the notice out by email to everyone on his list.** He asked if we would also be mailing the notice to everyone by post. Ben said this is not a realistic requirement in an age where most people receive information by email. Alice has a small, separate email list for sending ASDC information, and will send the meeting notice to this group. She also has a list of **people who do not receive emails from Lin or herself, and will post the notice to them.**

**Other Business: The first dances at the Hall will be starting July 2<sup>nd</sup>.** We are ready: The building has been cleaned, maid service resumed, supplies are good, and Bob will set the timer for the air conditioners. Garbage service will be resumed, and signs re vaccination requirements posted.

Meeting concluded at 8:30 p.m.