

Albuquerque Square Dance Club, Inc.  
A Non-Profit Corporation  
Meeting of the Board of Directors  
July 24, 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. Absent: None. Guest: Karen Zokovec.

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

**Jerry called this meeting to discuss 1) Petitions for the August 14 Special Meeting and 2) our response to the complaint against the Hot Chile Steppers.**

**Sheri reports a that Kris Jensen paid over \$1,600 to cover Advanced Workshop dances that were cancelled during the Pandemic.** Everyone on the Board was impressed by the generosity of such a large contribution. Sheri said that she had thanked Kris, but Jerry asked her to thank her again on behalf of the whole Board.

**Petitions:** Jerry introduced **Karen Zokovec**, who has been studying the unabridged Robert's Rules of Order so that she could help us handle the petitions and the Special Meeting. Karen has also been appointed **Sergeant At Arms** for the meetings, and she will explain what her duties will be in that capacity. **Karen is also a candidate for the Board election.**

- For convenience **we assigned numbers to the petitions** as follows: 1) Audit 2) Request for Special Meeting 3) Term limits 4) Exclude Caller/Cuer 5) Exclude Spouse/Partners serving together 6) Absentee Ballots and Emergency Voting 7) Run-off election.
- Per Karen, at the Special Meeting each proposed change to the By-laws must be **presented as a motion, seconded, discussed, and then a vote may be taken.**
- **There are five petitions for changes to the By-laws, but Only four of these will be addressed at the Special Meeting. \*\*\***
- Karen felt that all of the petitions for changing the By-laws have **wording issues**; they are not written in a form that could be put into the By-laws. She also said that they don't meet the requirements specified in our Constitution. **Several members of the Board spoke in favor of accepting the By-law petitions on the grounds that the intent is clear, they meet the requirements specified in our By-laws (rather than the Constitution) for such changes, and the Secretary would be responsible for writing the actual wording used in the By-laws.** Larada displayed Article VII, Section 3, of the By-laws to show that member initiated changes to By-laws are allowed.
- Karen objects to the language of all of the petitions in that they begin with, **"We, the members of the ASDC,"** instead of **"We, the undersigned** members of the ASDC." This is a technicality, and the Board did not consider it to invalidate the petitions.
- Karen raised the issue of **discrimination** with regard to changing the By-laws to bar callers, cuers, and spouses or legal partners from serving together on the Board. Ben, who is a lawyer, responded that **callers and spouses are not protected groups, so a By-law change to bar them from serving on the Board of a private club would not be considered discrimination.** It might be considered a bad idea, but not contrary to law. Bob and Larada brought up past service by callers and cuers and Boards that actively sought callers and cuers to run because they found them to be knowledgeable and motivated. Per Ben, the argument can be made that members should make their own judgements about conflicts of interest when they decide who they want to vote for, but we cannot use that as a reason to disallow the petitions. However, under the law, **"legal partner" is not a meaningful term, so that wording is unenforceable.**
- Ben said one major omission from the **Caller/Cuer petition is that it does not prohibit the spouses** of callers and cuers from serving.
- Larada pointed out that the **changes regarding eligibility to run for the Board would create an entire new section of the By-laws.** Our current By-laws allow any member to serve.
- Karen said that the petition for **absentee ballots** is problematic because voting at a meeting allows members to make decisions based on information provided **at** the meeting. Under Roberts Rules of Order, absentee ballots would not be allowed. Ben said that Roberts Rules of Order only applies when the By-laws don't address an issue. If the By-laws are amended to allow for Absentee Ballots, then Roberts Rules would not apply. The proposal to amend is allowed under the By-laws. One might argue that people can be nominated from the floor, and Absentee ballots cannot anticipate who might be nominated, or that Absentee ballots are subject to corruption and abuse, but those are only

arguments against **voting** for the amendment. Larada said that the By-laws prohibit voting by proxy, and asked the **difference between a proxy and an absentee ballot**. Ben explained that a proxy designates someone to vote in place of the member at the meeting, while an Absentee ballot is completed by the member himself before the election. Proxies are not addressed in the Absentee ballot petition. Larada pointed out that the same petition asks for **Emergency voting** to be allowed on an as-needed basis: This is a giant can of worms. Ben said that is so vague that it could open the door for almost anything. There would be no limit to what could be called an “emergency situation.”

- The petition re the **run-off election** was addressed in a previous Board meeting and will not be voted on by the members at the Special Meeting.
- **\*\*\*Karen said there is an 8<sup>th</sup> petition changing the duties of the Vice President**, but it was not mentioned in our Special Meeting notice, so it **cannot be voted on in the meeting**. (No 30-day notice was given, as required by the By-laws.) Several Board members never received that petition. Ben thinks this petition was the only one handled by Shirley Frank, and did not get bundled with the rest of the petitions.
- **Any changes to the By-laws would be effective immediately, as previously discussed, and could affect the Board election at the Annual Meeting to follow.**
- Jerry asked if anyone had questions for Karen before she signed off. Ben thanked her for her input and effort to assist the Board with the petitions. **Karen said that, as the assigned Sergeant at Arms, she is here to advise the President. If anyone is out of order in the meeting, as when they get off topic, she will intervene.** Larada asked if we can eject people from the meeting if they are disruptive. Karen said she can suggest to Jerry that he ask them to leave. Jerry is the authority in control of the meeting and attendees must respect his office. Profanity and personal affronts are not acceptable. **Jerry thanked Karen** for her help and her willingness to serve before she signed off.
- **Alice wants to send out an update to members, particularly re the resolution of the three petitions that don't involve changes to the By-laws. (IRS audit, Special Meeting, Run-off.)** Ben said if we have not previously voted against an audit, we should do so now. Everyone on the Board agreed that **we had decided against an audit** in 2020 due to the cost and the fact that we were involved in an IRS audit. The ladies who did the review of our financial files will present their report, but we will not have a discussion or any type of vote. The Board will take the review under advisement to study and respond at a later date.

**Jerry called for a discussion regarding our handling of the complaint against the Hot Chile Steppers re using a caller who reportedly had not been vaccinated**, which we perceived as a violation of our Hall opening guidelines. In our last meeting the Board voted to have Jerry send a letter to Randy Pratt advising that he cannot admit anyone known to be unvaccinated, and failure to comply would result in cancellation of his contract to use the Hall.

- **Randy's response** was that the individual we named did **not** call at the dance, and also that he had been advised by both Jerry and Ben (by telephone) that **he did not have to ask anyone about their vaccination status**. He reported that Jerry and Ben both gave him an **exception for his grandchildren**, who are under 12 and therefore ineligible to be vaccinated. He said he would not discriminate between adults and children. Randy complained that the Board is making **requirements for the Hot Chile Steppers that don't apply to other clubs**. The Board's Hall opening announcement left enforcement of COVID guidelines up to each club, and some clubs have no obvious enforcement. **Randy later sent an email with an attachment showing the dancers who signed in for the dance in question, and the individual concerned had not signed in.**
- **Jerry spoke to Rich Stewart**, who said that he had called at the Hot Chile Stepper Dance on July 11<sup>th</sup>, and he did not remember if the individual in question was in attendance.
- **Ben spoke with Randy by phone today and apologized for making a decision without due diligence.** Ben said he should have called to find out the other side of the story before taking any action. Randy objected to having to ask people if they are vaccinated. Ben said we are only saying that if you know, or the Board knows that someone has not been vaccinated, they cannot be allowed to call or enter the Hall. Randy wanted a written retraction of Jerry's email re the unvaccinated caller.
- Jerry feels we over-reacted to the complaint we received because we did not have any evidence other than hearsay that an unvaccinated caller attended the dance. **Alice said that the individual's attendance was reported on Facebook by their spouse, and at least one individual feels certain of that information.** Ben said that Facebook is the worst kind of hearsay.
- **Jerry said that we owe Randy a written apology.** Ben said that that the entire Board should be more than willing to apologize. Jerry asked Alice to assist him in writing an apology to Randy, to go out as soon as possible.
- **Randy has complained that some clubs do not require any statement from their dancers that they are vaccinated, and the Board should not be requiring him to do so either.** Larada and Alice feel that we tried letting clubs enforce the guidelines (or not), but this is not working. Jerry said the vaccination question will be added to the

sign-in sheet for the ASDC clubs where he calls. **We agreed to update our guidelines to require clubs to add vaccination status to their sign-in sheets.** Alice will update the guidelines and send out to the Board for approval.

- **Alice agreed to call the individual reported to be unvaccinated** and to have been at the Hot Chile Steppers Dance to get the facts re their vaccination status and dance attendance.

Meeting concluded at 8:23 p.m.