

**AACTMAD Board of Directors Meeting Minutes**  
**4531 Concourse**  
**July 22, 2009**

**7:34 called to order.**

Attending: Bronwen Gates, Mark Hillegonds, Abby Liskow, Greg Meisner, Robert Messer, Nawal Motawi, Pat Micks, Ruth Scodel, Brooke Ratliff, Carolyn Texley. Non-Board members: Gretchen Preston, David Pardy, Marty Wilson, Peter Baker, Arlene Kindel, Susie Lorand.

**Mark: Motion to approve previous minutes as amended by Greg and Pat. Greg 2<sup>nd</sup>. Approved unanimously.**

**Carolyn will send final copies of the minutes to Ray Bantle to be posted on the website.**

Agenda: add August rent to agenda.

### **Administrative**

Mark: Focus on the new facility has delayed work on important administrative issues such as bylaws, updating the long range plan, & a policies and procedures manual.

**Ruth will put together a few people in an informal committee to review the bylaws.** Mark would like to send out a notice to the membership to solicit comments/thoughts on the bylaws, and commented that the long range plan will alter significantly once the final decisions are made on the new facility. The board should delay work on updating the long range plan until after the new facility project decision. **Bronwen will ask the committees for input on the bylaws.** Policies and procedures: new board member information, website, etc. all need to be addressed. **Carolyn will begin the process, checking to see where there are gaps, inconsistencies, etc. and develop priorities & an outline for further work for the September Board of Directors meeting.**

### **Communications**

Website: Brooke has some ideas, will arrive later in the meeting (9:00). Ray has mentioned having someone else act as webmaster. We may want to transition to e-commerce (e.g. paying dues online) with the ability (and encouragement) for committees to update the events calendar. Ray has added the link to the Google calendar on the website, which allows listing events/meetings to augment the Dance Calendar.

Mark said that we should double-check with the committees about listing their meeting times; opening all meetings to the entire membership. Greg: committees have been fairly autonomous up until now; this is a departure from what we do currently to require this. Two kinds of committees: board level and semi -autonomous committees, which operate differently. **Robert will be in touch with the committee contacts to invite the committees to participate in posting meetings on the Google Calendar (he will provide the link, etc.)** David P.: all committees should be open at every level. Mark: make the offer available to them, and then have a conversation if they refuse to be open. Greg: suggested a board resolution rather than a policy. Marty: suggested listing a phone number to call before attending a meeting. Mark: with some committees & subjects (e.g. Agreements, Financials, Nominating etc), there should be a notice that there may be confidential information discussed.

Ruth: may make last minute changes more difficult for the entire membership to follow. Discussion determined that that would be acceptable – last minute changes in meeting location/time will happen from time to time. Ruth: let's just ask the committees to post notification of their meetings. Nawal: treat it as an experiment at this point. Because a meeting not on the calendar might give the impression that they never meet; won't that create problems if someone forgets to post the meeting, etc. Ruth: nominating committee's work would also be difficult to make more open as individuals are discussed. David P: has heard complaints about how the nominating committee been run over the past 2 years. Gretchen: put contact information of committee chairs on the website, then individuals can contact if they're interested in being involved. Mark will send Bob what contact info he has. **Carolyn will update and maintain lists through coordination with the board and send on to the webmaster. Mark has some updates to the Annual Meeting minutes - he will send them out to all. Mark will also send on the lists committee chairs tomorrow to the board. Carolyn will check with the chairs for a current list of members and post to the website by Aug 5.**

The event on Aug. 8 will be smaller than Brooke had planned: The Swing group was not going to be available at all. Pat: saw Ed Vincent and he had heard from Brooke that the Aug 8 event was cancelled. **Greg will talk to Dawn (Dawn's Early Light band) and Ed, and clear things up.** We need to communicate again with the membership about Aug 8 changes: there will be potluck food & some music & dancing, and board members will be there to answer questions and provide information (business plan, brochure). This is simply going back to what the board and communication committee had originally intended. **Greg will send out a notice for the potluck and August 8 new facility informational meeting.** Gretchen: due to the fact that the event has changed because the Swing group was not able to come, the board needs to find out when the Swing group will be available to be included. Mark: can we get to a Swing dance by the end of August? Discussion concluded that Sept. would probably be better for them. **Greg will check with Brooke to get together with them in early September.**

The final New Facility Brochures were distributed. The brochure has more information now, includes a floor plan, and summarizes the project more succinctly than the longer business plan. The board should be making plans to talk to possible donors at this point, but there are some challenges: the upcoming membership vote. and time is short for raising all of the funds necessary (the project will not proceed without all funds raised in advance). Greg: the board needs to make the decision that if the Agreements, facility plan and fundraising are acceptable and completed the board will go ahead with the project.

Greg and Gretchen left the room per the Conflict of Interest Policy:

**Mark: motion to pay the August rent: \$1350. Ruth 2<sup>nd</sup>. Approved unanimously.**

Mark: Gretchen will let us rent the space at the current rate until Oct 31, 2009 (offer in a letter to AACTMAD) at which time we will need to sign the rental agreements. AACTMAD's current lease arrangement is month-to-month; AACTMAD does not have a lease with Gretchen's House. Arrangement/bid from the builder will expire on Nov. 13, so there will have to be a decision on the project very soon.

Abby: do we have a viable agreement for the LLC? David P.: Some polishing needs to be done, but it is ready to go to the lawyer next week. The committee will then work on the rental agreement.

Ruth: we need a membership vote, and it would need to be in September at the latest. This means that we need to agree to have a membership vote on the new facility tonight to give the membership notice so that they can be well-informed. Since the request for a vote has been made, it should be honored.

Bronwen: none of this will go ahead without the fundraising. As a board, what are our points of decision – what are the interim fundraising goals? Mark/general discussion: the entire amount for construction needs to be raised before construction begins, so there are no interim fundraising goals.

Mark: if the membership doesn't have the information they need, the vote could come too soon – the membership would be basing their votes on incorrect information. The objective is accurate and complete information. Nawal: the board has voted twice to go ahead with this project, and several were re-elected in the process of the facility planning, which implies that the membership in general is supportive of the new facility project. The members expect their elected representatives to act responsibly in their behalf. We are more qualified than the membership to make these decisions – we have full information.

Bronwen: the board voted to continue working on the project, which is different than voting to go ahead with implementing the project. David P. this project has been worked on for over 12 years, over a year for this facility. Susie: can't say it has a 12 year history, much of the membership hasn't been around that long. Bronwen: several members expressed concerns at the Annual meeting that need to be responded to. Marty: a positive vote would help a great deal in raising funds for the project, but fundraising would need to happen very quickly.

Peter B. Members have raised questions all along, some more vocal than others.

Bronwen: because there wasn't a vote for the previous facility, doesn't mean that there shouldn't be a vote on this project. The facility has to be evaluated on its merits right now: Can we fund it, do we have agreements that work. David P.: an argument can be made both ways – we have done due diligence, so we have continuously evaluated the project on its merits.

Greg and Gretchen re-entered the meeting.

Pat: the board does have more of the facts, but we do need to have the membership fully engaged in the project. The board should meet the members' needs for information. We can simply ask members to help us to distribute information about the facility: turn this around to get past the defensiveness, and enlist the help and energy of the members.

Greg: has trouble understanding how a membership vote will help us. A lot of people have various concerns – he doesn't see unity in the objections. From the board's perspective, immersing ourselves in this work over many years, the new facility project hasn't changed over that 12 year period. The board, however, does need to get the members enfranchised and invested in the project.

Brooke Ratliff joined the meeting.

Mark: it is not the issue that the board can't make a decision without the membership vote. We've been rushing to give the membership the information they need. Mark's only fear about the vote is the amount of misinformation circulating in the membership. Voting against the new facility with inaccurate information would be a disservice to all.

Brooke: if the project is voted down, Greg and Gretchen can still start their own 501C3 and rent to AACTMAD. Greg & Gretchen: they want the commitment of AACTMAD to their own facility, and that assumes too much on the goodwill of Gretchen and Greg. Mark: In other dance communities, problems with their own facilities have arisen when the facilities are controlled by others outside the organization.

David P. distributed information on the Tapestry organization's success with owning/operating their facility which he found positive and encouraging.

Robert: we need to re-frame the approach to the members about the new facility. Assume that the vote is going to be overwhelmingly positive. Think of this vote as an affirmation from the AACTMAD community that they support what we're doing – a needed show of support. Peter: it is generous of Gretchen's House to provide this opportunity. It would be wonderful for AACTMAD to have control of their own facility. He thinks that the vote is a good idea – otherwise the dissent will continue. Bring it to the membership. He thinks that the membership will be positive.

Greg: if the vote is negative, should we assume that they just didn't have enough information?  
Mark: we have to honor whatever the vote is.

Discussion about whether the vote can be via email or needs to be in person. It was thought that a combination of mailed ballots and in-person drop off at the Aug. 26 Board of Directors meeting (when the votes will be tallied) would be the best way to structure the voting.

Gretchen: will Marty campaign for the new facility? Why is Marty against it?

Marty: Some of the business assumptions are inaccurate in her view; it's a lot of money; the pressure for ongoing fundraising are all concerns. Marty objects to the membership being asked to support the facility with continuing donations [beyond membership fee and event admissions]. Gretchen: the board needs to have answers for Marty's objections. Nawal: the first year it's not going to be rented every night, and we do have operating expenses included for the first year. Gretchen: Members' questions & concerns have not been answered fully. Nawal: we need to devote time to educating membership. If there is going to be a vote, the board needs to campaign to inform the members both to cast their votes, and to address the information gap and inaccurate rumors. There is a lot of support within the membership that we need to marshal.

With 10 board members, we could divide up the list of members and contact the entire membership (approx. 25 per board member).

Peter: don't deny that there is risk when talking to the members about the vote; paint an adequate, accurate picture of both the risks and benefits. Ruth: one of the reasons we want the building is that there is risk in not having our own facility. The vote should be structured so that the results will be meaningless unless a certain number of members vote. We need to be able to go to foundations to say we have small donations from 75% of our members - support for the new facility project needs to be broad. This is the biggest thing this organization has ever done, and we want the membership solidly in support. Once the members have voted, they will be invested in the outcome, and maybe then will do more – fundraising, etc.

Discussion: All agreed that the Board needs to decide on a quorum, deadlines for preparing for/conducting the membership vote at this meeting.

**Nawal: motion to conduct a membership vote on proceeding with the new Concourse Facility project with ballots due August 24. Amended: to be considered binding with 50% membership response. The vote will be counted Aug 26. Abby 2<sup>nd</sup>. Greg opposed, passed.**

Discussion: Greg proposes amending with the minimum percentage of membership votes. Ruth: say that the vote is binding at 50%. if the goal is to know – lower numbers will tell us something. Mark: that would tell us that the membership doesn't care, then the board should make the decision. Have copies of the ballot available at committee events, information sessions.

Bronwen: We should schedule the vote before the end of August when memberships expire.

David P. Can we schedule a meeting (special meetings need 21 day notice per the bylaws) within the time required to prevent questioning the board's process?

Robert: the last new facility information meeting is Aug. 15.

Bronwen: perhaps Aug 24 would be a good deadline for votes to be postmarked.

Ruth: We need a way to control the balloting: the actual ballot could be put on the website, to be printed and mailed. We could also designate a site in Ann Arbor where the ballots can be returned in person.

David: whether or not we have the ballot crafted, we should notify the membership that a vote is coming up ASAP.

Discussion and decision to delay working out the necessary details of the membership vote until after committee reports: Agreements, Fundraising, Financial.

### **Agreements:**

David P: He has polished some of the agreements and is going ahead with previous board approvals and comments.

### **Fundraising update:**

Greg: distributed the New Facility Campaign Pledge Form

Wagner Waters LLC has sent a check for \$10,000; we are starting to receive checks as previously pledged.

**In order to complete registering with the State of Michigan as a registered fundraiser, the 2008 990 form has to be received within the next 20 days or we need to start over again. Brooke will send in the necessary form.**

### **Finances**

Brooke: needs bank letter for access to AACTMAD's accounts. There are penalties for the late filing of the 990s. Ray Bantle had filed an extension in 2008; 990 Schedules 6 & 7 have been completed. Brooke will continue to communicate with Ray and the IRS in order to clarify AACTMAD's status. Brooke will make the address change with the IRS. Mark: based on his experience with the same issues with the 990 forms, the IRS will be cooperative and helpful.

**Mark & Brooke: will send Ray Bantle a letter requesting all records by August 3.**

The 2010 budget has not yet been completed, will use last year's numbers for the committee that has not yet responded: Tuesday night English.

### **Membership Vote/New Facility**

Facility Questions:

Bronwen: who is going to be booking the rentals? Who is in charge? Nawal: feels that it's premature to spend time discussing operational details. Brooke: we are already signing up volunteers. Gretchen: the Grange has been working well with few volunteers for 10 years.

Ruth: we ought to be approaching groups as potential renters and as possible donors. That would let us talk about meeting general community needs in the greater Ann Arbor area and with other resource providers and granting agencies (broadening the base of support for the new facility).

David P.: don't make the vote too restrictive. Ask the members for a vote to support the board to carry out this project, without restrictions.

Mark: the contact calls/emails to the membership need to be positive about the new facility.

Susie L: be honest about the pros and cons. She doesn't want to feel that someone is selling something.

Mark: one can present the facts confidently or hesitantly, so board members need to be prepared to be positive.

David P. Purpose of the calls is to get people to vote, and further, we want it to be an informed vote. Ask if we can answer any questions, and then follow up. We want an informed membership for this project.

Mark: Answers for some of the more difficult, important questions about the risks - e.g. AACTMAD is paying cash, there's a fallback buy-out position if for some reason it doesn't work out - can be prepared in advance.

Robert: vote will be helpful for fundraising.

Abby began a discussion about how results will be interpreted, and the board decided that the decision point will be a simple majority of the vote if 50% (at least) of the membership votes. At least 50% of the membership needs to cast ballots for a meaningful sense of membership support.

**Motion to adjourn. Abby 2<sup>nd</sup>. Passed unanimously.**