



EOSARDA Board Meeting

Sunday, 19 February 2023

1:30 pm

Via Zoom

Attendees:

Geoff Clarke

Gavin Currie

Barb Englehart

Gerry Johnson

Ron Gardner

Lamar Mason

Bob Pitruniak

Arlo Speer

Wendy VanderMeulen

Dave Western

1. Call to Order

1.1. Opening Remarks

Appendix A

-- Dave Western

1.2. Review of Agenda

-- Dave Western

2. Review of Past Meeting Record and online vote

-- Arlo Speer

MOTION: Speer/Mason that the record of the 15 January meeting be accepted as circulated and that the online vote calling for masks at Frosty Fling be confirmed. **CARRIED.**

3. Committee Reports

3.1. Executive Committee

3.1.1. Financial

Appendix B

-- Bob Pitruniak

3.1.2. Registrar

Appendix C

-- Barb Englehart

A very positive aspect of the registrar's report is the number of new dancers. There was discussion over what caused the increase in new dancers: -- was it related to SSD?, because of a revised advertising programme?, or the result of other factors? As well, there was discussion about the need to retain those new dancers we have attracted.

3.2. Dance Committee

Appendix D

-- Wendy VanderMeulen

3.3. Publicity

Appendix E

-- Lamar Mason

3.4. Club Liaison

Appendix F

-- Geoff Clarke

In response to questions directed to the Dance Committee, the Board was advised that:

- the *Swing into Spring* committee has decided to include the Sunday afternoon Mother's Day Dance as part of the regular *Swing into Spring* programme, and
- we should keep the Christmas Dance date on our calendar

3.5. Technology

Nil Report; business as usual

-- Arlo Speer

3.6. Ottawa Area Callers' Association

Appendix G

-- Geoff Clarke

There was some discussion over initiatives to find new callers; there was also discussion over ways to attract new cuers. While there seems to be interest on the part of some square dancers to become callers, the same doesn't seem to be true of round dancers. As well, with respect to round dance cuers, it seems problematic to attempt to attract new cuers with no one in EOSARDA able to provide the needed training.

MOTION: Johnson / Currie ... that the committee reports be accepted as presented.

4. **Business Arising from the Past Records and Reports**

4.1. Storage of Coffee Making Equipment and Supplies

-- Gavin Currie

- Lamar has started storing the equipment on a temporary basis.
- Storage facility rental could range up to \$100 per month.
- We seem to have more equipment than we need. Lamar will inventory our coffee supplies and equipment with a view to reducing the supplies and equipment we need to store.
- **By our next board meeting**, in order to better understand the size of storage space we need, all other EOSARDA members who are storing materials or equipment are asked to complete similar inventories.

5. **New Business**

5.1. Updated to EOSARDA Dance Manual

-- Wendy VanderMeulen

Editorial changes have been made and elements of related policy have been introduced. Arlo will post the revised document as Chapter 20 of our Procedures Manual.

5.2. Social Media and Website Options

-- Geoff Clarke

The Chair of Technology will convene a working group consisting of Chairs of Publicity and Club Liaison (and possibly others) to identify our needs with respect to our website.

5.3. Trillium Nomination – Goodman

Appendix H

-- Dave Western

MOTION: Currie/Gardner ... that the Board agrees the Goodman nomination for a Trillium Merit Award meets or exceeds the requirements for a Merit Award. **CARRIED.**

While no other Merit Award nominations have been received to date, the deadline for submission of nominations has not yet passed. Therefore, to ensure procedural fairness, a decision on whether to support the nomination and forward it to Federation was deferred until the deadline for nominations is passed.

5.4. Purchasing of equipment for EOSARDA: tents, tables

-- Lamar Mason

Lamar will explore the costs of purchasing and renting a tent, tables, and other display equipment and report back to a future Board meeting.

5.5. Constitution/By-Laws Review

Appendix I

-- Dave Western

- Discussion paper #4 - The Board

There was discussion over:

- the minimum number of directors we need, and
- whether we should impose on ourselves a requirement that officers be selected from elected directors.

Arlo is to check on requirements of the new Act regarding some of the points raised.

Arlo will prepare some “straw man” drafts of options for this section of our new by-laws, taking into account the points raised during the discussion and requirements from the new Act.

In order to conclude the meeting by 4:00, the following items were deferred to a future meeting.

5.6. Constitution/By-Laws Review

Appendix J

-- Dave Western

- Discussion paper #5 – Officers

5.7. Constitution/By-Laws Review

Appendix K

-- Dave Western

6. **Next Meeting** -- Sunday 19 March 2023 at 1:30 via Zoom

Appendix A: Opening Remarks

I want to begin by congratulating all involved in planning and running last week's Frosty Fling. As a member of Dance Committee, I fully supported the decision to hold the dance, but I had some concerns about its prospects for success. Those concerns were misplaced, as was clearly demonstrated by a room full of enthusiastic dancers having a good time. It's good to be back.

We have a number of issues to address today, including: a discussion about our internet presence; a question about purchasing and storing equipment; a Trillium Merit Award nomination and three questions arising from the review of the Constitution and By-Laws. So, let's get to it.

Appendix B: Financial Report

1. Current results

I include a summary of activity for the current fiscal year, 01 July 2021 to 17 Feb 2023. Please note these figures have not been reviewed by an outside reviewer.

Dancing has resumed for most clubs and the current report shows registration and registration overpayment refund activity to date.

This report also shows the complete results from a successful Frosty Fling dance. Note these numbers are different by \$11.87 from the numbers supplied in the Dance Committee report. There was an extra payment for a cancelled booking fee.

Again, print this report in landscape mode.

2. Financial compliance

No change.

Bob Pitruniak

Treasurer, EOSARDA

EOSARDA 2022-2023
Revenue and expenses to 17 Feb 2023, bank reconciled

	Jul - Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul
Bank at month end	\$ 14,378.49	\$ 13,938.65	\$ 17,497.83	\$ 13,397.88	\$ 13,401.89						
GIC	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00						
Petty cash											
Total Cash	\$ 24,378.49	\$ 23,938.65	\$ 27,497.83	\$ 23,397.88	\$ 23,401.89	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Prepaid Expenses											
Accounts Payable	\$ 410.18										
REVENUE											
EOSARDA Dues	\$ 172.00	\$ 430.00	\$ 4,234.00	-\$ 24.00	\$ 24.00	\$ 8.00					
Fall Dance revenue											
Frosty Fling revenue						\$ 592.00					
Square Time Subscr + Ads											
Interest		\$ 30.16									
Plowing Match	\$ 800.00		\$ 250.00								
Misc	\$ 1.00		-\$ 1.00								
Total revenue	\$ 973.00	\$ 460.16	\$ 4,483.00	-\$ 24.00	\$ 24.00	\$ 600.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
EXPENSES											
Bank Fees											
Cards											
OSRDF/CSRDF Dues				\$ 3,710.00							
OSRDF Mtg Travel Exp											
EOSARDA Travel Expenses	\$ 490.36										
Board Meetings											

Council of Dancers Mtgs										
Office Expenses			\$ 20.79							
Badges										
Fall dance expenses										
Frosty Fling expenses						\$ 452.35				
Publicity	\$ 538.98									
Plowing Match	\$ 961.86		\$ 303.03							
Domain Name Registration				\$ 19.99	\$ 19.99					
Website Hosting				\$ 19.41						
Repairs and new equipment										
New Dancer Recruitment	\$ 273.45	\$ 900.00	\$ 600.00	\$ 326.55						
Dance Leader Training										
CSDRDS Pins										
Visiting dangles										
New Dancer Celebrations										
Square Time										
Printing/Postage										
Recognition and awards										
Total expenses	\$ 2,264.65	\$ 900.00	\$ 923.82	\$ 4,075.95	\$ 19.99	\$ 452.35	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Profit/loss	-\$ 1,291.65	-\$ 439.84	\$ 3,559.18	-\$ 4,099.95	\$ 4.01	\$ 147.65	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

Notes:

1. Numbers in the Bank row are an accurate figure for the amount of money in the bank account at the end of the month
2. Accounts payable include any cheques that have not cleared the bank at the end of the month



Appendix C: Registrar's Report

Report as of **November, 2022**

	As of Feb.19,2023	As of Nov 18,2022	Difference November 2022 vs Feb,2023	Total Members Registered by Club- Final			LINE/ CLOGGING		New Dancers by Club (new to the activity)
					SQ	RD		SQ	
NEW SQUARE DANCERS	120	112	8	Acey Deucey	0				
new to activity 119				Bay Waves	11			7	
RETURNING SQUARE DANCERS	409	404	5	Capital City Lines			11		
				Capital Carousels		15			
NEW ROUND DANCERS	0	0	0	Crazy A's	0				
				Cornwall City Cloggers			19		
RETURNING ROUND DANCERS	21	21	0	Glengarry Tartans	21			1	
				Grenville Gremlins	47			12	
				Harbor Lites	31			2	
NEW LINE DANCERS	0	0	0	Kanata Squares	17			3	
new to the activity 0				Limestone Dancers	42	8			
RETURNING LINE DANCERS	28	28	0	Lockits	45				
				Meri Squares	79			33	
TOTAL TO DATE	578	565	13	Mississippi Squares	42			3	
				Napanee Pioneers	31			9	
				Ottawa Date Squares	45			25	
CUERS, CALLERS, LEADERS AND PARTNERS	16	16		Opeongo Squares	10			2	
				Quinte Twirlers	42			9	
TOTAL MEMBERSHIP TO DATE	594	581		Riverside Gypsy	0				
				Square Dance Ottawa	5			5	

TOTAL CLUBS TO DATE	23	23
TOTAL ASSOCIATIONS TO DATE	2	2

Sunshine Squares	11		
Swinging B's	31		6
Swinging Swallows	31		3
TOTAL	541	23	30
			120

Report as of **February 19, 2023**

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				Cornwall City Cloggers			19	
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TOTAL MEMBERSHIP TO DATE	594	581		Riverside Gypsy	0			
				Square Dance Ottawa	5			5
TOTAL CLUBS TO DATE	23	23		Sunshine Squares	11			

**TOTAL ASSOCIATIONS TO
DATE**

2

2

Swinging B's

31

6

Swinging Swallows

31

3

TOTAL

541

23

30

120

Note: Numbers are based on registration information received as of the issuance date of this report. Any new members that join after the issuance date of this report will be added.

NOTE: Wendy is working on the registration of 2 new Clubs. Square Dance Russell which will start in March as a once-a-month dance Club. The second Club name is pending. Possibly Russell Squares. At the moment it looks as though 14 dancers will register.



Appendix D: Dance Committee Report

Well, Frosty Fling was a great dance, wasn't it?! I know Geoff and I had a fun time.... Turnout was more than we expected, and seeing such an almost-full hall was a real treat after 3 years since the last Frosty Fling! Not only that ... we even made a profit! Complete stats are attached but here's the nitty gritty:

New Dancers signed in (and paid \$0) – 16
Angels signed in (and paid \$10) – 51
2 Callers and their partners – 4
Total attendance – 71
Total dancers – 69 (although both callers DID dance at least once!)

Total Revenue: \$592.00
Total Expenses: \$440.48
Profit: \$151.52

Club representation in order of number of dancers:

Meri Squares – 24
Grenville Gremlins – 13
Ottawa Date Squares – 9
Kanata Squares – 8
Lockits / Mississippi Squares – 5
Swinging Swallows – 2
Capital Carousels – 1

The EOSARDA Dance Manual (EOSARDA Procedures Manual, Chapter 20) has been updated with a Table of Contents and other editorial changes. The revised Manual was distributed separately. Approval of the changes will be requested at this Board meeting.

The Swing into Spring committee has secured the South Greenville District High School in Prescott (the usual location) for the weekend of 5 to 7 May 2023 (the usual weekend). Plans are in the final stages for a weekend of dancing from Friday evening until Sunday afternoon – to include the regular Mother's Day Dance.

Their committee has just learned that the round dance instructors and cuer we had planned for this year will not be able to join us. The committee is in the process of making alternate plans.

Respectively submitted,
Wendy VanderMeulen
Committee Chair

Appendix E: Publicity Report

PROGRESS ON WORK PLAN

In-person meeting: We are looking to hold an in-person meeting with interested club representatives in May

Demo group

- We plan to create a demo group consisting of 12 members interested in dancing at EOSARDA-organized events or events where square dance participation is requested
- If a club is hosting a recruitment or information event and does not have enough dancers for the event, they can approach Publicity Committee which will reach out to see if any demo group members are interested but their participation will be voluntary.
- We may try to use dance tapes as well as live callers depending on the event and caller availability.
- The team will focus on large public events that will raise awareness.
- As always, Publicity Committee would work with local clubs at any larger EOSARDA-organized event.

Promotional materials

- We have begun work on a PowerPoint presentation to be used at information booths and elsewhere.
- We have begun work on redesigning the EOSARDA brochure provided to new dancers at when they finish their introductory program.
- We will be encouraging all clubs to send us their promotional flyers/brochures electronically so they can be printed when needed at EOSARDA promotional events.

Demo, Springfield Farm, Williamstown, August 5, 2023

- Through Carole Lauzon, EOSARDA will be participating in a one-hour entertainment session at Springfield Farm's annual gala. We will provide the dancers and caller and Glengarry Tartans will handle information distribution for local clubs and wider EOSARDA clubs.

Submitted: Lamar Mason, Chair

Appendix F: Club Liaison Report

Committee Chair:

- Geoff Clarke *

Committee Members:

- Michelle Gravelle
- Sander Rosen
- Ron Gardner *
- Helen MacCallum
- Gerry Johnson *
- Gavin Currie *

(* are also Board members, all others are our committee volunteers!)

UPDATES since our last report of Jan 15, 2023

1. **New Dancer Celebrations** – (Michelle & Sandy) –
 - **Chapter 10 of the Procedures Manual has been revised** & will be posted on the website shortly!
 - For upcoming Celebrations/Graduations, all clubs have been contacted and feedback is coming in.
 2. **New Dancer Recruitment Subsidy Program** (Geoff & Gavin)
 - As reported last month, 7 clubs have been reimbursed a total of \$2100 by EOSARDA. Of those 7, 5 club also submitted applications to the OSRDF for additional funds. All those OSRDF applications have been approved & the clubs are now reporting receiving their cheques!
 - At the Board meeting on Jan 15, the Board agreed to extend the application deadline for new-dancer recruitment subsidies until Jun 30 for clubs that have not already received the full \$300 subsidy. On Jan 19, a Bulletin was issued informing clubs of this change. (So far, we have not received any new applications as a result of this change)
 3. **Dance Leader Training Subsidy Program** (Ron)
 - – Nothing further at this time.
 4. **EOSARDA Dance Dangle Program** (Michelle & Sandy) –
 - **Chapter 24 of the Procedures Manual has been revised** & will be posted on the website shortly, along with the new Dance Dangle Application Form!
 - Administrative work also being done including the ordering of new dangles etc.
 5. **Association Recognition of Major Anniversaries & Accomplishments** - (Helen) – nothing further at this time. Reminder again that - if your Club has an anniversary coming up; or has a dancer celebrating a dancing milestone, etc., please contact Helen! (<mailto:helenmaccallum@sympatico.ca>)
 6. **Scheduling Conflict Policy** (Geoff) – with the demise of the SVSRDA, the Procedures Manual Chapter 26 will have to be revised, removing all references to SVSRDA and their ‘grandfathered dance events’. The update of Chapter 26 will take place “in due course”!
- ** QUESTION to the Dance Committee** – should the dates for the two (former) SVSRDA Dances (i.e.: Mother’s Day – 1st Sunday in May; & Christmas Dance – 2nd Sunday in December) continue to be ‘grandfathered’?
7. **Square Time Publications** – (Gerry) – new issue late this month. Working to get feedback re printed version from the clubs.

Report Submitted by: Geoff Clarke, Chair

Appendix G: Ottawa Area Callers Association Report

We've met "in person" now for several meetings, our latest being February 5th, 2023 with future meetings for this year scheduled for March 5 & April 2nd. Each meeting has consisted of "some" business, but our main focus has been on conducting "workshops" for the benefit of all our members and ultimately our dancers!! December's workshop was "6 Couple Squares" as sometimes we're 'a bit short' on any given night, AND it's a fun concept to do anyway – something different for the dancers. February's workshop was "2 couple choreography" to show what 'can be done' with just 2 couples, from Basic through to Advanced, a great way for dancers to better understand the moves in the program that they are dancing! At our March meeting we'll be exploring the current 'taste & trends' in square dance music with all participants presenting 'their latest choice in music for dancing'!

HEADS UP as an FYI – these are the current "active" Callers in EOSARDA (Clubs they call for in parentheses)

- John Charman - (Harbour Lites; Meri Squares; Crazy A's)
- Geoff Clarke - (Grenville Gremlins; Lockits)
- Brian Crawford - (Mississippi Squares)
- Ron Gardner - (Swinging Swallows; Bay Waves)
- Dave Hutchinson - (Limestone Dancers; Quinte Twirlers; Napanee Pioneers)
- Don Moger - (Swinging B's)
- Roger Moreau - (Opeongo Squares)
- Bob Summers - (Sunshine Squares; Kanata Squares & a lot at Swinging B's)
- Wendy VanderMeulen - (Ottawa Date Squares; Meri Squares; Square Dance Ottawa)

As can be clearly seen above, ALL these callers are already quite busy each & every week, & for most, they are calling 2-3 times per week, not including 'special' dances!! So yes, indeed we need to somehow find NEW callers NOW, so we can get them "into training" as it takes several years of learning & working before anyone can become proficient at both calling & teaching!!

SO, WE NEED HELP..... to identify those "hidden talents" within OUR CLUBS, to find those dancers that might have the interest & skills to learn to call! To facilitate the "search", John & Wendy are going to hold an "Information Session" on **March 18th** for those "potential" callers out there, so be sure to encourage "anyone" with any interest at all to attend – you never know who will turn up and who will become the next 'new' Caller on the roster!! **THANKS J&W for doing this!!** (see [attached flyer](#)).

Submitted by: Geoff Clarke, Chair
OACA 2022-2023

Appendix H: Goodman Trillium Award Nomination

As you know, we have received a Trillium Merit Award nomination for Sharen and Helgi Goodman from Bob and Alice Nicolls of the Mississippi Squares.

To date this is the only Trillium Award nomination that we have received this year, but there are still two weeks remaining before this year's filing deadline.

Before making any decision as to the merits of this nomination, the Board has first to determine whether it wishes to consider this nomination at this time, or to delay making a decision until the March 19 Board meeting, by which time the filing deadline will have passed.

Should the Board decide to proceed with a decision on this nomination the Board it will be necessary to determine whether the nomination clearly demonstrates that the nominees

“have made a significant contribution to the square and/or round dance community in Ontario beyond the scope of the normal and regular activities of a dancer or dance leader.”

and that they have

- i) have served as an executive or committee member at the regional, provincial, and/or national level;***
- ii) been involved with square and/or round dancing for at least 5 years;***
- iii) made a significant contribution to dancing in Ontario;***
- iv) served in leadership capacities at the club level;***
- v) participated in dancer and/or leader recruitment events;***
- vi) supported dancer and/or leader development through mentoring, serving as an angel, and/or serving in leaders' clinics;***
- vii) participated in non-club events such as conventions and dance events outside of their own home area; and***
- viii) volunteered time and effort to contribute beyond the minimum level expected of most dancers or leaders.***

Appendix I: Discussion Paper #4 - The Board

As part of our review and revision of the current EOSARDA Constitution and By-Laws there are a number of policy issues that should be addressed in order to clarify the provisions of the documents and to either bring policy into alignment with current practices or practices into line with policy.

This paper deals with the rules surrounding the Board's composition and internal structure.

[illegible]

1. Problem Definition

The number of Directors elected to this year's Board of Directors is not consistent with the provision of the By-Laws and neither is the Board's internal structure. This situation has persisted for a number of years. Compliance with the present By-Laws at any time in the foreseeable future is highly unlikely.

2. Legislated Provisions

- \$ Section 24(1) of the Act requires members to elect at least three directors (the Board), with provision for the Board to appoint additional or replacement directors as needed
- \$ Section 24(7) of the Act allows the Board to appoint additional directors, but puts a cap on how many – no more than 1/3 of the number elected at the annual meeting. The more directors elected, the more additional directors the board can add later on.
- \$ The Act requires that the By-Laws contain a provision for the Board to establish committees.

3. REFERENCES

a) EOSARDA Constitution

6. **Board of Directors (Board):** The purpose of the Board of Directors is to represent the membership in interpreting and carrying out the aims and objectives of the Association. The Board shall be responsible for conducting the affairs of the Association. A Director may serve for more than one term as a Director, if so elected.

b) EOSARDA By-Laws

Board of Directors

Generally

- 6(a). The business, property and affairs of the Association shall be managed by a Board of twenty (20) or more Directors, hereinafter referred to as The Board, comprised as follows:
- 7a(i) Two (2) representatives of the Ottawa Area Callers Association, hereinafter referred to as Callers Association, shall be Ex-officio Directors; at the discretion of the Callers Association, these two representatives may be a Caller and the Caller's partner, or two Callers. Such Directors may be accorded voting status, at the discretion of the Board.
- 7a(ii) Two (2) representatives of the Round Dance Teachers' Association, hereinafter referred to as the RDTA, shall be Ex-officio Directors. At the discretion of the RDTA, these two representatives may be a Round Dance Leader and the Leader's partner, or two Round Dance Leaders. Such Directors may be accorded voting status, at the discretion of the Board.
- 7a(iii) Two (2)- the Immediate Past President of the Association and his/her partner shall be Directors;

- 7a(iv) Fourteen (14) elected Directors, who shall be nominated and elected in accordance with the By-Laws, rules and resolutions of the Association. Partners of nominated Directors shall be nominated and elected as individual Directors in order for them to serve on the Board of Directors as Directors.
- 7a(v) Should the position(s) of 7a(iii) be vacant or without partner, additional Directors may be elected by the Council of Dancers, or appointed by the Board of Directors, to increase the number of Directors to twenty (20).
- 7a(vi) The editor of Square Time and his/her partner shall be Ex-officio Directors, unless nominated and elected as voting Director(s) by the Council of Dancers at the time of election of other Directors. Such Directors may be accorded voting status, at the discretion of the Board.
- 7a(vii) Three Regional Directors, and their Partners, representing Clubs in the three outlying areas outside of Greater Ottawa:
 South West (Trenton, Belleville, Kingston and neighbourhoods)
 South East (Cornwall, Brockville and Seaway Valley neighbourhoods)
 North West (Arnprior, Pembroke, and Upper Ottawa Valley neighbourhoods)
- 7a(viii) Additional Directors may be appointed by the Board of Directors, at their discretion, and such additional Directors shall be full voting members of the Board.

c) EOSARDA's Procedures Manuel

8.1 Overview

- a) The Board conducts its day-to-day work through five Standing Committees. These are:
 - \$ The Executive
 - \$ Dance Committee
 - \$ Publicity
 - \$ Club Liaison
 - \$ Technology
- b) The President is an ex-officio member of all committees.
- c) Directors are expected to sit on at least one committee and may serve on more than one committee if so desired.
- d) At its first meeting following its election, a new Board is to select a Chair for the year for each committee and confirm each committee's membership.
- e) With the exception of the Executive, non-Board members may serve on any of the committees. However, the Chair of each committee must be a member of the Board.
- f) Committees are to meet regularly either in person or via electronic media and maintain records of their decisions.

4. Analysis

a) Number of Directors

For the past 15 years or more, the composition of the Board of Directors has not conformed to the requirements of the current By-Laws largely because of an insufficient number of people willing to serve on the Board. For example:

- \$ The Board of Directors for Fiscal Year 2021/22 originally consisted of 11 elected Directors, one of whom resigned in the course of the year and was not replaced. There were no ex-Officio Directors.

§ The Board of Directors for Fiscal Year 2022/23 consists of 10 elected Directors. There are no ex-Officio Directors.

There seems to be very little probability of ever again having a Board of 20 Directors.

Furthermore there would seem to be very little rationale for maintaining such a large Board.

b) Internal Board structure

For the past 15 years or more, the internal structure of the Board of Directors has not conformed to the requirements of the current By-Laws. For most of the past decade the Board has been structured around 5 Standing Committees (Executive, Dance, Publicity, Club Liaison and Technology), with the day-to-day work of the Board being conducted through these committees. This has significantly improved the Board's efficiency while reducing the length and frequency of Board meetings.

However, the current Board structure is reliant on having a sufficient number of Directors to staff all required positions. On occasion this has not been the case, and an alternative Board structure based on operational priorities has been adopted.

5. Options

a) Number of Directors

1. Retain the current provisions of the By-Laws in the hope that we will eventually be able to return to a Board of 20 Directors.
2. Make provision in the revised By-Laws for a minimum number of Directors e.g., "Not less than X"
3. Since a minimum number of Directors (3) is required under the new provincial legislation, delete any reference in the By-Laws to the number of Directors.

b) Internal Board structure

1. Retain the current provisions of the By-Laws in the hope that we will eventually be able to return to the specified Board structure
2. Amend the By-Laws to reflect the current Board structure as set out in the Procedures Manual.
3. Amend the By-Laws to give the Board greater flexibility in establishing its internal structure

6. Evaluation

a) Number of Directors

Option 1 maintain the status quo

§ Given the decline in both the number of Member Clubs and of registered dancers, it is highly unlikely that we will ever again see a Board of 20 Directors, nor is such a large Board necessary to conduct the Board's business.

Option 2 Current Board Structure

§ Replacing the previous provisions regarding the Board's internal structure with a prescription based on the current structure would be a step in the right direction

§ However, embedding that structure in the By-Laws would reduce a future Board's ability to restructure itself to deal with changing circumstances

§ Since there is no legislated requirement to embed the Board's structure in the By-Laws, a less prescriptive approach would provide greater flexibility and preclude the need to amend the By-Laws to deal with changing circumstances.

Option 3 Less prescriptive approach

§ Under the new provincial legislation, there is no requirement to embed the Board's internal structure in the By-Laws.

§ In the absence of any provision in the By-Laws detailing the Board's internal structure, the provisions of the Procedures Manual would apply. These can be easily amended by a future Board to deal with changing circumstances.

7. Recommendation

That By-Laws be amended along the following lines;

At the Association's Annual General Meeting, Voting Members or delegates representing Voting Members shall elect a Board of Directors.

Committees may be established by the Board as follows:

§ The Board may appoint from its number an Executive Committee and may delegate to that committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

§ Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Prepared by Dave Western

As part of our review and revision of the current EOSARDA Constitution and By-Laws there are a number of policy issues that should be addressed in order to clarify the provisions of the documents and to either bring policy into alignment with current practices or practices into line with policy.

[illegible]

Ontario's new not-for profit legislation permits increased flexibility in the number of Officers and the rules surrounding their appointment. Decisions are required as to:

- ### A. Legislated Provisions

B) EOSARDA Constitution

- C) EOSARDA By-Laws**
OFFICERS OF THE ASSOCIATION

14(a). There shall be elected a) the number of Officers and their roles and such other officers as the Board of Directors may by By-Law provide for from time to time.

- 18

of Dancers. All officers shall be eligible for re-election if otherwise qualified. (Amended by Council of Dancers April 27, 2003)

- 14(c). Each officer, at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office, shall be a Member of the Association. Each officer shall be elected to hold office until his/her term of office shall have been completed, normally thirty (30) June, or until his/her successor shall have been duly elected and qualified.
- 14(d). Where the President is not re-elected, he/she shall become the Immediate Past President and shall normally hold office until the successor President is not re-elected. Should he/she be unable to serve as Past President, the previous Past President may continue to serve that position until replaced.

Election of Officers

- 14(e). Directors shall elect officers from amongst themselves.
- 14(f). Notwithstanding 14(e) preceding, if the general membership so desires, in accordance with Section 319(3) of the Corporations Act, officers may be elected by the Members at a General Meeting according to the following rules and procedures:

3. Analysis

a) The number of Officers and their roles

- \$ Under the new legislation only one Officer is required. Beyond that, it is up to the Association to determine how many and what Officers' positions are required.
- \$ The current By-Laws and Constitution require the appointment of a President, Vice-President, Secretary, and Treasurer, however traditionally a fifth position of Registrar has been included as one of the Officers' positions.
- \$ While there is no compelling reason to change the current practice, the Board is free to do so should it so desire.

b) The Chair of the Board

- \$ The new Act requires that one of the Directors be named as Chair of the Board. It leaves it to the Association to decide who this should be.
- \$ Traditionally in EOSARDA the President has served as Chair of the Board.
- \$ While there is no compelling reason to change the current practice, the Board is free to do so should it so desire.

c) Officers' terms of office

- \$ Currently the term of office for a Director or Officer is one year.
- \$ Historically, Directors and Officers have tended to serve for a number of consecutive terms.
- \$ Longer terms of office provide for greater continuity and preclude the "bother" of holding annual elections,
- \$ Longer terms of office might dissuade some people from volunteering their service as they might be hesitant to make a multi-year commitment.
- \$ The current limit of a maximum of 5 years in any one office has not been enforced for many years and ignores the considerable benefits that can accrue from experience in office.
- \$ While there is no compelling reason to change the current practice, the Board is free to do so should it so desire.

d) how Officers should be elected

- \$ Per the existing By-Laws, Officers are chosen by the Board from among the elected Directors.
- \$ However, the current By-Laws also provide for the direct election of Officers by the general membership without providing any guidance as to which procedure should take precedence.
- \$ Having the Board select its Officers facilitates the recruitment of new Directors since they do not have to volunteer for a particular position. It also ensures that candidates are willing to serve on the Board in any capacity.
- \$ The election of Officers at an AGM can be time consuming and may encourage unsuitable candidates with a narrow interest in handpicking the contribution they wish to make to come forward.
- \$ While there is no compelling reason to change the current practice, the Board is free to do so should it so desire.

e) Whether one person may occupy more than one Office

- \$ The new Act allows one person to hold multiple offices at the same time, however our current By-Laws do not
- \$ At a time when it is proving difficult to get enough volunteers to staff Board and Officer position, the possibility of having one person hold multiple offices is very tempting
- \$ But this can lead to the concentration of power in the hands of only a few people, creating a ruling clique and dissuading others from joining the Board
- \$ It can also create an unhealthy situation whereby one person can exert undue influence on the granting of subsidies, allocation of contracts etc
- \$ The risks attendant to allowing someone to hold multiple Offices at the same time, would seem to outweigh the risks of such a policy.

f) Whether non-Board members should be Officers

- \$ The policy allowing non-Board members to serve as Officers raises serious questions of accountability including, but not limited to:
 - \$ attendance at Board meetings
 - \$ reporting to the Board
 - \$ approval of expenses
 - \$ program administration and the delegation of spending authority under various programs
- \$ It is not clear what benefits, if any, would accrue from the adoption of such a policy.

4. Evaluation

Current policies regarding Officers seems to be working quite well, with the exception of the provision allowing Council of Dancers to elect the Association's Officers under unspecified conditions. At the same time, there would appear to be little or no benefit to the adaption of the new policies permitted by the new legislation. Unless a clear benefit can be shown for any of the new initiatives, there would seem to be no need for change at this time.

Prepared by Dave Western

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[illegible]

Although not all that often, from time to time, EOSARDA does have need to execute various legal documents such as deeds, transfers, assignments, contracts, obligations and other instruments. As an organization we need to be clear about who has authority to execute such documents on behalf of our association.

A. Legislated Provisions

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

3. Analysis

A contract is a legally binding and enforceable agreement between or among parties for a particular purpose that creates an obligation to perform (or not to perform) a particular duty or act. Except in specific situations, oral or spoken contracts can be enforced, although disputes are certainly more readily resolved if the terms of the contract or agreement are clearly documented in writing.

EOSARDA routinely enters into contracts or agreements for:

1. Internet services,
2. Online meeting software,
3. Rental of dance venues,
4. Services of dance leaders for EOSARDA-sponsored dances,
5. Agreements with respect to co-sponsored dances,
6. Printing of documents, including Square Time and promotional material,
7. Rental of booth space at promotion events, and
8. Many, many other goods and services.

While history has demonstrated that informal approval for contracting authority has worked well for us, we should consider whether:

1. only directors, only officers, or a combination of both should be authorized to enter into contracts on behalf of EOSARDA;
2. we should allow a single person to sign some sorts of contracts or whether we should require more than one signatory in all or some cases;
3. we should give all or only some directors and/or officers signing authority;
4. signing authority should be the same for cheques and financial instruments as for other documents and contracts; and
5. specific Board approval should be required for every contract, for only some contracts, or not required in most cases?

4. Evaluation

Requiring specific Board approval for every contract or other document executed on EOSARDA's behalf will keep tight control on contracting but can also make it cumbersome to renew in a timely manner some contracts for which there is little doubt that renewal is needed. For example, contracts with Internet domain registries and Internet Service Providers typically need to be renewed annual. As long as EOSARDA maintains its website, renewal of these contracts is not optional so some would question why we would impose on ourselves a requirement for specific Board involvement in such routine renewals.

Allowing individual directors and officers to renew contracts in their areas of responsibility removes the need for specific Board approval for contracts that are part and parcel of the director's or officer's responsibility. For example, if the Board decided to return to a printed version of Square Time, would it really be necessary for the Board to pass specific motions for each future edition just to authorise the Editor to contract with a printer? Similarly, after passing a motion to sell the equipment would it really be necessary for the Board to pass an additional motion or motions allowing our equipment manager to enter into a sales contract with Person X and/or others?

Perhaps it makes sense to grant certain directors and/or officers authority to enter into certain contracts while also limiting the contracting authority in certain other situations, such as perhaps high dollar value amounts; however, the number of high-dollar-value contracts EOSARDA enters into is small.

5. Options and Recommendation

1. Provide a by-law allowing all directors and officers to enter into contracts on behalf of EOSARDA
 - a. No additional Board authority would be required when a contract is needed; however, it is theoretically possible that a director or officer may choose to act independently in a way contrary to what the Board might wish.
2. Require specific Board approval for each contact – either by leaving the by-laws silent about contracting authority, thereby reverting to the provisions of the *Act*, or by incorporating the provisions of the *Act* into our By-laws.
 - a. The Board retains tight control over authority to commit EOSARDA through contracts and agreements; however, requiring the Board to specifically address each instance adds to the Board’s workload and can cause delays waiting for Board approval.
3. Create a by-law giving all directors and officers authority to enter into contracts in their area of responsibility limited financially by the amount shown for the activity in the most recent approved budget and constrained by provisions of current Board practice and policy for the activity or event.
 - a. The Board retains its control through the budget and policy development processes while an officer managing a programme retains the authority and flexibility to operate the programme efficiently in accordance with established Board policy, procedures, and financial approvals.

The third option is recommended and would result in by-law wording along the lines of:

Deeds, transfers, assignments, contracts, obligations and other instruments requiring execution by the Association may be signed by any Officer or Director providing the contractual obligations are consistent with current policy and procedures established by the Board and providing the agreement does not incur financial obligations beyond what is approved for that activity in the Association’s current budget.

Notwithstanding this authority, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document is to be executed.

Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

NOTE: ... the *Act* requires that the **text in bold-face type** above be included in a corporation’s by-laws.

Prepared by Arlo Speer