



Council of Dancers Meeting

1:30 Sunday 19 November 2023

Via Zoom

1. Call to Order

- Dave Western

1.1. Confirmation of Quorum

- Dave Western

Bylaw 27 requires that “*A quorum for the transaction of business at any meeting of Members shall consist of twenty-five percent (25%) of the Member Clubs*”.

	Total	Attending	%age
Member Clubs	19	16	84%
Associations	<u>1</u>	<u>1</u>	100%
	20	17	85%
Total attendees:	27	Voting delegates:	25
		Non-voting delegates:	2

1.2. Opening Remarks

Appendix B

- Dave Western

1.3. The agenda was accepted.

2. Record of the 16 April 2023 Meeting

MOTION: Speer/Warriner that the record of the 16 April 2023 Council of Dancers meeting be accepted as circulated with the correction of the spelling of “Kearns”. **CARRIED**

3. Reports

3.1. Executive Committee

- 2022-2023 Financial statements Appendix C - Bob Pitruniak
- Registrar’s Report Appendix D - Dave Western

3.2. Dance Committee Appendix E - Wendy VanderMeulen

3.3. Swing into Spring Appendix F - Arlo Speer

3.4. Publicity Committee Appendix G - Lamar Mason

3.5. Club Liaison Appendix H - Gerry Johnson

3.6. Technology Appendix I - Arlo Speer

3.7. Ottawa Area Callers’ Association - John Charman

3.8. Ontario Square and Round Dance Federation - Dave Western

3.9. **MOTION:** VanderMeulen / V. Guthro that the reports be accepted as presented.

CARRIED

4. Old Business

4.1. None

5. New Business

5.1. Amendment of EOSARDA Bylaws Appendix J - Arlo Speer

MOTION: Speer / Lauzon that the current EOSARDA constitution be repealed and that the by-laws be amended and incorporated into the draft by-laws as circulated. **CARRIED**

5.2. Budget 2023 - 24

Appendix K

- Bob Pitruniak

MOTION: Pitruniak/ Warriner that the revised 2023 – 2024 budget be accepted as circulated.

CARRIED

5.3. City of Ottawa City facility rental rate increase

- David Shackleton

The City of Ottawa has decided (without consultation) that our dance activities are not “publicly available” and therefore we are no longer able to continue taking advantage of the preferred not-for-profit rates for facility rental. A meeting is planned to review the City’s decision.

6. Next Council of Dancers Meeting

21 April 2024 (the 3rd Sunday in April) ... at 1:30 pm

The meeting adjourned at 4:20

Appendix A: -- Meeting Attendance

Club	Surname	First name	Club	Surname	First name
Capital Carousels	Currie	Gavin	Mississippi Squares	Guthro	Vince
Capital Carousels	Speer	Arlo	Mississippi Squares	Waddell	Wendy
Glengarry Tartans	Lauzon	Carole	Ottawa Area Callers Assoc.	Charman	John
Grenville Gremlins	Blondeau	Janet	Ottawa Date Squares	Robichaud	Jean-Marc
Harbour Lites	Plume	Donna	Quinte Twirlers	Dunham	David
Harbour Lites	Johnson	Gerry	Quinte Twirlers	Dunham	Valerie
Kanata Squares	Currie	David	Square Dance Ottawa	VanderMeulen	Wendy
Kanata Squares	Currie	Marie	Sunshine Squares	Kearns	James
Limestone Dancers	Brown	Shirley	Sunshine Squares	Kearns	Diane
Lockits	Clarke	Geoff	Swinging B's	MacCallum	Helen
Lockits	Warriner	Lee	Swinging Swallows	Mastine	Jeannie
Meri Squares	Mason	Lamar	Swinging Swallows	Gardner	Ron
Meri Squares	Shackleton	David			

Non-Voting Members: David Western

Bob Pitruniak

Appendix B: -- Opening Remarks

Good afternoon and welcome to EOSARDA's November 2023 Council of Dancers. There are a several new faces at today's meeting along with many familiar ones. To those of you joining us for the first time, welcome to our Council of Dancers. To those of you for whom this is a repeat performance, welcome back. New or experienced, I hope that you will find this to be an interesting experience and I thank you for taking the time to join us this afternoon.

To help those who may not be familiar with Zoom, Arlo will briefly review the protocols for a the meeting.

(Arlo)

Thank you Lamar. Now for a few house keeping items.

Under EOSARDA's Constitution and By-laws:

- \$ Any dancer registered with EOSARDA may attend Council and speak at the meeting
- \$ Each Member Club or Association may have up to two Voting Delegates both of whom may vote on any issue before Council.
- \$ Only designated Voting Delegates have a vote
- \$ However, no Delegate may vote more than once on any issue (you don't get two votes if you are the only Delegate from your organization or if you represent more than one club)
- \$ Members of EOSARDA's Board of Directors cannot vote unless they are also designated as Voting Delegates for a Member Organization
- \$ The Board is bound by any decision or direction issued by this Council.

Lamar and I will be watching for yellow hands indicating that someone wishes to address the meeting. We will do our best to make sure that all who wish to speak have the opportunity to do so, please be patient. When invited to speak, it would be helpful if you would give your name and club affiliation. When not speaking, please mute your microphone to help reduce background noise. But don't forget to turn it back on to speak.

To enable this Council to make decisions a quorum of 25% of Member Organizations is required. We currently have 19 registered Members, so a quorum is 5 clubs. Given the number of clubs represented here today, I can safely say that we have a quorum.

Along with the usual reports from the Chairs of our Standing Committees, this afternoon our Treasurer will provide us with a year-end report for Fiscal Year 2021/22 and an up-date on this year's budget and expenditures to date.

We will also get our first look at the results of the Fall Recruiting Drive and the return to dancing this September.

The major item on today's agenda is a proposal by the Board to replace the current Constitution and By-laws with a new set of By-laws which will replace both of the original documents. A draft of the proposed new By-laws was circulated electronically late last week. The document is intended to bring the Association's policies, practices and procedures into line with Ontario's new Not-for-profit Corporations Act, 2010 while at the same time up-dating the current rules to bring them into line with current reality.

We are also going to provide an up-date on a problem that has arisen in regard to the renting of facilities from the City of Ottawa.

I hereby call this meeting of the Council of Dancers to order.

Dave Western, President
EOSARDA

Appendix C: -- Financial Reports

1. Current results

I include a summary of activity for the current fiscal year, 01 July 2023 to 10 Oct 2023.

Dancing has resumed for most clubs and the current report begins to show activity to date.

Again, print this report in landscape mode.

2. Previous year results

The records for the previous fiscal year ending 30 June 2023 have been reviewed by Mary Power of the Gremlins. I include Mary's reviewer report. I also include the year end report for the previous year.

3. Budget

I include a copy of the current budget. I changed the date to today's date. The only change I made was to include the actuals for the previous fiscal year in place of the predicted values.

4. Compliance

I was in touch with CRA this week. I verified that the Business Number obtained from the Province of Ontario is our true BN. CRA also helped me to get online access to our business account.

Bob Pitruniak
Treasurer, EOSARDA

October 12, 2023

To the Board of Directors and Members of EOSARDA

I have reviewed the records of revenues and expenditures of EOSARDA as of June 30, 2023 as prepared by Bob Pitruniak. This review was limited to amounts listed in the receipts, bank statements and deposit slips, and I found the records to be well documented. Nothing appeared to be false or inaccurate; therefore I believe they present the true financial position of the Association.


Mary Power

NOTE: Additional information has been omitted from the on-line version but is available upon request to secretary@eosarda.ca

Appendix D: -- Registrar's Report

EOSARDA 2023-2024											
	As of April 12, 2023	As of Nov.6,2023	Difference Nov. 2023 vs April 2023	Total Members Registered by Club	SQ	RD	LINE/CLOGGING	New Dancers by Club (new to the activity)			
								SQ	RD	LINE/CLOGGING	
NEW SQUARE DANCERS	130	90	-40	Capital Carousels		12					
new to activity 76 vs 123				Glengarry Tartans	23			3			
RETURNING SQUARE DANCERS	430	380	-50	Grenville Gremlins	35						
				Harbour Lites	20						
NEW ROUND DANCERS	0	0	0	Kanata Square	13			3			
				Limestone Dancers	25			3			
RETURNING ROUND DANCERS	21	12	-9	Lockits	39						
				Meri Squares	61			6			
				Mississippi Squares	70			16			
NEW LINE DANCERS/CLOGGERS	0	0	0	Napanee Pioneers	36			10			
new to the activity 0				Ottawa Date Squares	49			14			
RETURNING LINE DANCERS/CLOGGERS	28	0	0	Quinte Twirlers	47			17			
				Sunshine Square	12						
TOTAL TO DATE	609	482	-127	Swining B 's	28			1			
				Swinging Swallows	24			3			
CUERS, CALLERS, LEADERS AND PARTNERS	16	12	-4								
TOTAL MEMBERSHIP TO DATE	625	494	-131	TOTAL	482	12		76			
TOTAL CLUBS TO DATE	25	16	-9								
TOTAL ASSOCIATIONS TO DATE	2	2	0								
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.											
Issued: November 6, 2023											
Updated: November 7, 2023											

Appendix E: -- Dance Committee Report

Dance Committee members:

Wendy VanderMeulen, Chair
Arlo Speer

Dave Western
Gavin Currie

1. Christmas Dance

Details are as follows:

Date: Saturday, December 9
Time: 1:30 – 2:00 Plus Party
2:00 – 4:00 Basic, SSD, Mainstream
Location: South Grenville District High School, Prescott, ON
Callers: John Charman and Geoff Clarke
There will be refreshments and Share the Wealth

At this dance, we will also recognize the Harbour Lites for reaching the 50-year milestone in this dance season. Since the return to dancing, the club is too small to organize an open dance to celebrate this milestone, so the Dance Committee suggested that we add their celebration to this Christmas Dance. We hope that MANY EOSARDA dancers will come to Prescott on Saturday, December 9 to help the club celebrate. Special cakes will be provided as part of the refreshments.

2. Frosty Fling

Date: Saturday, February 3
Time: 1:30 – 4:00
Program: Basic, SSD, Mainstream
Location: St. Mark's Anglican Church, corner of Fisher and Normandy, Ottawa, ON
Callers: Brian Crawford and Bob Summers
There will be refreshments and Share the Wealth

As has been the custom for the last few Frosty Fling dances, dancers who are new to dancing since the last Frosty Fling (February 2023) have a FREE ticket to this dance. Please encourage your newest dancers to come out. The 2023 dance saw 8 squares attending. Let's aim to beat that!

Also, I understand there will be a limited number of Purple Hearts available for those who wish to "earn" them there....

3. Co-Sponsored Dances

We wish to remind all EOSARDA clubs about the "Co-Sponsored Dances" program. Any club in EOSARDA can apply to EOSARDA for assistance with hosting an Open Dance. At the end of the dance, if there is a financial profit, it will be divided between EOSARDA and the Club; if there is a financial loss, EOSARDA will absorb the loss. Contact the Dance Committee for more information or look up the information in the Dance Manual (<https://tinyurl.com/jfwj82t5>).

Appendix F: -- Swing into Spring Report

Swing into Spring is an Eastern Ontario dance weekend organized each year by an autonomous volunteer committee. The *Swing into Spring* weekend is planned each year for the weekend of the first Sunday in May. It begins Friday evening and continues through Saturday and Sunday, now incorporating the Sunday afternoon Mother's Day Dance formerly operated by the Seaway Valley Square and Round Dance Association.

Current members of the *Swing into Spring* committee:

Gloria Bateman (Swinging Swallows)	Shirley Brown (Limestone Dancers)
Carole Lauzon (Glengarry Tartans)	Joel Smith (Ottawa Date Squares)
Arlo Speer, Secretary (Capital Carousels)	

The committee welcomes additional volunteers. Anyone interested in participating in the planning and operation of *Swing into Spring* is invited to contact any of the existing committee members or to reach out to Secretary@swingintospring.ca.

Swing into Spring, like other Eastern Ontario dance activities, has experienced difficulties that have forced cancellation of the event over the past few years. The committee sees the 2024 weekend as a "make or break" event. The committee has reviewed data gathered from the past events and will be introducing a number of changes for 2024.

Location: Our traditional Prescott venue is not available to us for our traditional weekend for the coming year. As the committee sought an alternate location, it became clear that moving the event to Brockville allows us to retain the general Seaway Valley location while offering our dancers better options for restaurants and overnight accommodation. *Swing into Spring* 2024 will be held at the **Thousand Islands Secondary School**, Parkdale Avenue in **Brockville**, Ontario on the weekend of the first Sunday of May – **03 to 05 May 2024**.

Dance Programme: The plan for 2024 is to retain 3 dance leaders offering an expanded square dance programme to include more SSD and mainstream dancing and more dancing at the plus and advanced levels.

Accommodating SSD square dancers: With new SSD dancers in a number of Eastern Ontario clubs, the plan for 2024 is to offer a set of workshop and dance opportunities for the group of basic, SSD, and mainstream dancers – with the hope of increasing our attendance with more dancer at these levels.

Accommodating Plus and Advanced square dancers: In recent years, plus and advanced dancers have asked for more dance and workshop opportunities at these levels – in fact, a number of more advanced dancers have told us they no longer plan to attend the event because of the limited amount of dancing at this level. The plan for 2024 is to increase the offering of plus and advanced dance and workshop sessions – with the hope of increasing our attendance with more dancer at these levels.

Round Dancing: With the reducing number of round dancers and round dance clubs in eastern Ontario, it has become increasingly difficult to make a financial case for offering a full programme of round dance workshops and round dance sessions. The number of round dancers participating in round dance workshops has decreased since the early days of *Swing into Spring*. It is reasonable to assume that even fewer round dancers would attend in 2024 meaning that the cost of providing the traditional round dancing opportunities would approach \$200 per round dancer. The plan for 2024 is to remove round dance workshops from the programme and provide opportunities for easy rounds during the Mother's Day Dance and other "just dancing" portions of the weekend.

The *Swing into Spring* committee invites you to stand by for further details of our 2024 programme. www.swingintospring.ca and www.facebook.com/PrescottSIS will offer additional information when as it becomes available.

Appendix G: -- Publicity Committee Report

1. **Creation of new EOSARDA Promotional Brochure:** Your committee created an updated promotional brochure describing square, round and line dancing, answering common questions and providing links to EOSARDA's website and FB page. This brochure can be used by ANY EOSARDA club as part of their recruitment tools.
2. **Promotional events:** Only the Glengarry Tartans and Swinging Bs proposed promotional events. One event was not possible to organize on short notice. The other event, known as Field & Feast, was supported by EOSARDA at the request of the Glengarry Tartans. An hour of entertainment was provided for a charitable event held at Springfield Farm, Apple Hill, near Alexandria, on August 5, 2023. Eight dancers, a caller and two members from the Glengarry Tartans attended. This was an event to raise visibility within the surrounding community more than a recruitment effort. All attendees (about 120) were provided with the EOSARDA dancer recruitment brochure and information related to the area clubs.
3. **Email to Club presidents and publicity contacts:** On August 13, the Publicity Committee sent out an email to Club Presidents and publicity contacts providing information on useful resources for posters, videos, etc. as well as an electronic copy of the new recruitment brochure. The brochure could be downloaded and then printed for their use.
4. The Publicity Committee continues to try to **develop a PowerPoint or video tool** to assist with recruitment at information booths or other recruitment events. We have acquired customized copies of two videos offered by Tech Square for use at recruitment events. Clubs were also provided with the link to the Tech Square resources.
5. Your Publicity Committee has been **lacking human resources**. Dave Western has kindly agreed to join the committee recently to assist with a couple of promotional ideas we are looking into. Thank you, David!
6. **What do you want/need from us?** While the Publicity Committee can generate some ideas on its own, we do not know what Clubs need. We regularly ask for suggestions of events we can use as recruitment venues, we have offered to provide additional material and human resources to support clubs who may require people to help at an event, we produce materials and suggest other resources. But is any of this useful to you – the member clubs? **How can EOSARDA help you with recruitment or visibility?**

Appendix H: -- Club Liaison Report

Committee Chair:

- Gerry Johnson*

Committee Members:

- Michelle Gravelle
 - Gavin Currie * (* are also Board members, all others are our committee volunteers!)
-

UPDATES since our last report of Apr 2023

1. **New Dancer Celebrations** – (Michelle) - Work has not yet begun on tracking new dancer celebrations. It should be noted that Meri Squares and Ottawa Date Squares have each started new SSD programs where there will be confirmed celebrations in December. Ottawa Date Squares – Wed. December 6th and Meri Squares on Tuesday, December 19th. We are seeking a board member from EOSARDA for each of these celebrations.
2. **New Dancer Recruitment Subsidy Program** (Gerry –

So far, we have received seven applications: from Mississippi Squares, Meri Squares, Square Dance Ottawa, Swinging Swallows, Glengarry Tartans, Quinty Twirlers and Grenville Gremlins. The total so far is at \$1942.48. We have also approved & forwarded 4 applications for the OSRDF bursary.
3. **Dance Leader Training Subsidy Program** (Gavin) –no activity \$1,200 budgeted.
3. **EOSARDA Dance Dangle Program** (Michelle) – An article was included in the most recent Square Time. At the end of October, six applications have been received. Four applicants will receive the silver dangle where 5 dances were completed and two applicants will receive the gold dangle where 8 dances were completed. It is good to note; that all silver dangle recipients completed more than 5 dances but did not reach 8 dances. The two gold dangle recipients exceeded 8 dances. Dangles have been ordered through SGA Signs and Trophies. The successful applicants are Diane Marsh (Mississippi Squares), Joey Walker (Mississippi Squares), Gerry Lelievre (Meri Squares), Colleen McEwan (Meri Squares), Robert Milburn (Meri Squares) and Rosie Schurr (Meri Squares). Michelle will reach out to Club Presidents regarding potential to have the Presidents present the dangle at a club dance which provides an excellent way to further promote the program. We plan to have an article in the December Square Time issue.
5. **Association Recognition of Major Anniversaries & Accomplishments** - (Gerry) – nothing further. A budget of \$100 was not used. Reminder again that - if your Club has an anniversary coming up; or has a dancer celebrating a dancing milestone, etc., please contact Gerry (mailto:gjohnson_2003@hotmail.com).
5. **Scheduling Conflict Policy** (Gerry) – no issues so far.
6. **Square Time Publications** – (Gerry) – new issue October is on the web. Working on the December issue. We budgeted income of \$1,100, but there was no actual. We budgeted \$700. For printing and mailing, but there was no actual.
7. I want to arrange a session to talk about possibilities for Square Time sometime soon with technology.

Appendix I: -- Technology Report

Committee Members: -

- Arlo Speer – Chair; EOSARDA Bulletin Manager
- Bob Summers – EOSARDA Webmaster, Sound Equipment
- Geoff Clarke – Sound Equipment
- John Charman – Sound Equipment

Work Underway

1. *EOSARDA Bulletins*

- There are currently 143 subscribers to our system, of whom 77% review EOSARDA Bulletins “often”; 3% access bulletins “sometimes” and 18% “rarely” access the bulletins
- Please review the information about submitting material for an EOSARDA Bulletin that can be found in [Chapter 25 of the EOSARDA Procedures Manual](#) – especially, the information about compressing files and providing text from which to link .pdf files.
- If you forward EOSARDA bulletins to others in your club, remember to delete the “Unsubscribe” link from the bottom of the message to avoid having any of your club members inadvertently cause **you** to be unsubscribed.

2. *eoDance Website*

- We continue managing website hosting & domain registrations.
- Normal operation & maintenance continues on the site with improvements made as needed.

3. *Sound Systems (2)*

- EOSARDA has two (2) Hilton sound systems available on loan.
- Leaders and clubs wishing to borrow a sound system should contact Equipment@EOSARDA.ca

4. *Hearing Assistance Systems*

- Based on the lack of use, we no longer retain any hearing assist systems.
 - Our older Williams FM Hearing Assist systems have been electronically recycled
 - Our other units have been donated to local theatre groups
- The Technology Committee will research the alternate systems. A first step in that process will be determining the extent to which our clubs and dancers need hearing assist systems.
 - Contact Equipment@EOSARDA.ca if you have views on whether EOSARDA needs to maintain newer technology hearing assist equipment for use by clubs.

Appendix J: -- Draft New By-Laws

In 1979, the Eastern Ontario Square and Round Dance Association was incorporated as a “corporation without share capital” under Ontario’s *Corporation Act*. At that time, EOSARDA created a **constitution** and **by-laws** to guide the association’s operation. The constitution and by-laws have been revised periodically since then.

In 2010, a new act (the *Not-for-profit Corporations Act*) was passed to regulate not-for-profit organizations. EOSARDA, like all other Ontario not-for-profit corporations, has until mid-October 2024 to comply with the new legislation – requiring a review of (and any needed updates to) our by-laws.

A review of our current by-laws and constitution revealed a number of instances where our existing requirements vary from the requirements of the new legislation. Also, there are a number of elements of our existing constitution and by-laws with which EOSARDA has had difficulty complying. Updating the by-laws provides EOSARDA with two important advantages: (1) we will be in compliance with the new legislation nearly one year before the deadline, and (2) we can take advantage of new legislative provisions to bring our by-laws in line with our recent practices and enjoy the greater flexibility afforded by the new legislation. Consistent with the new legislation, the draft by-laws below combine our former constitution and by-laws into a single document. Some of the content that appears in the new by-laws reflects standard, recommended wording that applies to all Ontario not-for-profit corporations. Other sections relate specifically to EOSARDA’s operation. The following chart identifies the areas that are common to most not-for-profit corporations; it also points out significant changes from our current constitution and by-laws.

Our current constitution and by-laws can be found on our website:

[Constitution](#)
[By-laws](#)

To complete the by-law review process, the draft that follows will be presented for approval at the November 2023 Council of Dancers meeting. To facilitate efficient discussion during the meeting, clubs and club representatives are invited to review the proposed draft and create a list of any questions or comments you wish to present at the meeting.

Draft EOSARDA By-laws

Based on Ontario's *Not-for-Profit Corporations Act, 2010*

(NOTE: Text in *green font* is mandatory from Ontario's *Not-for-Profit Corporations Act, 2010*.)

Proposed Text	Notes
Section 1 — General 1.01 — Interpretation (a) All terms contained in this by-law that are defined in the Act have the meanings given to such terms in Ontario's <i>Not-for-Profit Corporations Act, 2010</i>. (b) Words importing the singular include the plural vice versa; words importing one gender include all genders. (c) "Council of Dancers" refers to the collective group of all EOSARDA members, including both voting and non-voting members. (d) "Council of Dancers meeting" refers to an EOSARDA members' meeting. 1.02 — Severability and Precedence The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the <i>Act</i>, the provisions contained in the articles or the <i>Act</i>, as the case may be, shall prevail. 1.03 — Execution of Contracts (a) 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 or by other board decisions. (b) Notwithstanding this authority, the board	Except for references to "Council of Dancers", standard, recommended wording applying to not-for-profit corporations in general.

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. (c) 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. 1.04 — Aims and Objectives The Association serves its member clubs and dancers by promoting and encouraging modern square dancing, round dancing, line dancing, contra dancing, clogging, western dancing, and/or related dance activities in Eastern Ontario and adjoining areas with: (a) Assisting in the organization, development, and promotion of clubs. (b) Encouraging and assisting the development of dance leaders. (c) Organizing and co-ordinating dance functions.	
Section 2 — Directors 2.01 — Election and Term (a) A minimum of three directors shall be elected by the members at each annual meeting. (b) The term of office of the directors shall be from the end of the meeting at which they are elected or appointed until 30 June following the next annual meeting. (c) Only those who are or have been a registered member of a member club may be elected as a director. (d) A director whose term has expired or is about to expire may be nominated for re-election as a director. 2.02 — Vacancies The office of a director shall be vacated immediately: (a) If the director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;	Generally, standard recommended wording applying to not-for-profit corporations. 2.01 (a) is a change from our current by-law 6a that requires 20 directors – something we have not been able to achieve for years! By calling for “a minimum of 3” we meet the legislative requirements for at least 3 directors and leave open the potential for more directors if we are able.

- (b) if the director dies or becomes bankrupt;
- (c) if the director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) if, at a meeting of the members, the members by ordinary resolution removes the director before the expiration of the director's term of office.

2.03 — Filling Vacancies

A director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the director's predecessor. A vacancy on the board shall be filled as follows:

- (a) If the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by an ordinary resolution.
- (b) If there is not a quorum of directors or there has been a failure to elect the number or minimum number of directors set out, the directors in office shall, without delay, call a special meeting of members to fill the vacancy and, if they fail to call such a meeting or if there are no directors in office, the meeting may be called by any member.
- (c) a quorum of directors may fill a vacancy among the directors.
- (d) The board may appoint additional directors beyond those elected at a members' meeting, provided that the number of additional directors appointed does not exceed one-third of the number of directors elected at the previous Members' meeting. The term of office for these additional directors shall expire at the close of the next annual meeting.

2.04 — Committees

Committees may be established by the board as follows:

- (a) The board may appoint from its number a managing director or a committee of directors and may delegate to the managing director or committee any of the powers of the directors excepting those powers set out in the Act that are not permitted to be delegated.

(b) 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. 2.05 — Remuneration of Directors The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that: (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties; and (b) Directors may be remunerated and/or reimbursed for expenses incurred in connection with services they provide to EOSARDA in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is: (i) consistent with board policy with respect to payment for similar services, (ii) consistent with the amount charged by the director to other clients, and (iii) in compliance with the conflict-of-interest provisions of the Act.	
Section 3 — Board Meetings 3.01 — Calling Meetings (a) Meetings of the directors may be called by the President or any two directors as required by this by-law. 3.02 — Regular Meetings The board may fix the place and time of regular board meetings. 3.03 — Notice (a) Notice of the time and place for the holding of meetings of the board shall be given to every director of the Corporation in the manner provided in Section 10 of this by-law not less	Generally, standard recommended wording applying to not-for-profit corporations.

than seven days before the date that the meeting is to be held, unless a quorum of directors waives the requirement for notice. (b) If a quorum of directors is present, the board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation. 3.04 — Chair (a) The President is to preside at board meetings. (b) In the absence of the President, the directors present shall choose one of their number to act as the Chair. 3.05 — Voting (a) Questions arising at any board meeting shall be decided by a majority of votes cast at the meeting unless otherwise required by the <i>Act</i> or the by-laws. (b) Each director has one vote. (c) In case of an equality of votes, the motion is lost. (d) The Chair shall not have a second or casting vote. 3.06 — Participation by Telephone or Other Communications Facilities (a) Any or all directors may participate in a meeting of the board or committee by telephone or other electronic means that permit all participants to communicate adequately with each other during the meeting. (b) A director participating by such means is deemed to be present at that meeting. 3.07 — Quorum (a) A quorum for the transaction of business at a board meeting is 50% of the Board members. (b) If a quorum is present at the opening of a board meeting, the directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.	3.05 (b) represents a change from our current practice whereby the Chair does not have a vote except to break a tie. The change brings us in line with most authorities on parliamentary procedures (where the chair is not expected to give up the right to vote by becoming chair) and where the chair is expected to remain impartial by voting only when her or his vote would impact the outcome. It also clarifies that a tie vote means a motion is lost since at least a majority of the votes cast is needed to pass a motion.
Section 4 — Financial 4.01 — Banking	Generally, retains provisions of current by-laws and constitution.

The board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. 4.02 — Financial Year The financial year of the Corporation ends on 30 June in each year or on such other date as the board may from time to time by resolution determine.	
Section 5 — Officers 5.01 — Officers (a) At its first meeting following the annual meeting where directors are elected, the board shall appoint from among the directors a President (who will serve as Chair). (b) The board may appoint from among the directors any other person or persons to be Treasurer, Secretary, and Registrar; (c) The board may appoint such other officers and agents as it deems necessary; those officers and agents will have such authority and are to perform duties prescribed by the board from time to time. (d) The same person may be appointed to more than one office. 5.02 — Office Held at Board’s Discretion Any officer shall cease to hold office upon resolution of the board. Unless so removed, an officer shall hold office until the earlier of the officer’s: (a) successor being appointed, (b) resignation, or (c) death. 5.03 — Duties (a) Officers shall be responsible for the duties assigned to them. (b) Officers may delegate to others the performance of any or all of such duties. 5.04 — Duties of the President The President: (a) serves as EOSARDA’s primary contact with the public,	Generally, standard recommended wording applying to not-for-profit corporations while retaining provisions of current by-laws and constitution.

- (b) is charged with the general management and supervision of the affairs and operations of the Association, and
- (c) if present, is to chair all board and members' meetings.

5.05 — Duties of the Secretary

The Secretary shall:

- (a) be the custodian of records and other documents belonging to the Association,
- (b) co-ordinate with the President regarding the preparation of agenda for board and members' meetings and maintain records of all meetings, and
- (c) distribute notices required to be given to member clubs and to directors.

5.06 — Duties of the Treasurer

The Treasurer shall:

- (a) keep full and accurate accounts of all receipts and disbursements of the Association,
- (b) deposit all moneys or other valuable effects in such bank or banks as may from time to time be designated by the board,
- (c) disburse funds of the Association under the direction of the board,
- (d) at regular board meetings and whenever required by the board, render an accounting of the financial position of the Association and of all transactions as Treasurer.

5.07 — Duties of the Registrar

The registrar shall:

- (a) keep a roll of the names and addresses of the member clubs, the name of each club contact, and a record of those dancers registered through member clubs;
- (b) provide regular membership reports to the board; and
- (c) ensure all reports are prepared and filed as required with the Ontario Square and Round Dance Federation and/or the Canadian Square and Round Dance Society.

Section 6 — Protection of Directors and Others 6.01 — Protection of Directors and Officers Provided that they have complied with the <i>Act</i>, the articles and by-laws, and have exercised their powers and discharged their duties in accordance with the <i>Act</i>, no director, officer, or committee member is to be liable for: (a) the acts, neglects or defaults of any other director, officer, committee member or employee of the corporation, (b) joining in any receipt or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by resolution of the board for or on behalf of the corporation, (c) the insufficiency or deficiency of any security in or upon which any of the money belonging to the corporation shall be placed out or invested, (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or (e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.	Generally, standard recommended wording applying to not-for-profit corporations.
Section 7 — Conflict of Interest 7.01 — Conflict of Interest A director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the <i>Act</i>. Except as provided by the <i>Act</i>, no such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.	
Section 8 — Members 8.01 — Members (a) Membership in the Association is open to individuals, corporations, and other entities whose activities are devoted to modern square dancing, round dancing, line dancing and/or	Establishes two groups

related activities and includes (but is not limited to) dance clubs, dancers, and dance leaders in Eastern Ontario and adjoining areas. (b) Membership in the Association shall consist of two classes of members: voting members and non-voting members. Membership in both classes is subject to renewal in accordance with the policies of the Association. (c) The following conditions of membership shall apply: (i) Voting members shall be clubs or other organizations registered with the Association. Voting members shall be entitled to receive notice of and be represented at Council of Dancers meetings by delegates authorised by the voting member to participate in discussion and vote on the member's behalf. (ii) Non-voting members shall be dancers, dance leaders, and other persons registered with the Association. Non-voting members shall be entitled to receive notice of and attend Council of Dancers meetings and participate in discussion at those meetings but are not entitled to vote. (d) Members may withdraw from membership by providing the Registrar with a written statement of intention to withdraw. 8.02 — Membership (a) A membership in the Corporation is not transferable and automatically terminates if the member resigns, if the membership is not renewed at the end of its term, or if the membership is otherwise terminated in accordance with the Act. (b) Membership is granted to all those who have registered and paid the applicable fees. (c) The board may, by resolution, approve the admission of members to the Association. (d) Membership of any class of member ends on 31 August of each year, unless renewed in accordance with the policies of the Association.	of members: voting and non-voting. Clubs are granted voting status. Voting members (clubs) are represented at Council of Dancers meeting by club members delegated by the club. Clarifies that individual dancers are considered non-voting members. Retains existing registration requirements for EOSARDA clubs and dancers.
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8.03 — Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days written notice to a member, the board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership.
- (c) The member receiving the notice shall be entitled to give the board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.
- (d) The board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

8.04 — Registration of Members

- (a) Member clubs are to register with EOSARDA and register any dancers in their clubs who are not already registered with another EOSARDA club.
- (b) All dancers who attend the following events are to be registered with EOSARDA:
 - (i) Regional or open dances sponsored by EOSARDA and/or an EOSARDA member club;
 - (ii) Special club dance events and dance workshops sponsored by any EOSARDA member club; and
 - (iii) Any EOSARDA member club's regular club dance.
- (c) Notwithstanding the foregoing, people attending open houses designed to recruit new dancers, dancers who drop into a club only one time, and dancers registered in another region are exempt from this provision.
- (d) It is the duty and responsibility of every EOSARDA member club to take all reasonable measures to ensure that dancers attending their events are registered with EOSARDA, either through the member club operating the event or through another member club.

8.05 — Annual Membership Dues The board of directors shall establish annual dues owed by each member and determine the manner in which those dues are to be paid.	
Section 9 — Members’ Meetings 9.01 — Annual Meeting (a) The annual meeting shall be held on a day and at a time and/or place (including any online component) fixed by the board. (b) Any member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the by-laws or articles. (c) The business transacted at the annual meeting shall include: (i) consideration of the financial statements, including the report of the person appointed to conduct a review engagement or audit; (ii) reappointment or new appointment of the person to conduct a review engagement for the coming year; (iii) election of directors; and (iv) such other or special business set out in the notice of meeting. 9.02 — Special Meetings (a) The board may call any Council of Dancers meeting it deems necessary. (b) The directors shall call a second Council of Dancers Meeting at a place and on a date approximately 6 months following the most recent Annual Meeting. (c) The board shall convene a special Council of Dancers Meeting on written request by not less than one-quarter of the voting members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act. Such meeting shall be	Generally, standard recommended wording applying to not-for-profit corporations.

convened within 21 days from the date of the deposit of the requisition. 9.03 — Notice (a) Subject to the <i>Act</i>, not less than 10 and not more than 50 days written notice of any annual or special members' meeting shall be given in the manner specified in the <i>Act</i> to each member, each director and to the auditor or person appointed to conduct a review engagement. (b) Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken and must state the text of any special resolution to be submitted to the meeting. (c) Members wishing to propose a matter to be addressed at a Council of Dancers meeting must provide to the Secretary notice of their intention at least 14 days prior to the meeting. 9.04 — Quorum (a) A quorum for the transaction of business at a Council of Dancers meeting is 25 percent of the member clubs entitled to vote at the meeting. (b) If a quorum is present at the opening of a Council of Dancers meeting, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. 9.05 — Chair of the Meeting (a) The President is to chair Council of Dancers meetings. (b) In the President's absence, the delegates present at any Council of Dancers meeting shall choose another director as Chair; if no director is present or if all directors present decline to act as Chair, the delegates present shall choose one of their number to chair the meeting. 9.06 — Voting (a) Business arising at any Council of Dancers meeting shall be decided by a majority of votes cast unless otherwise required by the <i>Act</i> or the by-laws provided that: (b) Clubs or other organizations registered with	Under the current structure, each club has the option of sending 2 voting delegates to Council meetings. 9.06 (c) retains the equality of votes per club but gives each voting member a single vote ... consistent with practice in most corporations. The existing by-laws provide "large" clubs with the opportunity to double their number of voting delegates. In recent years, no club has been large enough to take advantage of this provision so it has been removed from this draft.
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the Association and admitted as voting members vote through delegates who are registered with the Association.

(c) Each member club is entitled to one voting delegate at Council of Dancers meetings.

(d) No delegate may represent more than one member club.

(e) A director shall not vote at a Council of Dancers meeting unless that director is a delegate of a member club.

(f) Votes shall be taken by a show of hands unless a ballot is demanded by a voting member present at the meeting.

(g) The Chair of the meeting, if a delegate of a member club, shall have a vote.

(h) An abstention shall not be considered a vote cast.

(i) Before or after a show of hands has been taken on any question, the Chair of the meeting or any delegate may demand a ballot. A ballot shall be taken in such manner as the Chair directs.

(j) Whenever a vote by show of hands is taken on a question, unless a ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 — Adjournments

(a) The Chair may, with the majority consent of any Council of Dancers meeting, adjourn the meeting from time to time and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.

(b) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

9.08 — Persons Entitled to be Present

(a) Members, their delegates, directors, the person(s) appointed to conduct a review engagement, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting are entitled to attend Council of Dancers meetings. (b) Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the members present at the meeting. 9.09 — Participation by Telephonic or Electronic Means Individuals may participate in a Council of Dancers meeting by telephone or other electronic means that permit all participants to communicate adequately with each other during the meeting. A representative of a member club participating by such means is deemed to be present at that meeting.	
Section 10 — Notices 10.01 — Services Any notice required to be sent to any member club, director or other person shall be delivered personally, provided by telephone, email or other electronic means, or sent by prepaid mail, facsimile, to any such member club or director at their latest address as shown in the records of the Corporation, or, if no address has been given, then to the last address known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. 10.02 — Computation of Time Where a given number of days is provided for notice or notice extends over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. 10.03 — Error or Omission in Giving Notice The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by	Generally, standard recommended wording applying to not-for-profit corporations.

any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.	
Section 11 — Amendment of By-laws 11.01 — Amendment of By-laws (a) The board may propose amendments to these by-laws. The proposed by-laws must be submitted for confirmation, rejection or amendment at the next Council of Dancers meeting. (b) Any member club entitled to vote at an annual meeting of the members, subject to providing notice as required by Sub-section 9.03c, may submit a proposal to make, amend or repeal a by-law. (c) By-law changes must be passed by at least a majority of the votes cast. Enacted on the ____ day _____, 202__. _____ President Secretary	Generally, standard recommended wording applying to not-for-profit corporations, except that this amendment removes the ability given in the current by-laws for the Board to actually amend the by-laws, subject to subsequent approval at a Council of Dancers meeting.

Appendix K: -- 2023 – 2024 Budget

NOTE: Additional information has been omitted from the on-line version but is available upon request to secretary@eosarda.ca.

