

**New Mexico Square and Round Dance Association (NMSRDA) ANNUAL
STATE MEETING
Truth or Consequences, NM
Saturday, May 20, 2023**

The **NMSRDA** State Meeting was held on Saturday, May 20, 2023, in T or C. The meeting was called to order by President, Joey Solis, at 1:00 pm. Roll call was completed by Joey Solis.

ROLL CALL:

President:	Joey Solis
Vice Presidents:	Jerry and Nikki Downing
Secretaries:	Shirley Swetnam and Duane Smith
Treasurers:	Pat and Bill Mayberry
First V.P of Squares:	Ted Clements
First V.P of Rounds:	Bob and Salley Nolan
Central District Chair:	Lynn Tillery
SW District Chair:	Joe and Kathy Heidrick
SE District Chair:	Robert and Carol Doyal

SECRETARY'S REPORT (Shirley Swetnam):

Everyone was asked to read the minutes. Lynn Tillery made a motion to accept the minutes as presented. It was seconded by Nikki Downing. There was no discussion. All were in favor of accepting the minutes as written.

TREASURER'S REPORT (Bill Mayberry):

As of today, we have \$3,524.56 in the checking account. Bill passed out copies of the check register to everyone along with a copy of the latest bank statement. For the year, he wrote a total of nine (9) checks. The Southwest District decided that they would pay for all of their own expenses for this festival, so I wasn't involved in any of those costs. The last check I wrote was #1131 and the checkbook I have shows #1132. I will be passing all of this on to the new Southeast Treasurer (Felecia Harvey).

Joey asked if anyone had any questions. There were none. Lynn Tillery made a motion to accept the Treasurer's Report which was seconded by Bob Nolan. All were in favor of accepting the report.

OLD BUSINESS:

Introduction of the new state officers for 2023/2024 - Robert Doyal did the introduction:

President:	Tamara Mendoza
Vice President:	Susan Noyes
Secretary/Treasurer:	Felecia Harvey
President of Round Cuers Dance Association:	Bob Nolan
V.P. of Squares:	Robert Doyal
V.P. of Rounds:	Randal & Loraine Pratt

Withdrawal from the District:

Effective April 6, 2023, the Wilde Bunch Square Dance Club withdrew their membership from NMSRDA. The withdrawal was submitted by Adam Olivieri, Wilde Bunch President.

Effective April 6, 2023, Desert Dancers withdrew their membership from Central District, therefore, withdrawing from NMSRDSA: submitted by Randy Pratt.

NEW BUSINESS:

Is there any new business? No one had any new business.

DISCUSSION OF NEW CONSTITUTION AND BY-LAWS

Greg Tillary:

Would you like to give the status of the Constitution and By Laws since you are in charge of that committee. I emailed to all of the district chairman, and I told them at the next district meeting to get suggestions from the whole group as to what they would like the Constitution and the By Laws to read. That way, we had input from the whole state. Evidently there was some misunderstanding. These were just suggestions that were passed out, and we could change anything that we wanted to and turn it in to the district chairman, and it would be discussed at this meeting. So, I got a few. Joey sent one concerning the votes, and it says that members of the board of directors shall represent districts shall be entitled to one vote from each item of business conducted by the board. Only the NMSRDA officers, the first Vice President and President-elect shall have one vote on any item of business, with the President casting a vote in case of a tie. In the event there are only two districts remaining, there will be only four votes: the Vice President, that District's representative, the President-elect, and that District's representative. The President shall have no tie-breaker vote. This is to ensure the district does not vote and have control over the NMSRDA. At the annual meeting, both retiring and incoming chairman shall be entitled to cast a vote for each item. Any questions on that?

In the event there are only two districts left, the Board of Directors that represent the districts shall have one vote on business conducted by the board and there will be only two voting members. In the event there is a tie, there will be no tie breaker. Any questions on that?

Suspension of a district: In the event that there are no clubs remaining in the district, the current officers shall, after paying and making provisions for the payments of all liabilities of that district dispose of all of the assets of the district exclusively to the State Treasurer of the NMSRDA. No distribution of any kind to any other entity will be permitted. Any questions on that?

Loraine Pratt: I have a question! Why would a district that has worked so hard to get their money, not go back to the people that worked for it? Why would it go to the state? My understanding is, that because we are a 501-C, there are very specific rules about what you do to dispense of the money in the event there is a disillusion of the organization. So, it would have to be to a charitable organization or to the original where the EIN number is? Why couldn't the district select a different charity? Greg said, yes they could, but please put your suggestions down in writing.

Can we have a vote on the members of the board – the first one I read? No, we don't want to vote on these because they are merely suggestions, and the rest of our clubs have not seen these suggestions. These suggestions need to go back to the clubs so the clubs can see them. Which particular article are you talking about? Give me a item number, paragraph. Joey: I think the one he is talking about is: "In the event that there are only two districts left, the President will not be the tiebreaker. Where is this located? It would be under Article 4-B.

Here are some other suggestions that were sent in: This one is from Bob: In the early days of square dancing, state organizations were created to be the overseer of clubs by the state organization, and most all state obtaining one employee identification number (EIN) so that the smaller clubs do not need to get one. Therefore, the districts were under that EIN number. This is the reason for the statement about the dissolution of clubs. And his suggestion is that, in the event of a dissolution of a local club, any funds or property will be distributed in accordance to the said Club By-Laws. If By-Laws were created under the State or District EIN number, then the State Bi-Laws would take precedence.

If the club has their own EIN number or tax I.D. not created under the State's EIN number, then the club's best solution is governed by the owner.

Joey: Just to go back to the one you were talking about, would be in the Bi-Laws under Article 3 and a part of G.

Randy sent in a couple of suggestions. Under Section "X" of the Constitution: In the event of the dissolution of a district, NMSRDA, the funds for property will be distributed in accordance with said District Bi-Laws. In the event of the dissolution of a local club, any funds or property will be distributed in accordance to the Club Bi-Laws. In the event of the dissolution of a local caller or cuer-led club, any funds or property will remain the property of the caller or cuer.

Randy sent in another one that states: Any NMSRDA President does not have the authority to correct the actions of finances of any district or club within the NMSRDA. Those are the two I received from Randy and the ones I received from Bob and Joey. Evidently, nobody else did not want to comment.

Joey: What do we truly have? Are these suggestions we can vote on?

Comment: I would like to see all of these recommendations printed out under the sections that they pertain to. Give them something to look at so they can make a decision as to what specifically they want. Then we can vote on it in January.

Comment: Should we have this put on the NMSRDA website? There were various comments made concerning how to communicate. Should we use all electronic mail, snail mail or both? Joey: I think the By-Laws say something like 20 or 30 days notice. We need to look at the By-Laws and make changes as necessary. We will table the decisions until January 2024.

We do have constitutional changes. We tried to put in there.

- I. NAME:
 - A. The name of the association shall be the New Mexico Square and Round Dance Association, Incorporated, hereafter called NMSRDA **or the corporation** (the red lettering was added).
 - B. This organization shall be a **not-for-profit 501 (c) (7) incorporated entity. No member organization or individual delegate shall have any vested interest in any funds, property, or assets of the organization.** (the red lettering was added).

Joey: I think you got some legal guidance from an attorney on this stuff. Greg: We took this from the USDA Constitution and put it on ours, and that is where the red-typed in additions came from. So, it is not stuff that was made up or came up with, we took it off the USDA's and put it on ours.

What about Amendment X in the Constitution: DISSOLUTION: All of the "red-lettering" verbiage has been added on to the original Constitution under this section. The original Constitution is only a page and a half, and now it is five pages long. All of the additional rules fall under **Section X – DISSOLUTION. Our club members have not seen all of these additional rules which are 3-1/2 additional pages.**

Greg: Let's entertain a motion to put all of these changes on the website, and then, we will review this subject at mid-term. This way, the clubs will have a chance to review the revisions. There was a lot of bad information being passed out. These revisions were all in DRAFT form and were only proposals.

The proposal was made to have all three districts get together and decide if they want to accept the proposed amendments or strike some and accept others. This is a big task, and we have a lot of different opinions. We may vote to keep the original without any amendments.

Joey: One thing I would like to do, and I will put it in writing today, we have the voters here and if you feel comfortable with what I am suggesting, when we hit our notification deadline, then we can vote on it. But, if you would accept the vote now, we need to amend our notice in writing to include emails, text and electronic since we are in this new age of communication. Apparently, we are going to sit here waiting on the regular mail take forever. We will include faxing and put all these forms of communication in writing. We have voting members, but we can't vote on it because we must notify people within 15 days. So, I can check with the board within 15 days and see how they vote, but if you kind of agree with it now, I know what I am going to put in writing is going to pass. If not, let me know if I need to amend it or change it or do something so that we are not sitting here messing around. Because, right now, you cannot submit any changes because we all do it by email or text. If we are going to be legal we need to do this. If we end up in court, these documents dictate what we must do. Does anyone have an issue with just changing that if a request, proposal, or anything be submitted by all electronic devices. All these suggestions will be put on the website which everyone has access to. If no one has any problem with this, I will put it in so now, hopefully, I know it will pass. Robert, you will have to check with the voting members. I am done. In about three weeks you should notify the voting members and get the vote on the proposal. I will get it in writing to Greg and Greg will get it to you.

Greg: I make a motion that the Board be allowed to vote and receive information electronically by all means available up to and including U.S. Postal service.

There is a motion and a second to allow the Board to receive information on any voting which is written and any electronic media which would include future electronic. This will allow the Board to accept electronic communications instead of having to wait on the U.S. Mail. This will include notices from the Board to the members.

Robert Doyal: The main concern and the reason I did the amendment was to make sure that the Board can have a vote without having to physically get together and have a meeting, they can do it electronically. The motion was seconded by Lynn Tillery. All were in favor and no one opposed.

Ken Wilson: I make a motion that any state-of-the-art communication that is required to be in writing may be done by any electronic means available. The motion was seconded by Lin Tillery. All were in favor. No one was opposed.

Lynn Tillery: I make a motion that we defer Constitution and By-Laws changes until the January 2024 Mid-Term Meeting. We need all suggestions concerning changes to the Constitution and By-Laws to be in by September 1, 2023. All information will be put on the website, and we can vote at our Mid-Term Meeting in January 2024. Please make sure that this information gets added to all of the newsletters that are coming out. The motion was seconded by Robert Doyal. All were in favor.

To reiterate: The motion states that by September 1, 2023, will be the deadline for any recommendations or changes to the Constitution and/or By-Laws. The districts will have their meetings prior to that (that's not in the motion) but just so you all understand. Everything will be put on the website, and notify the district representatives.

DISTRICT REPORTS:

Central District: Lyn Tillery: Under 100
Southeast District: Robert Doyal: 26 Members
Southwest District: Joe Heidrick: No new members – we are just hanging in there. State-
wide: 119 Members

Hopefully, with the increase in the dues, the state coffer can start to pick up a little. They way it was structured, they couldn't even pay for the minimum bills that they had, and they are minimal.

Bill Mayberry:

Over the past year, I hope that everybody realizes that, at no point in time, did I ever say that the district money was the State money. What I have said is: I have to account for the money that you have. I am passing on the treasury to Falicia. Please keep in mind that there are certain things that she has to do. If you are paying callers, she needs to know how much each district paid to a particular caller so she can do her tax work at the end of the year. She shouldn't have to jump through hoops to chase everybody down to get that information. She has to 1099 callers that have been paid over \$600.00. Please keep her in the loop. The only people that I had to 1099 was Buddy Weaver and the Cuers. None of the local callers made over \$600.00.

Joey Solis:

On that note, because of the IRS, under that tax ID number, we need to know what your gross income is because I will file the taxes for you. If we have less than \$50,000 gross income with every entity that is under that tax ID number, all I have to do is go online (it is all set up) hit our account, hit the box that says, "Less than \$50,000", electronically sign it, and I am done. That's all it takes. But we have to know that we did not exceed \$50,000. But, if we happen to get audited, the Treasurer needs that information so we can back it up. We are not trying to get into your personal information, all we are trying to do is keep the entity from getting in trouble.

Robert Doyal: I want to say thank you to our existing President for a great job.

The motion was made to adjourn, seconded by Robert Doyal, and all were in favor.

Respectfully submitted,

Shirley Swetnam, NMSRDA State Secretary