

Executive Committee Meeting
April 12, 2014
Philadelphia Airport Hilton

USA Dance bylaws, Article V – Executive Committee, Section B. Meetings, states that “... a(n) (EC) meeting is called by the President or any three (3) Voting Delegates on the EC.” The Voting members calling the meeting were Ms. Inna Brayer, Ms. Jean Krupa and Mr. Ken Richards.

Greg Warner, Secretary was provided Document A, prior to the initiation of the request for the meeting. In a conversation between Greg and Ken, it was decided to have an EC meeting rather than bring all the issues presented in Document A to the full GC at this time.

Members Present: Yang Chen, Shawn Fischer, Michael Brocks, Jean Krupa, Ken Richards, Inna Brayer, Roger Greenawalt, Jerry Bonmer and Greg Warner

Director Positions

Upon convening the EC and providing sufficient time for all members to review Document A, and before any motions were made, Ms. Krupa and Mr. Richards provided their interpretation of the bylaw relating to the President’s powers to appoint Directors.

USA Dance bylaw, Article IV – Governing Council, Section E. 3, states, “ Upon assuming office the President shall appoint, for a three year term subject to majority ratification of the voting members of the GC, the positions...) and it goes on to list the specific Director positions.

The position put forth by Ken, Jean and Inna is based on the following:

- Per their interpretation of Article IV, E.3, exercising this bylaw provision is limited to “Upon assuming the office.” They suggest this requires Director appointments be brought forth as soon after taking office as possible or this provision cannot be exercised.
- At the January 26, 2014, Executive Committee meeting, Mr. Chen stated that Directors were being asked to stay in their roles for continuity with the new officers recently taking office.

Mr. Chen responded:

- Asking incumbent directors to stay on did not suggest a re-appointment of their current positions since they had not been ratified by the current Governing Council.
- One purpose of scheduling an in-person GC meeting as soon as possible was to address the ratification of directors.

Following a lengthy discussion, Mr. Chen rescinded his actions as documented in the March 30, 2014 Executive Committee meeting minutes and allowed the Directors affected by this action to continue in their respective roles until they were considered for ratification by the Governing Council during the meeting scheduled for April 12 and 13, 2014..

Ken, Jean and Inna agreed to defer all other issues raised in Document A to the Governing Council agenda.

Respectfully Submitted
Gregory Warner
Secretary

Document A

Motions Submitted to the Agenda of the GC Meeting of April 12, 2014

QUESTIONS AND MATTERS OF OLD AND NEW BUSINESS, AND MOTIONS FOR GC APPROVAL

1. Question: Who is currently doing the accounting work of USA Dance and what are they being paid?
2. Question: Have the invoices for WDSF Licensed Adjudicators gone out?
3. Question: What actions have been taken to officially remove the unauthorized fraud filing against Esther Freeman?
4. Question: What was the outcome of the GC directed resolution to the matter of Shawn Fisher's outstanding claim for commission on advertising?
5. Action Item: Moved to censure Shawn Fisher as a voting member of the GC since he is officially under investigation for the following actions: a. Violation of conflict of interest policy; b. Violation of DanceSport Rules for Organizers; c. Abuse of intellectual property policies.
6. Action Item: Moved to retain and immediately reinstate four Directors who were improperly removed from office by the National President on April 1, 2014 contrary to the bylaws and EC decisions reached in its meeting of January 26, 2014. EC minutes reflect the following discussion re: *Governing Council Positions*
 - *Currently there are three open positions for the GC. The Director for Membership, Jerry Bonmer has expressed his desire to step down mid-year.*
 - *Yang is asking current Directors to continue in their roles to provide continuity with the change in officers.*
 - *Greg reviewed the process for recruiting candidates for open positions.*
 - *It was decided to recruit to the Director for Membership and the Director for Chapter Liaison and hold on the other 2 open positions (Collegiate Network and Development) until after the strategic planning process.*
 - *Greg will initiate the posting of these two positions.*

Based on the above, the Directors (Bonmer, Prince, Wally and Iosiphidis) cannot be removed from their positions without following Article IV, F of the bylaws which state a 75% affirmative vote of the GC is required to remove a voting delegate of the GC, and that such removal must be for cause.

As further support of our position that Directors were improperly removed on April 1st, we call attention to the following section of the bylaws which state in Article IV, E, 3, that: upon assuming office the President shall appoint, for a 3 year term subject to majority ratification of the voting members of the GC, the positions of ..."

There is no component of the bylaws that grants the President sole authority and power to remove Directors later into his term of office, especially after having indicated during the first month of his term that current Directors will continue in their roles to provide continuity." Under these conditions Directors remain in their positions for the remainder of the presidential term of office. Assumedly this would be to protect the objectivity of the Directors to be able to have opinions that may differ from those of the President without fear of removal from the GC.

In the EC minutes of January 26th, it was decided that only two positions would be recruited. However, current actions in April have been in violation of the decision memorialized in the minutes as all positions have now been advertised. The EC also decided to hold-off on recruiting a Director for Collegiate Network and Director of Development until after the strategic planning process; yet this EC directive too has been violated as these Director positions were also placed in recruitment on April 2nd.

Finally we deem the action of vacating the Director positions without transition to new persons to be poor management as: a) all continuity is lost, b) the organization is left without these volunteers doing these jobs until replacements can be ratified c) they would likely not be interested in training their replacements or helping with any transition of role. Moreover it was bad judgment to invalidate the years of dedicated work and expertise of these volunteers with a public announcement that cast question upon why they were set aside. Respectfully submitted for the agenda of the opening of the GC Meeting by

Ken Richards Jean Krupa
VP of DanceSport VP of Social Dance