

Vermont Blues Society Board Meeting Minutes 12/21/20

The meeting was called to order at 4:35

In attendance: Marian, Dennis, Charlie, Tom, Sandy, Arlene, Sal

Action Items

- Agenda acceptance / modification - The agenda was accepted with the mention that there may be members' items added at the end.
- Adoption of minutes from 11/15/20 meeting - Arlene edited the date of the next (this) monthly board meeting on the earlier version of notes sent out from 12/21/21 to 12/21/20 in the final version. Moved by Dennis, seconded by Tom. Unanimous as amended.

Treasurer's report (Sandy)

- End of year fiduciary & required Reports - Sandy reported the total balance of VBS funds to be \$5,512.89. He mentioned the need for filing an annual report with the state. He will confirm the date and report back.

Discussion Items

- Proposed by-law change (Tom) - There was discussion of the timing of board members' terms and when an election might be needed according to the by-laws. It was noted that the "formal" terms of the Founders began (with bylaw adoption) in 2019, and so will expire at the end of 2021. The members elected in 2020's terms will expire at the end of 2022. No election is needed now.
- A nomination process will be initiated at the 2021 annual meeting to prepare for a January / February 2022 election, as needed. The question of whether or not board members terms could renew automatically at the end of their term was deferred for now. This clarification was moved by Marion, seconded by Tom.

Vote was unanimous.

- Tom reviewed the language change that would support that clarification (memo appended to these minutes, below at ****). Sandy moved the language change, Arlene seconded. Vote was unanimous.

- Future blues jam / concert (Sal) - Sal mentioned the continuing pandemic, and the idea of continuing on-line VBS events. He proposed a blues jam for January and one for February, and a “paid” concert for March. The jams would continue in the past format, acknowledging that Covid makes it difficult for bands and they may feature mostly solo acts. The dates of January 26th and February 23rd (Tuesdays) were agreed. There was discussion of a March concert date, but the decision on that date was deferred for now.
- There was significant discussion of the concert format. It could be similar to the one used for the annual meeting. It was agreed that it would be good to feature local (vs. out-of-state) acts, and that participants must be VBS members (or would need to join to play).
- There was discussion of challenges in picking acts to participate among competing interests. It was agreed that a subgroup would develop a list of local blues acts to be invited. A subgroup was formed to pursue that activity for discussion at the next meeting: Sal will head up, volunteers include Tom, Dennis & Arlene. It was noted that Rebecca might also be interested.
- The use of Zoom vs. Facebook as a platform for an on-line concert was discussed, but not resolved.
- The “original” nature of concert musical content was discussed; there seemed consensus that presentations should be developed exclusively for the concert, not recycled.
- The question of whether or not there should be a cost to attend the concert (beyond VBS membership cost) was deferred for now.
- Marion suggested a newsletter in early-to-mid January to get the word out on these activities. She asked for info to be sent to her by January 4th.

- Contracts & invoices from future VBS-hired entertainers (Sandy) - Sandy offered to develop a short contract for use in future VBS hiring of entertainment. He

suggested that entertainers could be paid by check vs. PayPal and avoid added service fees. Sal agreed to help Sandy produce a draft contract by January 4th for board review.

- Content review was discussed as a potential contract item; it was not clear that the board supported any limitation to artists' content. It was pointed out that we are not limited by community standards as a radio station might be. Sal will check with an attorney whether VBS has any responsibility or exposure in this regard.

Members' Items

- Sandy questioned if an acknowledgement of John Fusco's honorary membership had been sent to Fusco. Dennis agreed to send John an e-mail doing so.
- There was discussion of the archiving of documents. Marion agreed to post past minutes to the website. Arlene and Tom will share past agendas and minutes with the VBS archive Google Drive.
- Further discussion occurred of how to support Vermont's blues musicians / artists during Covid. It was suggested that VBS could do more to publicize opportunities for artists, and several members offered their services to help artists apply for grants, etc.
- Arlene agreed to check and update / check the links to these opportunities that were included in the two newsletters in 2019 in order to include this offer of help in the mid-January news update to members.

Meeting adjourned at 6:05 pm

To: VBS Board members
From: Tom Buckley
December 19, 2020

I noticed what I think is a conflict in the by-law wording. Since a by-law change only requires a majority vote at a regular meeting, I'd like to propose a quick fix for discussion on Monday:

Current language Article VI, Board of Directors:

"Board terms shall be for three years, commencing January 1st of the calendar year following the year in which the director was elected so that no more than one half of the board shall be up for election in any given year in a manner determined by the board...."

Which is later followed by this:

“Section 13. Election of Directors.

a) Call for Nominations. Annually, a call for nominations to the Board of Directors shall be issued to the membership...”

Discussion

The by-laws were initially adopted in December ‘18 for January ‘19. That would mean the founding members' 3-year terms extend until the end of ‘21, and the newer members' terms until the end of ‘22. If that's correct, then there's no need for a call for nominations until the end of next year.

If the founders' terms began in ‘18 (and you founding members would likely know), and it is time for an election this January, the word “annually” is still incorrect. There will be years when no election will be needed, as long as we remain configured as we are now.

Proposal

Strike the word “Annually”, and replace with “When Directors' terms expire”.