

Minutes, IATC Saratoga Convention: General Business Session II, 6.18.22

Call To Order by Pres. Dorothy Driskell at 9:05am

Election of Officers: Jim Johnson presided over discussion of the three non-contested elections, which need one vote each in favor:

Director-at-Large for New Clubs: Anne Sterling

Convention Chair: Rich Davis

Membership Chair: Tim Spaeder

Two voting periods are offered for the office of Vice-President. As per the presentation, votes already cast are shaded in green but can be changed today with the signature of the Club President. The votes cast for today, cast in orange, will be by Region, each club voting for either Barbara Blauvelt or Art Bloom. Clubs voting today: Saratoga, Adirondack, Albany, Lancaster, Trenton, Fredericksburg, Athens, Youngstown, Lincoln, Richmond, Buffalo, St. Catherine, and Saginaw.

A tally of the votes (prior and today's): Art Bloom (15+12+27); Barbara Blauvelt (3+1+4), thus electing Art Bloom to the Vice-Presidency.

Approval of the 2022-2023 Budget: Rich Davis, Treasurer, discussed and handed out copies of the projected budget. With the pandemic stable as of now, the projected revenue is \$93,430. All revenues and expenses were itemized and described. A motion for approval was made and seconded for the budget, which was neither opposed nor further discussed, and was passed by unanimous approval.

Ratification of Bylaws Modifications: Chair Dwight Williams discussed the rationale behind the modifications to the bylaws as a need to simplify the Bylaws and introduce needed updating. The general consensus was that more time was required for everyone to review the proposed changes to the Bylaws, with only a third of the clubs having received the proposal by this week. Therefore, it was proposed to hold a "special convention" later this fall rather than wait until the next convention in 2023 to ratify the Bylaws after an adequate period of time was determined for all clubs to examine and discuss the proffered changes. A PowerPoint presentation will be prepared and distributed which outlines the changes made by the Bylaws Committee. Dwight welcomed any feedback from members regarding the changes. To maintain the Bylaws modifications in accordance with IATC rules, a two-word addition/amendment to Section 1 was recommended as, ". . . in succeeding annual **or special** meeting of the Association."

A motion was made to adopt this change and was seconded, with a vote of 30 For, non Opposed, thereby passing the amendment.

New Business: None

Meeting was therefore adjourned at 9:39am.

Submitted by Dr. Gerald Stulc and Thomas Seelbach

Minutes, IATC Saratoga Convention: General Business Session I, 6.17.22

Call to Order by President Dorothy Driskell at 10:32am

Presentation of YTD Financial Report, 2022-2023 Budget: Rich Davis, Treasurer, reported that there are currently 50 clubs, having lost four during the Covid pandemic. Since the last budget report in 2020, a loss of approximately \$90,000 was incurred by ATC, the *Torch* magazine accounting for the largest expenditure due to rising costs in publishing and mailing and printing extra copies for recruitment. Zoom (electronic meeting service) licensure fees were \$4,200. Copies of the budgeted items, including expenditures, were distributed.

Election Committee Report: Chair of the election committee Jim Johnson introduced the other three members, Tim Spaeder, Anne Sterling, and Rich Davis. Some of the votes for Vice-President were already cast by the May 31st deadline. The procedures regarding casting of votes were discussed, with delegates having one more chance to vote tomorrow. The two candidates are to be given five minutes to address the convention tomorrow as way of introduction of their position statements, and to be moderated by Lynn Bernard. The two candidates, Barbara Blauvelt and Art Bloom, presented their credentials and qualifications.

Torch Foundation Report: Pat Shutterly, President of the Torch Foundation, gave a description of the activities and purpose of the Foundation, inviting all to the annual meeting tomorrow morning. One of the Foundation's missions is to support the IATC Conventions which "bind members to Torch," and promote civil discourse among the members. The Foundation also provides grants to assist people who wish to attend the conventions. Three members received grants for this purpose for the 2022 Convention in Saratoga: Joe Engemann (Buffalo, NY), Jane Stafford (Richmond, VA), and Ana Borger-Greco (Lancaster, PA). Clubs receiving grants for the same purpose were Athens, GA and St. Catherines, Canada, and Winston-Salem, NC.

Presentation of the IATC History Project: John Tordiff, Co-Chair of the project and Anne Sterling are planning and organizing the completion by 2024 of a 250-page book concerning the first one hundred years of the Torch Club. The Project has a diverse team of five researchers which include two retired history professors. The IATC Torch archives to be utilized are currently stored in Columbus, OH. Anne invited everyone to participate by sharing their stories of Torch with John. The Foundation has kindly provided a \$500 grant to the project for archive copying and for parking fees. An electronic version is planned to be posted the IATC website.

Introduction of New *Torch* Magazine Editor: Dorothy Driskell formally introduced the newly appointed editor of *Torch*, Angela Dodson, to the meeting group. Angela presented a relevant biography of her qualifications for the position. This included her career in newspapers, freelancing and editing of books—one of which concerns women's suffrage—along with a four-year membership in Torch. Angela asked for more submissions to our periodical, and will assist those wishing to submit papers in providing authoritative and well-researched papers with quality citations, using the Chicago Manual of Style for standardization for submissions. The Managing Editor, Joel Stegall, is looking for a diverse team of qualified reviewers to preview submissions and provide initial editing. She added that copies of "What a *Torch* Paper is" were available and was to be found as well on the IATC website.

Proposed Bylaws Modifications: Chair of the Bylaws Committee, Dwight Williams, and member Lynn Bernard contributed a year which included much debate to create a total restatement of the Bylaws. Copies of the proposed Bylaws modifications were distributed to club officers over a month ago, with Zoom review sessions offered (but not well attended). There has been an outstanding request to allow more time for review of the modifications prior to voting on their adoption but that does not require extending a vote on them to the 2023 Convention. Norine Haas suggested holding a “special” convention later this year, in the fall, to address and vote on the Bylaws modifications, inserting into the bylaws the two-word qualifier of a “Special Convention” for this purpose. The timeline for the Bylaws modifications began in January 2021 with a first draft completed by February 2022 for review and editing, and completion by May 17, 2022, at which time it would be sent to Club Officers. A primary goal of the committee was to condense and clarify the bylaws which had over the years become encumbered with outdated, redundant or contradictory insertions and details that created obfuscation. In the process, other NGO bylaws were studied for comparison. The high level aims were: “good and fair governance; the limitation of presidential power with more accountability to the Board; defining the “Director At-Large” role; requiring Board approval of appointments to Treasurer, Secretary, and Director-At-Large; extending the qualifications for the Vic-Presidency; clarifying what constitutes a “Club in good standing;” and defining pathways to amending the Bylaws. A proposal was made to move to Democratic Rules of Order, comprising 27 pages, versus Roberts Rules of Order at 731 pages. Gaps in the existing Bylaws were filled concerning issues of intimidation, a disciplinary process that included due process, confidentiality of the process, possible exoneration, suspension, and mediated outcomes. An orderly dissolution of the Association, if it becomes necessary, was described.

The meeting was adjourned at 11:46am, with continuation tomorrow morning.

Submitted by Dr. Gerald Stulc and Thomas Seelbach

