

# **Chado Urasenke Tankokai Philadelphia**

## **Annual Meeting Minutes**

January 23, 2022

Present: Morgan Beard (taking minutes), Frank Chance, Rommy Driks, Brandon Forsht, Tansy Foster, Drew Hanson, Sachiko Houck, Mary Lynn Howard, Shoko Kato, Taiko Ruf, Terry Sherwin, Travis Shick, Nahks Tr'Ehnl, Keijiroh Yamaguchi, Yuka Yokoyama (total 15)

We additionally received proxy forms from: Francoise Decatre, Chie Dusk, Yuuka Ishiu, Nuria Melero, Miyo Moriuchi, David Peralta, Joe Russell, Judith Krall Russo, Willi Singleton, Alan Tarver, Teruki Uemura, Aislynn Van Clief, Yuko Eguchi Wright (total 13)

With 27 members needed for a quorum, we were able to open the meeting.

### **Opening**

Frank Chance, president, called the meeting to order at 11:09 a.m.

Frank opened the agenda for discussion and amendment. By member request, the report on finances for 2021 was moved up earlier in the agenda. With that amendment, the agenda was adopted by consensus.

### **Finances for 2021**

Drew Hanson, treasurer, reviewed the financial snapshot (a separate document distributed via e-mail to members, which gave an overview of sources of income and expenses for 2021). He highlighted the fact that we ended the year with more money than we started, almost entirely because of income from demonstrations. In response to a question that was sent via e-mail, he discussed the purpose and method of depreciation of utensils that are being held by the organization for members to use, and emphasized that this is included in our budget as part of our financial planning in accordance with best practices in accounting.

The report on finances in 2021 was accepted by consensus.

### **Budget for 2022**

A proposed budget for 2022 was had been sent to members via e-mail prior to the meeting. At the meeting itself, Morgan Beard, chief of administration, went through the proposed 2022 budget by section and explained individual lines and what types of expenses or income go into them.

Keijiroh Yamaguchi, Japanese language recording secretary, expressed concern over the expense of the upcoming 10<sup>th</sup> anniversary celebration (to be held September 25, 2022), and said that he believed it was very important to seek official sponsors and solicit donations to help cover the cost. Morgan Beard, who is also the Events Committee chair, emphasized that the numbers in the budget were preliminary, that

planning for the event was ongoing, and that alternative sources of income would certainly be part of the process.

There was a member suggestion that we get event insurance. It was agreed that this would be a good thing. No amendment to the budget was needed, because the cost is small enough to be covered under miscellaneous expenses.

The approval of the budget was moved, seconded, and voted in favor; one of the proxy voters abstained from the vote.

## **Proposed Changes to the Association Bylaws**

Earlier in the year, after discussion of policies and procedures at the board level, the board had formed an ad-hoc Bylaw Committee to go through the bylaws, clarify any provisions that might need to be clarified, and ensure that the association is following the existing provisions. Following that, the committee forwarded recommendations to the board, which voted to approve them and send them to the membership for approval. The full bylaws and a summary of the changes were sent to the membership prior to the meeting.

At the annual meeting, Frank Chance thanked the Bylaw Committee for their work in going through the document.

There was a question about Article 13, which originally stated that the association would under no circumstances return membership fees or donations; the proposed amendment would say “without a 2/3 vote of the board.” Frank explained that the change was intended to give us flexibility in case a circumstance arose where we needed to return a donation (for example, if we received a donation from a problematic source or were given an item that we were unable to use).

Members Terry Sherwin and Shoko Kato questioned why the quorum needed to open the annual meeting was dropped from two-thirds to one-half. It was explained that the intent was to make it easier to hold meetings, because if we do not have 2/3 of the membership either attending or sending in a proxy, we would have to cancel the meeting and reschedule. Terry moved that the requirement for two-thirds vote be maintained. Shoko Kato seconded. The motion passed by majority vote.

Shoko Kato followed up with a series of comments, posted in the chat, objecting to specific proposed bylaw changes and requesting alterations (see Appendix at the end of this document). Frank Chance went through the comments individually and responded to questions. Some points of this discussion follow.

- In response to the comment that the board is too large, Frank clarified that the board is not proposing making it larger; the change would only take two existing positions (Treasurer and Japanese-Language Recording Secretary) and break them out with their own descriptions. This is the standard structure that was established in the model bylaws that Urasenke Headquarters sent us when we became part of the international association. Shoko reiterated that she believes the board is too large in proportion to the number of members and that there should not be more than five board members; others can do work for the association without being board members.

- In Articles 17 and 18 there was a question about what the terms “officer” and “director” mean and how they are different from each other. “Director” is commonly used as an alternative term for a board member, but it was agreed that it should be changed to be consistent throughout.
- In Article 20, there was an objection to the provision that if the President and Vice-President could not attend an annual meeting, the president could be chosen from among the attendees. It was explained that there needs to be some provision for who can call a meeting to order if the President and Vice President are not able to come. There was extensive discussion of possible alternatives.
- Shoko requested an addition to Article 20 stating that the minutes of the previous board meeting must be approved at a subsequent meeting. This is current practice; she was asking that it should be made explicit in the bylaws.
- In response to a question about who the “Chair of the Tankokai Board” is (Articles 33 and 34), it was clarified that it was the chair of the international Tankokai association, not any local officer.

Frank asked Shoko what action she was requesting. She asked that the current round of changes be set aside and that the bylaw committee go back to the drawing board, with members invited to participate in the discussion process.

As other members had made similar suggestions, Frank resolved the discussion by stating that the proposed revisions would be sent back to the committee. No objections were raised.

## **Membership Structure**

The agenda had originally included time to discuss possible changes to membership structure. Because at that point the meeting had already run very long and some participants were forced to drop out due to other commitments, Frank suggested sending options to the membership as a survey or other online communication rather than trying to talk through it at this meeting. There were no objections.

## **Committee Reports**

Once again because of the time issue, committee heads each gave a very brief update on activities in 2022.

## **Demonstration Committee**

Sachiko Houck, chair of the Demonstration Committee, reported that we resumed demonstrations at Shofuso in July by doing demonstrations at Thursday member’s nights, and then in September through November with monthly demonstrations. Shofuso is now paying the association money for the demonstrations we do, which will help to pay for the tea and sweets. The committee has also begun having meetings after each monthly demonstration to reflect on what happened and what we can do better next time.

The committee had a number of requests for private demonstrations in September, October, and November. Sachiko has been negotiating fees with people and organizations individually. She has also begun asking the companies and organizations who are requesting a demonstration to send fees directly

to the association, with the demonstrator being reimbursed for expenses only (although some demonstrators may choose to keep the full fee as they have in the past).

Sachiko is expecting many more demonstration requests in 2022, and she will keep everyone updated about what's happening. We can always use volunteers for demonstrations!

### **Events Committee**

Morgan Beard, committee chair, reported that we were unable to have in-person events this year because of ongoing pandemic restrictions. However, we did have virtual gatherings for Hatsugama (both 2021 and 2022) and Robiraki.

She is hoping that we will be able to meet in person in 2022, but as of right now we still need to play things by ear. The only event that we are currently planning for sure, as mentioned earlier, is the 10<sup>th</sup> anniversary celebration, which will take place September 25, 2022 at a venue called The Farmhouse, a restaurant associated with the People's Light and Theater Company in Malvern, Pennsylvania.

There was a question about the Cherry Blossom Festival. The dates are April 8-10; Sachiko has been in touch with the Japan America Society, and they would like us to be involved, but we don't know the details yet.

### **Collections Committee**

Frank Chance, committee chair, reported that the association's dogu collection is still being maintained and is still available for members to borrow. There has been no new activity in the past year.

### **Activities in 2022**

Due to the length of the meeting, this section of the agenda was skipped.

### **Other New Business**

There was no other business brought forward.

### **Announcements**

Terry Sherwin, a member of a task force dedicated to outreach, reported that the group has begun discussions about promotion again. (There had been a gap due to minimized activity during the pandemic.)

A motion to adjourn was seconded and approved 1:01 p.m.

**Appendix: Comments from member Shoko Kato in response to the proposed bylaw changes distributed to members in January 2022:**

[General comment] Please explain why we are changing the bylaws. What does it help? Why at this timing? This also looks too abrupt. This type of change should take more time, reflecting members' comments throughout the process. It's too hasty, and not inclusive.

Article 8: This has to go back to the original (not 'a' member of the Board). My guess is, originally this was an agenda of the board meeting—who joined/applied, who resigned. The board members all acknowledge/approve of the application thus the President approves.

Article 11: Why do you wait one year? 'Membership fee' not paid = the membership lapses. It's common sense. Instead, we should think of 'late fees.' Also this may result in the discussion of the fee discount depending on the timing of their joining, but because the fee is so minuscule, I doubt it necessary.

Article 13: Why the addition of the 2/3 board?

Article 14: This sounds like a huge board.

I move to limit the board size, according to the number of the membership.

**The president, treasurer, chief of admin, and supervisor (auditor)** should be appointed always but the board composition should be carefully considered. Currently our association has a little less than 40 members; the board members should be elected per one in ten (or more). The board members should be in odd numbers, and considering the major functions of directors, can we say the minimum number is Five, but above that, a member should be added according to the number of membership?

I think the easiest solution here is, "**official posts are not the same as the board members.**"

Article 18: here's the word 'directors,' not 'officers.' Directors = board members (usually the board has a few outside directors). Officers = whoever is assigned a role for the association? And the board can assign/designate officers.

Article 19: is it clearer now, that the difference between directors/board members and officers?

Article 20-2. It's ridiculous that you select someone from the attendees to select chair. Rather, the president may be able to designate someone whom attendees must approve of?

Article 20-3. The board is the most important entity of the association which determines the direction/strategy of the association. Officers may work under the direction from the board, but they do NOT have to serve the board.

Article 23. This should remain two-thirds. Because majority (50.1%) must not rule the association. I'd rather also change the Article 24 to 2/3, not half, but probably this is the same as the US Senate....

Article 25: Minutes of the board meeting should be approved by the board?

Article 34-1&2: Chairman — chair... And who is the Chair of the association??? You mean President?

Article 35: delete 'of the Board'

Article 37: Just say "February 1, 2022." Then at the end, two notaries sign when this was approved.