

-- Model of VAC Membership --

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(last updated 4-7-2011 srh)

The Village Arts Coalition (VAC) supports **individuals** interested in dance, crafts, and related folk activities. Emphasis herein is on dance, but VAC supports other activities.

The VAC supports individuals who -

- are members of dance groups and performance groups;
- attend dance classes or participate in dance events;
- need a place to dance, to practice dancing, to rent for parties or dance events;

The VAC supports individual dancers -

- by encouraging dance groups and holding events;
- by promoting close relationships with dance groups, performance groups, dance teachers, and dance co-ordinators;
- by providing suitable affordable space for dancers and related events (e.g. the Avalon Ballroom and associated space);
- by publishing information on dance and related folk activities in the region through STOMP and the VAC website;

VAC supports individuals. Thus, individuals should be the voting members of VAC. VAC has Individual Voting membership categories.

The voting members of VAC are the final authority of VAC through Annual or Special Membership meetings. Day-to-day operation of VAC and its activities or events shall be under the control of persons delegated to such duties by the Board of Directors.

To support the community of individuals as noted above, VAC should also have "Group" membership categories. The Group members do not have voting rights.

This model for VAC has two types of membership "Individual" and "Group" each having different types and levels of benefits at different yearly fees.

The membership categories, yearly membership fees, membership benefits, and proposed door entry discount programs are described in the "Categories of VAC Membership" pages.

The basic level of Individual or Group Membership fees help defray the expenses of STOMP and the VAC website.

Membership fees above the basic level provide additional support to the goals of VAC.

This model assumes that the day-to-day operation and details of VAC activities are the responsibility of the delegated persons and not of the Board of Directors.

Details of the Board of Directors and the Voting Membership responsibilities are in the "Governing Structure of VAC" pages.

-- Governing Structure of VAC Model --

Non-profit boards usually have multiple responsibilities.

- Setting goals and direction for the organization
- Control of the assets of the organization
- Fund raising to achieve the organization's goals
- Delegation and selection of persons to run the organization on a day-to-day basis -
e.g., Avalon manager, Festival co-ordinator, representative to
Boulder Dance, Executive Director, STOMP publisher

We have been operating as a Board with the above responsibilities along with being volunteers to directly help in VAC activities. This is not unusual for non-profit boards. However, in this model we need to put together a working volunteer group, separate from the Board so that Board members are not the people called on to volunteer. With this accomplished, the Board can concentrate on the goals of VAC and not on the details of running VAC activities. We have started down this path with delegating the Festival co-ordinator and the Avalon Manager.

This model assumes that the day-to-day operation and details of VAC activities are the responsibility of the delegated persons and not of the Board of Directors.

This model also includes a new Volunteer co-ordinator with specific responsibilities.

Because VAC has growing significant assets this model outlines a structure to protect those assets and to streamline the working of the Board of Directors.

Model for the Voting Membership of VAC -

- The Voting Membership of VAC has the following responsibilities -
 - has final authority in the goals, direction and activities of VAC
 - elects and removes Directors by majority vote of the Quorum at an Annual or Special Membership meeting
 - can call a Special Membership meeting by a petition of 10% of the Voting Members
 - has final say in any real estate transactions proposed by the Board of Directors
 - has final say in the dissolution of VAC and disposition of its assets
 - approves By-Law changes proposed by the Board of Directors

A quorum at an Annual or Special membership meeting shall be one-half plus one of the current Voting Members. However, votes needing a super-majority of the current membership to pass require at least that number of voting members to be present to hold a vote.

Disposition (e.g., selling) of real estate assets and dissolution of VAC can only be done by a super-majority of 3/4 of the current membership.

Approval of By-Law changes proposed by the Board of Directors is by a majority vote of the voting membership except for the Amendment Clause and the Dissolution Clause which require a super-majority of 3/4 of the voting membership to amend.

-- Governing Structure of VAC Model --

Model for the Voting Membership of VAC (continued) -

Special Membership meetings may be called by petition of 10% of the Voting Members or by the Board of Directors and require a 30 day notice to the membership. The notice shall include the reason for calling the Special meeting and list a specific agenda.

A Special Membership meeting may conduct any business conducted at an Annual meeting but items under consideration and all voting at a Special Meeting are restricted to those on the specific agenda list sent out in the notice of the Special meeting.

Rules and procedures at a Special Membership meeting must follow those stated in the By-Laws for an Annual Membership meeting.

Model for the Board of Directors of VAC -

The VAC Board of Directors are voted in or out by the Voting Membership at the Annual Membership or any Special Membership meeting.

Board Members must be individual Voting Members of VAC.

Board Members (Directors) serve staggered 3 year terms. Directors are elected or removed by a majority vote of the Quorum at a Membership meeting.

Removal of a Director by the Board of Directors is restricted to those reasons for cause stated in the By-Laws. If a Director is removed, the Membership is notified of the action and under which stated reason the Director was removed.

With a working vounteer group for VAC, the number of Directors should be a minimum of 3 and a maximum of 7. I think 5 is actually the best number.

The State of Colorado only requires 2 directors of an organization - a President and a Secretary.

The Board of Directors selects the VAC President, Secretary and Treasurer.

Any open Director position can be filled only through an election by the Voting Membership at an Annual or Special Membership meeting.

A Quorum for voting at a Board Meeting shall be one-half plus one of the elected Directors.

Decisions of the Board of Directors, unless stated otherwise in the By-Laws shall be by a simple majority vote of those Directors present at a Board Meeting.

-- Governing Structure of VAC Model --

Model for the Board of Directors of VAC (continued) -

The Board of Directors must meet a minimum of 4 times a year.

The date, time, and place of Board meetings with a proposed agenda are available to the Voting Membership and to the Group membership 3 weeks before the scheduled Board meeting by being published on the VAC website.

VAC Board meetings are open to the public, unless an executive session is necessary as stated in the By-Laws.

The Board of Directors shall delegate the following day-to-day operational responsibilities to persons appointed by the Board -

- Executive Director (do we need this?)
- Avalon manager
- Fund Raising Co-ordinator
- Volunteer Co-ordinator
- VAC Festival co-ordinator
- VAC Representative to Boulder Dance
- STOMP publisher
- VAC website co-ordinator
- others so indicated in the By-Laws or necessary for the operation of the VAC (e.g. tax advisor, CPA, auditor, lawyer)

Persons appointed as delegates may be serving as Board Members but delegates are not required to be Board Members.

These delegates shall provide periodic reports to the Board and have budgets approved by the Board of Directors. Note that this means they are not required to attend Board Meetings or present reports in person unless the Board so desires from time-to-time.

The Board of Directors may propose By-Law amendments to the Voting Membership by 2/3 vote of the sitting Board of Directors. Any proposed amendments must be published on the VAC website 4 weeks before an Annual Membership meeting or a Special Membership meeting called to approve the By-Law amendments.

Model for the Volunteer Co-ordinator of VAC

The Board shall delegate to a Volunteer Co-ordinator the following responsibilities -

- recruitment of volunteers for VAC's on going needs and special events
- work with the Festival co-ordinator and the Avalon manager (and others??) to organize volunteers to work on these volunteer activities
- setup appropriate awards, parties, and other recognition for volunteers to thank them and show VAC's appreciation of volunteer's time and energy

-- Categories of VAC Membership --

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(last updated 4-7-2011 srh)

This model for VAC has two types of membership "Individual" and "Group" each having different types and levels of benefits at different yearly fees.

Note that dollar amounts used here are illustrative of amounts I think make sense, but need to be adjusted given implementation realities.

Note that the phrase "Avalon space" refers to any VAC controlled rental space.

This model assumes that there are three rental rates: commercial, group regular dance event, and group discount rental program.

Individual Voting Members -

- are the **only voting members** of VAC
- members above the Basic level will have membership cards that indicate the discount benefits at that level and this card **MUST** be presented at the door to receive discounts
- a list of groups participating in the group discount program will be on the VAC website

- Basic level
 - yearly membership fee: \$20
 - eligible for rental discounts for occasional rentals of Avalon space

- Participatory level
 - yearly membership fee: \$75
 - receive door discount of \$1 for themselves and one guest to VAC sponsored events
 - receive door discount of \$1 for themselves to events held at the Avalon space by VAC Group Members that participate in the group discount rental program
 - guaranteed a rental discount for occasional rentals of Avalon space

- Supporting level
 - yearly membership fee: \$150
 - free entry for themselves and one guest to VAC sponsored events
 - receive door discount of \$1 each for themselves and one guest to events held at the Avalon space by VAC Group Members that participate in the group discount rental program
 - guaranteed the group regular dance event rental rate for occasional rentals

- Premium level
 - yearly membership fee: \$500 (???)
 - free entry for themselves and one guest to VAC sponsored events
 - receive door discount of one-half (rounded up to the nearest whole dollar (i.e., regular \$9 entrance fee becomes \$5) for themselves and one guest to events held at the Avalon space by VAC Group Members that participate in the group discount rental program
 - receive the discount to the group regular dance event rental rate for occasional rentals

-- Categories of VAC Membership --

The phrase "regularly scheduled basis" means renting space at the same day of week and time of day on a weekly, every other week, monthly, quarterly, etc. basis.

Group Members -

- are organizations or individuals whose activities and events are consistent with VAC goals and purposes
- are **NOT** voting members
- all types of Group Members
 - are listed in STOMP
 - have a Web page on the VAC website
 - have access to listing their classes and events on the VAC website calendar

- Individual Group Members
 - yearly membership fee: \$40
 - do not rent the Avalon space on a regularly scheduled basis
 - guaranteed the group rental discount for occasional rentals of Avalon space

- Basic Group Members
 - yearly membership fee: \$150
 - are able to rent the Avalon space on a regularly scheduled basis and are guaranteed the same schedule at renewal
 - guaranteed the group regular dance event rental rate

- Discount Program Group Members
 - yearly membership fee: \$150
 - are able to rent the Avalon space on a regularly scheduled basis and are guaranteed the same schedule at renewal
 - receive a discount to the group regular dance event rental rate, but must provide door discounts as outlined below for the VAC Individual Members
 - a list of groups participating in the group discount program will be on the VAC website
 - Individual Members of VAC will have membership cards that indicate the discount benefits listed below and this card **MUST** be presented at the door to receive the discounts
 - Participatory level Individual Members
 - receive door discount of \$1 for themselves to events held at the Avalon space by participating VAC Group Members
 - Supporting level Individual Members
 - receive door discount of \$1 each for themselves and one guest to events held at the Avalon space by participating VAC Group Members
 - Premium level Individual Members
 - receive door discount of one-half rounded up to the nearest whole dollar for themselves and one guest to events held at the Avalon space by participating VAC Group Members

-- Rental Policy for VAC Space --

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(last updated 4-7-2011 srh)

This model assumes that there are three rental rates: commercial, group regular dance event, and group discount rental program.

Note that the phrase "Avalon space" refers to any VAC controlled rental space.

The phrase "regularly scheduled basis" means renting space at the same day of week and time of day on a weekly, every other week, monthly, quarterly, etc. basis.

--- Commercial rentals

Commercial renters pay a prevailing rate to rent space.

Commercial renters can rent for a given period, say one year, on a regularly scheduled basis but are not guaranteed that same schedule at renewal time.

Commercial renters that have events and classes that support the goals of VAC may be offered a discounted rental rate similar to the "group regular dance event" rate, but are not guaranteed such rates. Nor are they guaranteed the same regularly scheduled time at renewal.

Commercial renters are not listed in STOMP, nor are they on the VAC website.

--- VAC Member Rentals

VAC Group Members are guaranteed the group regular dance event rental rate.

VAC Group Members are able to rent the Avalon space on a regularly scheduled basis and are guaranteed that same regular schedule when renewing their rental contract.

VAC Group Members may elect to participate in the Discount Program and receive a discounted group regular dance event rental rate, but must then honor Individual Voting Members that receive door discounts.

Individual Group Members are guaranteed the group regular dance event rental rate for occasional rentals of Avalon space.

Individual Voting Members are eligible for rental discounts or guaranteed rental discounts based on their membership level for occasional rentals of Avalon space.

--- Other Policies (Not sure of the exact policy we now have.)

VAC continues the "bumping" policy for prime time, e.g. Friday and Saturday, for groups renting at the regularly scheduled discounted rental rates to allow for commercial rentals paying prevailing rates and for special events requiring consecutive weekend days.

VAC continues the policy of offering to VAC groups available space for fund raising events within 2 weeks of an empty date.

-- Discussion Points of VAC Model --

1 - Why have a Volunteer Co-ordinator or a Fund Raising Co-ordinator?

This model's aim is to streamline the Board of Directors. Setting up groups separate from the Board to handle on-going, but crucial operations. This will allow the Board to focus on VAC's goals and direction.

Also, having separate groups with specific responsibilities and goals makes it easier for persons with an interest in VAC's success to contribute in areas that they feel they can contribute without being on the Board .

2 - Shouldn't the Board of Directors run the organization!

A Board of Directors should not be involved in the day-to-day details, decisions, or work of running an organization. However, they are responsible for the success of the organization and provide guidance, goals, and direction for the organization. They ensure the success and efficient running of the organization by delegating those responsibilities to the right people and by exercising appropriate and proper oversight of the organization, its results, and its delegates.

3 - Why would individuals become VAC Voting Members -

- to ensure that the VAC provided dance space, dance information (STOMP and website) and other VAC activities continue and to support VAC goals
- at membership levels above basic, to get door discounts at certain events held at the Avalon space and get rental discounts at appropriate levels of membership

The Individual membership fees are lower than those of other non-profit advocacy organizations I know of. Note that one Participatory VAC membership can be used at different participating VAC Groups.

Note: I would hope we could get at least 50 people as individual voting members Less than that and I would be concerned about the long term viability of VAC and with VAC as a truly representative organization of the individuals it serves.

Membership renewal policies need to be set. For example, renewals for voting at the yearly general membership meeting should be done one month before that meeting. Should all renewals be at the same time of year? Who handles the membership cards?

4 - Why would a group become a Group Member -

- they get access to advertising themselves, their classes or events, and how to contact them in STOMP and on the VAC website;
- they get the regular group member rental rate which is less than the commercial rate;
- can rent space on a regular scheduled basis with guaranteed renewal of schedule;

5 - Why would a group be a participating Discount Program Group Member -

- they get an additional discount to the regular rental rate for their regular scheduled classes and events;

-- Discussion Points of VAC Model --

6 - But isn't it too much for the group to handle the discounted door fee -

The VAC membership card is intended to describe the appropriate discounts and MUST be presented at the door. To help with "authenticity" the membership card would have to be signed and dated by a designated board member or delegate and issued on a yearly basis. No membership lists at the door; no discount schedule at the door.

7 - Won't groups dislike the discounts -

This refers to the economics of getting a rental discount versus not getting as much money at the door.

This also presents a chicken and egg problem. Why would individuals be in the discount program membership if their group event doesn't participate.

I think we'll have to wait and see and try to set the amount of the rental discount appropriately so groups will be Discount Program Members and thus attract individual discount members.

8 - Doesn't this complicate the rental rates for Avalon space?

We already have a Commercial rate and a dance (or the like) event rate.

I named these the Commercial rental rate and the group regular dance event rental rate.

I added a discounted "group regular dance event rental rate" and made Individual Voting Members eligible or guaranteed for one of the two non-commercial rates. Not much of a change, though what the discounted group regular rate should be needs to be thought through.

9 - How do we implement these changes

We need to rewrite the By-Laws to make these changes. Thus, we would have the By-Law committee rewrite and propose a whole new set of By-Laws that implement these changes. Before that is done the details of membership, voting, governing structure need to be decided on.

Doing these changes will take time. We can immediately set up the Volunteer and Fund Raising groups and change the membership. Before we do a complete rewrite of the By-Laws we can just make the membership change to the current By-Laws and then look at how to rewrite the By-Laws to incorporate more of the protective parts of this proposed model. Once the membership changes are implemented we can start the Discount Program. Details of the Discount Program won't be in the By-Laws. Nor are the details of the levels of Membership since these can change. The change to the Amendment and Dissolution Clauses would be done last.

I assume that once the By-Laws are changed, future changes to the By-Laws would be minimal because they would describe just the governing model of VAC. An appropriate set of Standing Rules will govern items that change from time-to-time like the date of the Annual meeting and specific policies and procedures of the Board of Directors and of VAC. Standing Rules could define the duties and responsibilities of the delegations. The Board Minutes will denote the decisions of the Board that affect how VAC operates and its policies including details of the Membership levels and any discounts.