

NCASDLA ANNUAL MEMBERSHIP MEETING MINUTES  
June 9, 2019

The meeting was held in the cafeteria at the Holiday Park Senior Center, 3950 Ferrara Drive, Wheaton, on Sunday, June 9, 2019 at 4:40 pm.

Attending: Steve and Viia Lucius, Tom Sellner, Betsy and Al Taylor, Ann Wass, Dick Otis, Mac and Phyllis McCall, Ed Trever, and Ron Dean.

The Minutes for the May 25, 2019 Membership and Executive Committee Meeting were unanimously approved.

Dick Otis reported that Vice President Chris Stacy is suffering almost total blindness and Thursday night was taken to Howard Hospital in DC for an emergency heart catheterization.

Al Taylor, Treasurer, handed out his report as of June 9<sup>th</sup>, as well as a report on income and expenses (Income: \$200 from dues and \$3,000 from Bruce Mitchell sounding the WASCA festival; Expenses: payment of \$1,601.96 for caller and cuer for last year's Booster Dance, Callerlab dues \$157, and Hall rental of \$220 for Holiday Park and Lincolnia) and the amount in our Checking Account (\$23,410.24). He explained that we are waiting for Bruce Mitchell to tell us how much we owe to NCASDLA members who lent him their equipment to help sound the WASCA festival.

Al Taylor, Membership chair, handed out a Membership Chart which compared the regular membership and lifetime membership from 2012 until 2019, and a copy of the updated Directory. He pointed out that Eva Murray has moved to North Carolina but we have a new member, Ed Trever. He also said Dick Otis sent him information about Abe Feldman as a prospective member and Al has sent out the requisite forms. Al added that it is very important to recruit new members.

Mac McCall reported for the Education Committee that he was unable to arrange with John Kincaid and NCASDLA members for a time and place which would work for both to have a session about tax issues. Mac will try again this year since there are still tax issues that are of interest to us as callers. Ann Wass said she will check with Jim Wass about doing a session on Marketing. Dick Otis has volunteered to do an educational session on computers and digital music.

Viia Lucius, as Booster chair, asked Dick Otis to explain the situation as to getting a Booster caller. Dick said he got Deborah Carroll Jones to agree to give a seminar before the Booster dance and call at the Booster Dance, which will be held on Sunday, September 22, 2019 at 7:30 at the Lincolnia Center. He offered her \$1,500 and she accepted. He will pick her up at the airport and bring her to the dance. Mac made a motion, seconded by Betsy, that the dance be a 2 x 1, not a 2 x 2. The motion passed. Tom made a motion and Ron seconded it that we give \$200 to the local cuer, Ken Rider, who cued for us today and has agreed to cue at the Booster dance. The motion passed. Dick Otis has been asked to make a contract with Ken, and Dick volunteered to make a Booster Dance flyer. Viia said they will be sending out postcards to announce the Booster dance in late August. Ann Wass complained that callers should not take so long eating between the seminar and the dance that they don't help set up the hall for the dance.

Al Taylor, Communication chair, handed out a report and emphasized the loss of easy access to the website due to the loss of the easy URL ([www.ncasdla.com](http://www.ncasdla.com)). Bruce Mitchell had been paying for it, but it has lapsed and someone else has bought the URL. It can still be accessed by a complex URL ([users.rcn.com/betsytay/ncasdla/main.html](http://users.rcn.com/betsytay/ncasdla/main.html)) that no one will remember. We are trying to get another simple URL to restore easy access. The website provides a member directory, a calendar of events and useful links to other organizations, as well as a list of records which we will sell for 50 cents per record.

Tom Sellner, Board of Directors member, reported that Al has agreed to run for Treasurer and Steve Lucius has agreed to run for President. Betsy won't run for Recording Secretary, and Tom hasn't managed to reach Jim Wass to see if he will go back on the Board (his term is up), at least temporarily. Steve Lucius asked Dick Otis if he would run for Vice President and Dick said yes. The members agreed unanimously to make Betsy and Al Taylor Life Members, and agreed to Steve for President, Dick Otis for Vice President and Al for Treasurer. The remaining slot on the Board and the Recording Secretary slot have not been filled.

Under Old Business, it was pointed out that only Betsy, Al and Steve could sign checks. Without Betsy, we will need to get Dick Otis to be able to sign checks, and any Recording Secretary.

As to the question of whether we should dissolve or continue more minimally, Steve Lucius had asked Resident Agent Al Taylor to check with Maryland to see whether NCASDLA can continue to qualify as a Non-Stock organization with no stockholders, only members, but with only some of our officers and directors slots filled.

He also asked Al to check with the IRS to see what we are allowed to do with our assets if we do dissolve.

To that end, Al has contacted our CPA, John Kincaid, for advice. Kincaid's response stated that NCASDLA was registered with Maryland as a not-for-profit non-stock corporation, but not a "CLOSE" corporation. He emphasized he was not an attorney, but we should consult a Maryland one on various questions of how Articles of Corporation and By-Laws affect the "CLOSE" status. It looks like if we were a close corporation, we only need one officer/director. Betsy made a motion but it was not seconded that we should get a Maryland lawyer to help us evaluate the situation. Ann Wass did think we should solve the problem in the next year, but she did not second the motion. The meeting adjourned about 5:25 to clean up.

Respectfully submitted,  
Betsy Taylor, Recording Secretary

P.S. Update on Chris Stacy's condition: at Howard University Hospital it was determined that Chris had had a heart attack, and three stents were put in/around his heart. As of Saturday, Chris did not know when he will be released.

We are attaching a copy of the email correspondence between Al Taylor and John Kincaid.

Submitted by Betsy Taylor, Recording Secretary, NCASDLA

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**Webmail**

[betsytay@starpower.net](mailto:betsytay@starpower.net)

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**RE: Questions about NCASDLA operations**

**From :** john johnbkincaidcpa

Wed, Jun 05,

2019 01:55 PM <[john.johnbkincaidcpa@comcast.net](mailto:john.johnbkincaidcpa@comcast.net)>

**Subject :** RE: Questions about NCASDLA operations

**To :** 'Betsy Taylor' <[betsytay@starpower.net](mailto:betsytay@starpower.net)>

Betsy, Good Afternoon:

First, the 501(c)(6) designation is the code section from the IRS Code. The designation is not a Maryland designation. Because of the not-for-profit nature of NCASDLA, the Maryland corporation law determined that it was qualified to be a Non-Stock organization. No stockholders, generally only members. The information on the Maryland data base identifies NCASDLA as 'not' a CLOSE corporation. My understanding, a CLOSE corporation needs only one officer/director, I WANT TO BE CLEAR, I'M NOT AN ATTORNEY. Search the Articles of Incorporation, looking for any minimum number of persons needed to operate. The Articles may only state the number of persons acting as Incorporators. Search the By-Laws for the identification of the positions for officers/directors, noting the By-Laws can be amended. Ask a Maryland attorney regarding questions about the CLOSE status.

Your Articles/By-Laws may identify what is to happen to assets on termination. Most Articles/By-Laws would prohibit a distribution to members.

In the short run, current officers could continue until replacements are identified and that should allow the termination subject to be fully vetted. You may want to consult an attorney.

John Kincaid

**From:** Betsy Taylor <[betsytay@starpower.net](mailto:betsytay@starpower.net)>

**Sent:** Wednesday, June 5, 2019 10:34 AM

**To:** Linda Peterson <li nda.johnbkincaidcpa @[comcast.net](mailto:comcast.net)>; John B Kincaid <john.johnbki nca idcpa @[comcast.net](mailto:comcast.net)>

**Subject:** Questions about NCASDLA operations

Hi:

At NCASDLA we are having problems getting volunteers to serve as officers and on the Board of Directors.

For next year, I have committed to run for Treasurer, but the Nominating Committee, as of a week ago Saturday, May 25, has not found anyone to run for President, Vice President, Secretary and one member of the Board of Directors. I am the resident agent, and Steve Lucius asked me to contact Maryland to see whether we can continue as a 501 (c) (6) organization in Maryland, without filling those slots.

Specifically, what is the minimum legal requirement in Maryland for a 501 (c) (6) organization to maintain its status? Can the same person be President, Vice President, and Secretary? Will 2 of 3 Board of Directors be enough? Do you know who I should contact in the state or do you know the answer?

If we are forced to dissolve, what does the IRS say we can do with our assets such as money, records, archives and equipment if we dissolve? Again, President Steve Lucius asked me to check with the IRS, but I don't know where to start.

We need to have some answers before our annual meeting Sunday.

Thanks,  
Al Taylor

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