

The Welsh National Gymanfa Ganu Association, Inc.

FOUNDED 1929

PRESIDENT

Col. Alfred J. Reese, Jr. USA RET.

Lehighton, PA 18235

INTERIM LETTERHEAD

25
23 October 1998

Dr. Alan Upshall
Vice President, WNGGA

Bouillon, WA

Dear Alan,

First of all this has turned into quite a package as I want you to have lots of homework while you are in Scotland. It will keep you out of pub trouble

I am very open with my comments and know that you will appreciate my concerns about circumspection. I'll tell you everything so that you will know how I feel and hope to provide the leadership during my term. There is a lot to be done and I hope we can work together in getting change made. There were occasions during my term as Vice President when I was not informed and I made a point of it.

The first increment concerns the Constitution. In addition to yours, the significant input was from Nelson and Ellis. Howell Pritchard could have delayed longer without any loss and Barbara Morgan never answered even with a follow up letter. I didn't have any problem with the input I received from Ellis although I talked to him in Columbus about his comments on the international office and whether we should change the name to the Welsh International Gymafa Ganu Association. I indicated my preference to stay as we are since I couldn't quite digest WIGGA. The fact that we have an International Office of the Welsh National Gymanfa Ganu Association should suffice for those who seem to have a problem with the National in our name. Isn't Canada a nation, isn't Wales a nation? I believe in democracy and don't believe that we should be ruled, as sometimes I've and others felt, by a 6% minority.

PLEASE
Please don't let any of my comments on psychology turn this into an issue. I have nothing against psychology or the effect it may have on one's impressions. I only question its utility in measuring the thoughts of a large number of people. I like to rely more on facts whenever they are available to help influence a decision. You may not know that in going over the record back as far as 1973, I have not found a single occasion when the West Coast suffered the lack of recognition by having to be represented by someone from Kansas. I stopped with 1973 accepting that 25 years was an acceptable period. In fact, the West Coast had been well represented by trustees from California, Oregon, and Washington sometimes having two out of

the three trustees allocated to the West. Starting in 1973, I found the following trustees from the West Coast: R. Davies, Oregon; Ben Haddock, California; Emaline Davies, Oregon; Gwen Lucas, Washington; Betty Pierce, Washington; Donna Davies, California; William Pritchard, Oregon; and Myra Thomas Lawrence, California. Pretty good, I think. Then there was also Ann Davies Thomas and Ada Thomas, both from Salt Lake City.

Rather than gerrymandering the country into strangely contorted regions and, possibly, creating other psychological problems (the problem in Wales with the North, South, East, and West), I would rather keep this subject as simple as possible in the Constitution. I would stick with what has been more than satisfactory and make it even better by allocating an additional three trustees to the West. I have had this intention since first joining the Board of Trustees. The only reason it was never brought up by anyone in recent years was the reluctance to even discuss trustee distribution because of the obvious imbalance in Canada. The opportunity came when I ended up with the review of the Constitution. I sidestepped the issue with Canada by not making it an issue.

Adding three trustees to the West would permit representation in some sadly neglected areas by providing other areas of the West the same level of representation that the West Coast has experienced. Our two different approaches have very definite different results. After adding States that you missed to your realignment, the West ends up with one trustees per 105 members, the East Coast with one trustee per 109 members, and the other area with one trustee per 378 members. Retaining the current alignment results in the West having one trustee per 105 members and the East with one trustee per 200 members. I rationalize this difference by considering the larger size West.

How would I assure that representation in the West is improved? I would do it by directing the attention of the nominating committee to those areas of the West, and for that matter the East also, that need better representation on the basis of membership, both actual and potential. For example:

WA,OR, AK—89 members and 1 trustee. Currently ok.
 CA, HI-----132 members need 1 trustee.
 MT, ID,WY,NV,CO,AZ,UT,NM—93 members need 1 trustee
 ND,SD,NE,AR,OK,TX—103 members need 1 trustee.
 MN,IA-----135 members and 1 trustee. Currently ok.
 MO,KS---65 members and 1 trustee. Currently ok

You may say that I have compartmentalized. I have, without putting it into concrete We retain the flexibility to adjust our guidance to the nominating committee as the picture changes. We would require the nominating committee to locate trustees in each area or, if not possible, leave a vacancy. Leaving a vacancy would prevent it being filled from another area and creating an imbalance for at least three years.

The next subject is one that I would prefer stay between you and I. Over the years, I have been concerned with the relationships between the officers and trustees and the executive director. I recall many meetings when the presiding officer, the President, didn't really know

what was going and was nothing more than a dummy for the ventriloquist secretary. I sense from reading old minutes that this was even more of a problem at times in the past before Nelson. With the complete change, a new president, vice-president, secretary, treasurer and executive director, I think it is time to reaffirm that the executive director is a valuable, volunteer, paid employee or agent of the officers and trustees. It is the officers and board of trustees that establish policies and run the show and make decisions that are implemented by the executive director in his conduct of operations from the international office. I know that it is not as simple or clear cut as that statement implies. I do think it is important to stress the importance of the Officers and Board of Trustees who are elected by the members and bear the ultimate responsibility. There are some, I know who would rather sit back, basking in the recognition, and let the executive director run everything. I think this is one of the reasons why we have not always had effective officers and trustees.

Both the job description in the current Constitution and the description we published in *HWYL* clearly establish this. I understand your thoughts on the job description not appearing in the Constitution. I think the description in the Constitution should be revised to include the description in *HWYL*. By keeping it in the Constitution, everyone knows what it is. After revision, I don't think there will be many requirements to change it.

I think I've answered your questions in your e-mail of 25 Sept 1998 except for election publicity. I've sent the information to Russell for inclusion in a release that should appear in the November issue of *Ninnau* and *Y Drych*, Part of the delay is that the deadlines for these papers are 15th and 10th of the month respectively. With some of us still in travel, the 10th could not be met. I think we should always treat both newspapers the same and not give a release to one that cannot get to the other.

Some comments on your e-mail of 11 October. I think I've said enough about trustee distribution. In addition to eliminating the routine Executive Committee meeting, I have also told Ellis to think about changing the time of the Friday Board of Trustees meeting to early on Friday morning (800 hours) with adjournment no later than noon. This will permit the officers and trustees to mingle during high density hours. You will see in one of my letters that I will require all officers and trustees to wear their WNGGA name tag and ribbon and we should provide them with a script of the information we want them to disseminate during their mingling. I have asked for past registration lists so that we can determine who attends the nationals without being a member and we should start there. I sent you some of my suggestions on membership and a packet of materiel will go to Lynn in the next day or so. Agree with your thought on a comp seminar for joining. Agree on the table. However a table by itself is a passive display. Sitting behind it is also passive. We need people out there in front of the table to soft or hard sell. No non-member attends a national just dying to join. Agree on *Western Mail*. I subscribe to the e-mail *Western Mail*, its articles are too few and too long with constant redundancy and for my use not the most interesting. I agree that registration and conduct of Sunday are not the only things The Board will do to gain visibility. We have to start and these are only the first two. Let's lay out a schedule for the other functions that should be accomplished by The Board making sure we digest and accomplish those already scheduled. You may think the closing ceremony was too cold, it wasn't up on the stage. The opening ceremony was a farce.

Electing new officers at the Friday board meeting will have lame duck trustees voting and preclude meeting new trustees and having them vote as one of their first duties. Yes, the new officers need to be introduced as they were in Utica.

I also disagree with Jack Nesbitt's views on trustees. I never ran a gymnafa, I ran some big businesses under somewhat stressful conditions, although I too wasn't shot at. I also agree with your comments on Mary Ellen. It was a kick in the teeth ^{for} of Jay Williams, also an attorney, author, and one experienced from the Utica national. I hope Mary Ellen comes with a positive attitude, I understand her Sunday morning appearance may indicate differently. You will see from one of my letters that I have given her a chance to contribute. I agree with your comment on the Constitution in this regards.

My intention as regards the archives is to accumulate the correspondence and pass it to the secretary at mid year and at the national.

The rest of the package contains copies of my correspondence, primarily to Ellis. I intend to get off a package to Lynn Owens-Whalen with suggestions on membership.

This has turned into quite a missive. Please forgive any typos or grammar lapses.

Sincerely,

Alfred J. Reese, Jr.
WNGGA President

X-From_: AFReeseJ Tue Nov 17 08:35:30 1998
Return-Path: <...com>
From: AFReeseJ <...om>
Date: Tue, 17 Nov 1998 09:34:40 EST
To: elj...du
Subject: Signatures

*Const
cite*

Ellis,

I should have checked. We will have to process an amendment to the constitution which may or may not raise questions from the membership at the AGM. I think it is best that the Treasurer be responsible for the issuance of checks. Otherwise, he becomes just a bookkeeper and we have the situation, as with Nancy, where we had a Treasurer who could not answer questions regarding checks. This will assure that the Treasurer, the elected officer with this responsibility, has the full information to support his financial records.

Further reference to equipment purchases. My interest in knowing before hand of purchases of capital equipment is inline with my thoughts that the President should be aware of all significant actions.

Alf

X-From: aupsh@... Wed Nov 18 04:19:18 1998
Return-Path: <...>
X-Originating-IP: [194.130.137.164]
From: "Alan Upshall" <aupsh...>
To: ellj...
Subject: Re: Constitution
Date: Wed, 18 Nov 1998 10:18:46 GMT

Will be back in Seattle on 25th nov.
thanks
alan

>From ellj... Tue Nov 17 14:13:03 1998
>Received: from ejones (Jones.welsh.gac.edu [138.236.210.28])
> by solen.gac.edu (8.9.1/8.8.7/GAC-HUB-2.41) with SMTP id QAA25534
> for <aupshall@hotmail.com>; Tue, 17 Nov 1998 16:12:50 -0600 (CST)
>Message-Id: <3.0.1.32.19981117161103.00945ac0@gustavus.edu>
>X-Sender: ellis@gustavus.edu
>X-Mailer: Windows Eudora Light Version 3.0.1 (32)
>Date: Tue, 17 Nov 1998 16:11:03 -0600
>To: "Alan Upshall" <aupsh...>
>From: Ellis Jones <ellis@gustavus.edu>
>Subject: Re: Constitution
>In-Reply-To: <19981117095656.17994.qmail@hotmail.com>
>Mime-Version: 1.0
>Content-Type: text/plain; charset="us-ascii"

>At 09:56 AM 11/17/98 GMT, you wrote:
>>Dear Ellis
>>Yes it can wait. Thanks. As now chairman of the constitution
committee
>>of WNGGA, I am in the process of revising the sections, so an
electronic
>>copy would be very useful. If you do not have one, do you know who
>>might, Nelson perhaps.
>>regards
>>alan

>>>From ellj... Mon Nov 16 07:23:45 1998
>>>Received: from ejones (Jones.welsh.gac.edu [138.236.210.28])
>>> by solen.gac.edu (8.9.1/8.8.7/GAC-HUB-2.41) with SMTP id JAA18330
>>> for <aupsh...>; Mon, 16 Nov 1998 09:23:36 -0600 (CST)
>>>Message-Id: <3.0.1.32.19981116092151.0094b230@gustavus.edu>
>>>X-Sender: ellj... du
>>>X-Mailer: Windows Eudora Light Version 3.0.1 (32)
>>>Date: Mon, 16 Nov 1998 09:21:51 -0600
>>>To: "Alan Upshall" <aupsh...>
>>>From: Ellis Jones <ellis@gustavus.edu>
>>>Subject: Constitution
>>>In-Reply-To: <19981110090600.8425.qmail@hotmail.com>
>>>Mime-Version: 1.0
>>>Content-Type: text/plain; charset="us-ascii"

>>>Alan: A better constitution model than WNGGA would be the Minnesota
>>>GGA.
>>>David Wm. Edwards helped put that together and it was much more
>>>up-to-date
>>>in its contents than the WNGGA one. I don't have a copy on disk that
>>>can
>>>be sent to you. Can your project wait until you return?
>>> Ellis J.

>>>
>>>
>>>
>>>
>>>Get Your Private, Free Email at <http://www.hotmail.com>
>>>

>Alan: Sorry, I misunderstood you. I thought you were putting together

Alan Upshall, 10:18 AM 11/18/98, Re: Constitution

a
>constitution for the Welsh Choir. Yes, I can provide you with a copy
of
>the WNGGA constitution. It is 4:11 p.m. now so I'll have to wait until
>tomorrow to make the electronic attachment. When will you be departing
for
>the US?
> Ellis J.
>

Get Your Private, Free Email at <http://www.hotmail.com>

To: "Alan Upshall" <alup@wngga.org>
From: Ellis Jones <ellis@wngga.org>
Subject: Re: constitutional review
Cc:
Bcc:

Alan: Problem! Your message arrived OK but the attachment was 18 pages of computer code. If you have access to FAX, my number is 507-933-6284.

Mary Mergenthal is currently in Chicago--their first grandchild, a boy, was born on Monday and she took off immediately for the week.

Yes, I will review your proposed changes and give you feedback and send a copy on to Howell Pritchard.

FYI--I have started preparing a listing of procedures used in the Headquarters in processing income and expense items. In the same memo I asked Alf to include on the next agenda a discussion about a Contingency Plan in case of the death or disablement of the Executive Director. As I told him, the organization is courting disaster if no such plan is put in place.

Also, FYI, earlier this fall, after moving items from Ohio to Minnesota, we were not able to get the laser printer from Ohio to work with the NT computer which I am using. So, after a meeting with David Williams and Nelson in Ohio where they reminded me that \$8000 had been allocated, I ordered a HP 4000 printer with duplex printing and envelope feeder. When I mentioned this to Alf he quickly informed me that he should have been informed about it. I apologized and explained that it was my understanding that the Board had approved it and I was not aware that the President had to reapprove it, if that was what he meant. The cost was \$2500 and was purchased through the College's Computer Store. However, Dave Williams informed me that we could have gotten it much cheaper by ordering directly from a catalog with which he was familiar. I asked what the catalog was and what were the costs but no answer yet.

Also, since I'm sharing some thoughts with you, I have written Alf but have not received an answer yet that I currently do not have a contractual arrangement with the WNGGA. Our family accountant has suggested that I received a letter from the organization "hiring me on a contract" basis and then no taxes would be deducted by WNGGA but I would have it added to my personal income for the year. So, I have not received a payment yet from WNGGA.

Also, we are having a problem with the postal center in Memphis, Tennessee, on our application for a non-profit postal permit. I submitted all of the documents which the St. Peter post master required and then was notified by the Memphis Tennessee Center that they needed a certified copy of the original articles of incorporation. I could not find such a document in the files and called Paul Stevens (lawyer in Ohio) and his office did not have a copy either. So the next step was to spend an hour on the phone calling the Ohio Secretary of State's office and being put on hold innumerable times until I got through and they are to send it "within two or three weeks" but that was three weeks ago so I've secured an extension from Post Office until I get that. In the meantime, the College has agreed to let us send our first mailing under their non-profit permit and this was cleared with the St. Peter Post Master so hopefully tomorrow the Hwy1 and enclosures will be sent out for people to get before Christmas.

Thanks for listening. I'll try to keep you posted on things.

Ellis J.

To: "Alan Upshall" <aupsha@xxxxxxxx.com>
From: Ellis Jones <ellis@xxxxxxxx.edu>
Subject: Proposed Constitution Changes
Cc: af@xxxxxxxx.n
Bcc:

Alan: The proposed changes look pretty good. Listed below are my comments on specific parts.

Page 7, Article 7, g. This needs review. At the present time, we have two vacancies--for you from the West and for David Williams from the East. During this coming year the Board will be two persons short until the next Annual General Meeting. Why not include a provision that vacancies be filled by the Executive Committee or the Board of Trustees (by mail ballot) until the next Annual General Meeting. They would have all the privileges of regularly appointed trustees. At that next Annual General Meeting the members would do the election and the temporary appointment people would be eligible to be a candidate for the vacant position.

Page 8, Article 8, b. Should "Secretary" be "Executive Director"?

Page 9, Article 11, d. This needs to be reviewed. Why not limit the requirement for two signatures to amounts over \$2,500 or \$3,000? We currently have in place, like Nelson did, a petty cash account limited to \$1,000 for National Headquarters items. Only one signature (mine) is used for those checks. When Petty Cash is low, David Williams sends a reimbursement for expended amounts raising it back to the \$1,000. Also, because of the cumbersomeness of sending checks in the amounts of \$7, \$10, \$15, \$30, etc. on to the Treasurer, currently they are deposited with a precise paper trail into what we are calling an Income Transfer account. As the deposits accumulate (from memberships, publications, contributions, etc.), I send one check (one signature, mine) to the Treasurer with supporting documentation.

Already this fall, David spent \$10.75 to send 5 blank checks to me to sign and I spent a like amount getting them back to him as soon as possible so that the Snowdon Appeal money could be sent and other bills might be paid from the general fund.

Page 9, Article 12. Why are they elected at the Annual General Meeting by the membership? Why can't they be appointed by the President or the Executive Committee? For example, at the Columbus meeting, the auditors were elected from Ohio with no consideration for the job which they had done (or not done) or that there may be auditors from Minesota who could do the job.

Page 11, Article 16, e. Why are the number of votes not disclosed? This seems to be a throwback to when we were a much smaller organization and there was a supersensitivity that someone might be embarrassed when they not only lose an election but everyone knows what their vote count was. It seems to me that if someone is a candidate for office, he/she certainly should have no problem with everyone knowing the results. Suppose there were three candidates for a position and the vote count was Candidate A, 72 votes; Candidate B, 60 votes; Candidate C, 30 votes. Then suppose candidate A dies or becomes incapacitated or resigns. The options for filling the vacancy are simplified by looking at the results of the election.

Page 11, Article 16, f. Why is this in here at all? What problem is there if a mandate to destroy the ballots is not included?

Page 11, Article 17, e. Why 2 signatures? See comments above. Perhaps the two signatures could be required for amounts over \$11,000.

Page 13, Addenda to the Constitution, A-1, c. First sentence doesn't make sense. Line 5-- should that be "Secretary" or "Executive Director"? If it is the latter, why not delete "Secretary for approval of the..." and reword it to be "shall be submitted to the Executive Committee for approval before..."

Page 13, Addenda to the Constitution, A1, d: "His" should be changed to genderless word.

Page 13, Addendum to the Constitution, A1, f. Why "secretary"? Should it be International Headquarters?

Ellis J.

X-From_: aupshal@compuserve.com Fri Dec 4 12:59:54 1998
Return-Path: <...@compuserve.com>
X-Originating-IP: [206.64.219.105]
From: "Alan Upshall" <aupshal@compuserve.com>
To: ellj@compuserve.com
Cc: aupshar@compuserve.com
Subject: constitutional review
Date: Fri, 04 Dec 1998 18:58:59 GMT

Dear Ellis

Many thanks for your rapid comments and kind words.

In response, some of your comments I also thought about, but came down on the side of focussing at this time on what were important issues, and leaving issues, like announcing ballot results, until later. Knowing the Welsh there would be much more contentious discussion about vote release than about trustee distribution

Anyway, I agree with your point 1 and will put something in.

Point 2 should be secretary, but I will make sure

point 3. I wonder if you are suggesting a policy which we put into place rather than a change in constitution. I tried to be as general as I could in this paragraph, to ensure that you and david work things out. I would propose that we leave the constitution general and you present a policy to the board for their approval as to how you will work within the constitution. That way if the policy changes because of circumstances in the future, the constitution does not have to change.

Point 4 Don't know. For external auditors I do like the election rather than appointment mode.

Point 5 See above for vote disclosure. I have no problems with letting people know. I am more concerned about another issue which I have not addressed which is the nomination for trustee. As you know I was not happy with the nomination and election of MARY Ellen this year. I would like to see the constitution saying that the chairman of a National cannot be elected trustee until at least the year after the event. I decided to leave that out now and bring it up in the next review, which will be in about 2 years time.

Point 6 This ties in with the secrecy, remove the secrecy and this automatically goes.

point 7. Policy related?

point 8. Add hymnal to the end (I struck out one too many words.

Point 9 OK

Point 10 Using secretary here as the route of direction into the board. If this is not clear we need to define secretary versus international director better.

These are my quick responses. Not heard from anyone else yet.

THanks for keeping me up to date with the politics. I have no problem with you spending money already approved. It is also my experience that you can buy better from the local superstore than through suppliers, and often with better service.

Alan

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COL. ALFRED J. REESE, JR., USA RET.

LEHIGHTON PA, USA

Tel. 717-241-2419

Fax: 717-241-2419

e-mail AFJ@lehigh.edu

14 February 1999

FAX to Alan Upshall at 717-241-2419

cc: David Williams
Lynn Owens-Whalen
Ellis Jones

Subject-Constitution Review

Alan,

Valentine Greetings.

I don't have FAX numbers for Morgan or Pritchard. Have you heard from them making my sending a copy to them worthwhile?

As with the past comments and recommendations, where I do not comment, I concur.

I will comment on number of trustees and distribution at the end.

ART' 6 c)As I commented in the past, the addition of the second sentence seems applicable only to an annual member who is a Trustee. Your reason for the addition seems to confirm this. If so, make it applicable to an annual member. Also, the way it now reads an annual member could lapse his membership for one year and continue to be a Trustee

for that year. I believe the minute an annual member lapses his annual membership, they are no longer a Trustee.

ART 9 a) Your reason is not applicable as regards "change secretary to Ex. Dir."

ART 9 d) Do not concur. You have broadened intent of my last comment to you by requiring the President to canvass all board members. The Ex. Com. already has authority to act between meetings of the board. The President could convene a meeting of the Ex. Com. and act within authority it has from the Board. My recommendation was to permit the President to canvass the members of the Ex. Com. in lieu of calling a meeting.

ART 10 c) iv-I think anyone can ask for the reading of the minutes or any pertinent part of the minutes. Why not just say "When required"? That solves the problem simply and eliminates mandatory reading of minutes.

2

ART 10 d) ii. You have limited this to membership fees. What about other receipts from sale of hymnals or other books, donations, proceeds of National. Change to read "depositing all funds received".

ART 10 d) viii-Strongly disagree. What is financial management? Who is responsible for management of the fund, the treasurer or the Endowment Fund Chairman? How is management divided. If there is any intention to change the present arrangements, it should be done after a complete study rather than with an abrupt amendment to the constitution.

ART 11 c) ii. You are trying to establish procedures in the Constitution. Looks like you have duplicated with ART 10 d) ii

ART 11 c) vii and viii-Combine.

ART 11 c) ix- Check capitalization here and throughout. ??Annual meeting.

ART 13 e)The words "if any" in the first line leave me wondering. You took out Regional Gymanfa Ganu but left "if any" in. What do we mean? Possibility of no annual National Gymanfa!!! THIS SHOULD NOT EVEN BE HINTED AT. These words should be deleted from the proposed amendments.

I repeat my suggestion that the subject of a Regional Gymanfa Ganu should be removed from this constitution. I question the Board's authority over a regional. How did we ever receive or assume this authority? I seriously doubt ever receiving 50% of any surplus from a Regional Gymanfa Ganu.

Rewrite first sentence: The venue of the annual National Gymanfa Ganu shall be decided by the Board of Trustees, four years in advance if possible, by issuing an invitation to an eligible co-sponsor after complete investigation of the facilities to be used and of the capabilities of the co-sponsoring committee.

ART 13 f)- Rewrite first line as follows: In the event that no suitable venue has been identified two...

With these two changes, we will have accomplished your stated intent to invite rather than being invited and the co-sponsor relationship becomes a fact.

ART 15 a) and b). The quorums are still out of place. Should be in ART 13 Meetings and Venue.

ART 15 c) Officers of the Association are elected at Board of Trustees meetings. Clearly identifies responsibility. Subject was questioned in the past.

3

ART 16 a). Why have you changed? In your previous proposal you deleted "or Canada" recognizing that management of our investments, among other aspects of the Endowment Fund, could not be handled in Canada. If it is your intention to lay these responsibilities on the Treasurer what is the point of having a chair in Canada or, for that matter, anywhere. Your entire approach to the Endowment Fund needs study before amending the Constitution. What about the qualifications of the Treasurer to make decisions on investments. I doubt that our past two treasurers could have or would have wanted these responsibilities. This entire subject should be the subject of discussion. It may be that one person should not have the responsibility without help from an Investment Committee.

In ART 16 c) you say the "Association Treasurer shall be responsible for investing". In ART 16 g) you say "Notwithstanding this, the Chair shall at all times be fully responsible for the assets of the Endowment Funds. I repeat that this is not a subject that should be addressed out of the blue in a review of the Constitution. If this maneuver is just to save Canadian morals, it is not that simple. After all we do say that the President, Vice President, and Secretary can be from Canada and this reflects practicality and certainly goes far beyond in recognizing their member numbers.

ART 17 a) Second line-delete "and". We have two different positions: Ex-Officio Vice Presidents and Honorary Presidents.

ART 17 b) Title should be "Ex-Officio Vice Presidents" This then covers the status of those listed. Delete sentence on co-sponsoring organization. We have never extended Ex-officio Vice President status to that representative. You adequately cover their status in ART 19. Probably the title should be "Honorary Presidents and Ex-Officio Vice Presidents" followed with rearrangement of b) and c) to conform.

ADDENDUM-A1 b) Delete "if any". See reasons above. I'm still concerned with "shall agree" and bothered with your reasoning "which implies that they will specify this in the contract." Who is "they", how does the contract work, who prepares the contract, who signs it?

ADDENDUM A1 e) I'm still confused with the subject of fees. It has been my understanding that access to the gymanfa ganu sessions is with the name tag that can only be obtained through registration and payment of a registration fee. Something bothers me. In order to get tickets to the banquet and the concert, one has to obtain them through the registration process paying a registration fee while still paying for the banquet and concert fees. Yet you propose that one can get into the gymanfa with payment of \$5 without a registration fee. Why can't the banquet and concert attendees, who pay more for their tickets, get them without a registration fee? This change indicates we have two classes of registration fees. Maybe this is a detail that should not be in the constitution since other fee items are not.

4

Now for the real disagreement---Number of Trustees and Distribution. I haven't changed my mind and you haven't. I have provided you with all my reasons for 20 trustees and continuation of the distribution to East and West. Frankly, other than a psychological aversion to being represented by someone in Kansas (which you have never had to suffer through) you haven't given me one reason why we should slice up the country as you propose. I have suggested another way of assuring that your slice of the West (WA, OR and CA) will always be represented without the dangers of what I see in slicing up the boundaries. That this has not been accepted by you causes me to wonder what reasons you may have.

How do you propose to address this problem? I don't think we should wait until the mid year meeting before providing the Trustees with the two proposals and supporting arguments. This could lead to a confusing and extended meeting.

Alf

X-From: au [redacted] Mon May 17 21:47:56 1999
Return-Path: <aupshall [redacted]>
X-Originating-IP: [206.253.202.219]
From: "Alan Upshall" <aupsh [redacted] com>
To: el [redacted]
Subject: notes for circulation
Date: Tue, 18 May 1999 02:47:22 GMT

Hi Ellis.

Good to see both you and Janet in Niagara. Hope that you had a good trip back. Apart from a delay in Chicago because of a lightning storm, we had a good run.

As for the note to go out:

Enclosed is a copy of the constitutional review that was presented to the board of trustees in Niagara. Unfortunately there was neither a quorum nor adequate time to discuss the issues. Some opinions were presented and it was decided to present this review to the whole board by mail and ask for comments back to me no later than 15th June. Those comments should indicate the preferred actions on the review especially the issues of trustee number and distributions. It is very important that we go to the meeting in Minneapolis with only one proposal and that we have all thought about the review so that the meeting there will not be taken up by this one, very important, issue. You may respond to me by fax at 425-488-7288, mail at 7049 NE 163rd St. Kenmore WA 98028 or email at aupshall@hotmail.com.

This constitutional review is coupled to the forward momentum that we have achieved in respect of changing the relationship between host society and the WNGGA. Please take the time to review and send your comments back. The June 13 deadline is critical since we have to circulate all members of constitutional review changes at least 30 days before the meetings.

I look forward to receiving your very important comments.

Thanks

Alan Upshall

Ellis if you think that I should add anything let me know. Also don't forget to ask about PSS (Postscript files) and your ability to open them when attached to an email. Did I say I was going to do anything else?
Thanks
alan

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M E M O

TO: WNGGA Board of Trustees
FROM: Alan Upshall, WNGGA Vice President
DATE: May 19, 1999
SUBJECT: Proposed Amendments

Corrected copies of Agenda Item 7.5, Constitution Review Committee, were distributed at the Board meeting last Saturday in Niagara Falls. Those of you who were not able to be with us are being sent that copy with this memo.

Your immediate reaction--by June 15 (by Phone, e-mail, FAX, or in writing) is requested.

NOTE: Two particular proposals need a response at this time:

Page 3, increasing the number of trustees to 20 by adding 3 at large to Western U.S. OR dividing USA into 3 regions with representation from new regions. Please indicate your reaction on the enclosed response sheet.

Page 13, Article 16, section c. As pointed out in the right hand column, "This change may need much discussion and could be tabled for further review."

At the Board meeting, unfortunately there was neither a quorum nor adequate time to discuss the issues. Some opinions were presented and it was decided to present this review to the whole board by mail and ask for comments back as soon as possible--**June 15!**

Those comments should indicate the preferred actions on the review especially the issues of trustee number and distributions. It is very important that we go to the meeting in Minneapolis with only one proposal and that we have all thought about the review so that the meeting there will not be taken up by this one, very important, issue.

You may respond to me by FAX at 425-488-7288; mail at 7049 NE 163rd St., Kenmore, WA 98028; e-mail at aupshall@hotmail.com; or phone: 425-488-7288 (same as FAX).

This constitutional review is coupled to the forward momentum that we have achieved in respect of changing the relationship between host society and the WNGGA. Please take the time to review and send your comments back. The June 15 deadline is critical since we have to circulate all members of constitutional review changes at least 30 days before the meetings.

I look forward to receiving your very important comments.

tbe

Enclosure

THE WELSH NATIONAL GYMANFA GANU ASSOCIATION
INC.

(Founded in 1929)

CONSTITUTION
(As amended through September 1994)

Deuwbh Ganwn I'r Arglwydd

Showing proposed changes

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Addenda to the Constitution

ARTICLE 1: NAME

The name of the Association shall be The Welsh National Gymnafia Gannu Association, Inc. (hereinafter referred to as "The Association").

ARTICLE 2: PURPOSE

To preserve, develop and promote our Welsh religious and cultural heritage, including but not limited to the Gymnafia Gannu, and our religious and cultural traditions, and to do all things necessary and proper to accomplish and enhance the same.

ARTICLE 3: ELIGIBILITY FOR MEMBERSHIP

Any person with Welsh lineage or any person or organization in full sympathy with the stated purpose of the Association shall be eligible for membership.

ARTICLE 4 IS REPOSITIONED AT END OF CONSTITUTION AND IS REEVALUATED THERE-

ARTICLE 4: SPONSORING ORGANIZATION

a) Any organization or individual whose membership is in good stead shall be eligible to sponsor an annual National Gymnafia Gannu or a Regional Gymnafia Gannu.

b) The sponsoring organization of a national Gymnafia Gannu or a regional Gymnafia Gannu, if any, shall be governed by the Constitution of the Association and shall maintain the dignity and traditions of the Association.

c) The Association's hymnal shall be used at the two Gymnafia Gannu sessions. A copy of the program for the Gymnafia Gannu sessions shall be submitted to the Secretary for approval of the

Executive Committee before it is printed. All music on the Sunday of the Gymanfa Gannu shall be appropriate for a Service of Worship.

d) A National officer of the Association shall open the Sunday afternoon and Sunday evening sessions of the Gymanfa Gannu.

e) A registration fee may be charged by the sponsoring organization, the amount to be approved by the Executive Committee of the Association.

f) The sponsoring organization shall submit an audited financial statement to the Secretary of the Association within three months of a National Gymanfa Gannu or a Regional Gymanfa Gannu. Fifty per cent of any surplus funds accrued from a national Gymanfa Gannu or a regional Gymanfa Gannu shall be disbursed to the Association.

This article subsumed into article 11
~~ARTICLE 5: VENUE~~

a) The venue of the annual National Gymanfa Gannu, if any, shall be decided by the Board of Trustees, four years in advance if possible, from the invitations received from eligible sponsors and after complete investigation of the facilities to be used and of the capabilities of the sponsoring committee. The President shall appoint one member from the Executive Committee and one from the Board of Trustees to make this evaluation.

b) In the event that no suitable venue has been received two years ahead, the Board of Trustees shall find a sponsor in a city of their choice or shall themselves form a Sponsoring Committee for that particular year.

e) A regional Gymanfa Gannu may be held in the east in the year when the National Gymanfa Gannu is held in the West and vice versa. The date of such a Regional Gymanfa Gannu shall be no less than two months prior to or two months after the National Gymanfa Gannu.

ARTICLE 4 (ARTICLE 6): GOVERNING BODY

a) The general business activities of the Association shall be carried out overseen by a Board of Trustees which shall be the governing body of the Association. The governing body of the Association shall be a Board of Trustees which will direct the general business activities. The This Board of Trustees shall be subject to the direction of by the Association members at an Annual Meeting.

b) The Board of Trustees shall be comprised of nineteen seventeen persons, elected as set forth in ARTICLE 6 §, and the President, Vice President, Secretary, Treasurer, Immediate Past President and the Chair of the Endowment Fund. All shall have equal voting rights, *except the President who has the casting vote in the event of a tie.* The President shall be Chair of the Board of Trustees.

ARTICLE 5 (ARTICLE 7): NOMINATING COMMITTEE

The nominating committee shall consist of the three most recent available past national Presidents. The chairperson of the Nominating Committee shall be the immediate past President. The Nominating Committee shall prepare a slate of nominees for election to vacancies on the Board of Trustees and shall also propose a slate of nominees nominate persons for positions as for national officers of the Association.

ARTICLE 6 (ARTICLE 8): ELECTION AND ELIGIBILITY OF TRUSTEES

a) Trustees shall be elected by the members of the Association at an Annual Meeting for a three-year term. A Trustee completing two consecutive three-year terms shall not be eligible for re-election for the following two years.

b) In the event of the resignation or death of a trustee, an election to fill the vacancy for the balance of the unexpired term shall be held at the following Annual Meeting.

c) Only persons who have been members of the Association for at least the three years preceding their nomination preceding three years shall be eligible for election to the Board of Trustees. Any trustee who lapses membership of the organization for more than one year is automatically removed from the Board of Trustees.

d) All nominees for the position of ~~A nominee for~~ Trustee must either be present at the election or have indicated in writing to the Chair or Secretary of the nominating committee a willingness to serve. ~~A nominee for trustee shall be present at the election or shall have indicated in writing to the Chair of the Nominating Committee or to the Secretary a willingness to serve.~~ Without such nominations may not ~~No nominations may~~ be presented at the Annual Meeting, ~~which do not fulfil the foregoing.~~

e) Two trustees shall be residents of the Western United States, (WA, OR, CA, AZ, UT, NM, ID, CO, NV, WY, MT, AK, HI). Three trustees shall be residents of the Central United States (ND, SD, NE, KS, OK, TX, LA, AR, MS, IL, IA, MN, WI, TN, MO, KY, AL) ~~West of the Mississippi River;~~ and nine shall be residents of the Eastern United States ~~East of the Mississippi River.~~ (the remaining states not listed above). Five trustees shall be residents of Canada.

ARTICLE 7 ~~ARTICLE 9:~~ ELECTION AND ELIGIBILITY OF OFFICERS

a) The Board of Trustees shall elect a President, Vice President, Secretary, and Treasurer ~~from amongst the trustees,~~ who shall be known as the officers of the Association. Only ~~these~~ persons who have been members of the Association for at least the preceding three years shall be eligible for election as an Officer but it is not required that they be serving on the Board of Trustees at the time of their nomination and election to office.

b) No nomination for an officer of the Association shall be made without having obtained the consent of the nominee for that office.

c) The President, ~~and~~ Vice President and Secretary shall be residents of either the United States or Canada.

d) For practical considerations such as financial and bonding requirements, the Executive Director and Treasurer shall both be residents of the United States ~~and Canada.~~

e) The President shall serve one term of two years duration. A President shall not be eligible for a second term or for elections as any officer of the society for at least two years following the end of the term as President. The terms of service for the four officers shall be for two years. The President shall not be eligible for a second term until two years have passed after completion of the term of office, ~~not during those two years shall the President be elected.~~ Vice President, Secretary, ~~or Treasurer.~~

f) The terms of service for the Vice President, Secretary and Treasurer ~~either four officers shall be for two years and they may be reelected to their respective offices, or elected to other offices,~~ following the completion of this their term.

g) If elected an officer of the Association a trustee shall relinquish the trusteeship, and the vacancy shall be filled at the following Annual meeting, as provided in ARTICLE 6 b VIIb)

h) No-one shall hold two offices at the same time excepting that in the event of the resignation or death of an officer, or an inability to serve, the duties may be temporarily performed by another officer until a successor is ~~shall be~~ elected by the Board of Trustees to complete the unexpired term.

ARTICLE 8 ~~ARTICLE 10:~~ ASSISTANTS

a) The Board of Trustees may elect from the membership of the Association any assistants it deems necessary. The term of such an assistant shall be two years with eligibility for re-election.

Handwritten notes:
no
to
be
re-elected
or
appointed
to
another
office
if
re-elected
to
the
same
office

b) Such assistant shall perform such duties as may be assigned by the Board of Trustees. However, such duties shall in no manner conflict with the power or duties of any Trustee or Officer, or the Chairman of the Endowment Fund.

c) Such an assistant may attend meetings of the Board of Trustees but, unless an elected Trustee, shall not be permitted to vote.

ARTICLE 9 ARTICLE 11: EXECUTIVE COMMITTEE

a) The Executive Committee shall be comprised of the President, Vice President, Secretary, and Treasurer and one Member at Large elected by, and from the Board of Trustees. *The term of office of the Member at Large whose term shall be for two years. The elected Member at Large and who shall not be eligible for re-election as Member at Large of the Executive Committee until two years have passed after completion of a previous term in this capacity.*

b) The Executive Committee shall meet as deemed necessary by the officers and, at their direction, may invite other members of the Board of Trustees, the Secretary, Assistants of Committee Chairs to meet with them.

c) The Executive Committee shall have the authority prescribed by the CONSTITUTION and as may be further set out by the Board of Trustees.

d) The Executive Committee shall be responsible for carrying out the business of the Association and exercising a general supervision of the affairs of the Association between meetings of the Board of Trustees subject, however, to the control of the Board of Trustees. Minutes shall be taken of all Executive Committee meetings and shall be mailed to the Trustees within thirty days following the meeting date.

ARTICLE 10 ARTICLE 12: EXECUTIVE DIRECTOR

a) The Board of Trustees shall elect an Executive Director whose term will be for three years at a time and will be renewable at the discretion of the Board of Trustees.

b) The Executive Director cannot be an elected member of the Board of Trustees but shall be an ex officio member of the Board of Trustees and all committees of the Association (except the Nominating Committee) without vote.

c) The Executive Director shall be responsible for the operation of the International Headquarters. The Executive Director, will: *in conjunction with the Association Treasurer, ensure that an operational budget for the upcoming year is presented at the annual meeting of the Board of Trustees; The Executive Director inform the treasurer of bank deposits made in respect of membership dues; maintain an accurate record of the membership and issue membership cards as necessary; The Executive Director shall be the custodian of all books, records and property of the Association pertaining to the office; ensure that all members of the Board of Trustees have a list of communication addresses of each trustee; The Executive Director shall be responsible for the general correspondence of the Association; arrange for the preparation of sufficient copies of the minutes of the annual meeting for distribution to the members present at the next annual meeting of the Association; ; prepare ballot papers for use at the Annual meeting; and shall perform all other duties incumbent upon the office of Executive Director or that may reasonably be required by the President or the Executive Committee or the Board of Trustees.*

~~d) the executive director will arrange for the preparation of sufficient copies of the minutes of the annual meeting for distribution to the members present at the next annual meeting of the Association~~

Notice of such meetings shall be mailed thirty days in advance and shall state the purpose of the meeting.

c) Should it be necessary to canvass the views of the trustees and/or take a vote on any matter between meetings of the Board, this shall be done by the President or the Executive Director either by first class mail, *Electronic mail or facsimile correspondence.*

Information of a confidential and sensitive nature, including financial information, is not to be transmitted by electronic mail.

c) The venue of the annual National Gymanfa Gannu, if any, shall be decided by the Board of Trustees, four years in advance if possible, from the invitations received from eligible sponsors and after complete investigation of the facilities to be used and of the capabilities of the sponsoring committee. The President shall appoint one member from the Executive Committee and one from the Board of Trustees to make this evaluation.

b) In the event that no suitable venue has been received two years ahead, the Board of Trustees shall find a sponsor in a city of their choice or may shall themselves form a Sponsoring Committee for that particular year.

~~e) A regional Gymanfa Gannu may be held in the east in the year when the National Gymanfa Gannu is held in the West and vice versa. The date of such a Regional Gymanfa Gannu shall be no less than two months prior to or two months after the National Gymanfa Gannu.~~

d) The annual Gymanfa Gannu shall be held on labor day weekend or at such other time as the Board of Trustees shall deem suitable. A Worship Service shall be held on the Sunday Morning and a Gymanfa Gannu, on the Sunday Afternoon and Sunday Evening. Any change in this format shall require the approval of the Board of Trustees.

e) The Annual Meeting of the Association shall be held on the same weekend and at the same place as the Annual Gymanfa Gannu, the day and time to be designated by the *Board of Trustees, following advice from the by-the Executive Director, and communicated to the Members at least thirty days in advance.*

ARTICLE 14 ARTICLE 16: DUES

a) The individual annual and life and organizational dues of the Association shall be proposed by the Board of Trustees and ratified by the general membership of the organization present and voting at the Annual Meeting. On payment of dues each member shall receive a card indicating Life or Annual membership.

b) The fiscal year of the Association shall end on June 30 ~~July 31~~.

ARTICLE 15 ARTICLE 17: ELIGIBILITY TO VOTE

a) ~~e)~~ Voting by proxy shall not be permitted at any business meeting of the Association.

b) ~~f)~~ Any individual member in good standing at the end of the preceding fiscal year shall be eligible to vote in person at the Annual Meeting or any General Meeting of the Association. Any Organization Member in good standing at the end of the preceding fiscal year shall be entitled to one voting delegate at the Annual Meeting of any General Meeting of the Association. Such delegate shall be in possession of written authorization from that Organization to vote on behalf of that Organization at that particular Meeting.

c) ~~b)~~ The President shall appoint a three person Credentials committee to check the membership status of all persons entering the Annual Meeting. Each Individual Member and each delegate for an Organization Member shall be handed a ballot form for use at the meeting, such ballot form to be handed back to the

Credentials Committee if the Member or Delegate wishes to leave the meeting before completion of the election.

ARTICLE 16 ARTICLE 18: VOTING PROCEEDINGS

a) Forty members of the Association shall constitute a quorum at the Annual Meeting.

b) A majority of the members of the Board of Trustees shall constitute a quorum for its meetings

c) At the annual meeting and at meetings of the Board of Trustees, voting for the election of Trustees, Officers or Assistants shall be by secret ballot, on the ballot papers to be prepared by the Executive Director. Where there is only one nominee for the position, the vote may be taken by a show of hands.

d) The President shall appoint tellers to count the votes. A simple majority vote shall be decisive. In the event of a tie, the President shall have a casting vote. *Why not?*
vote, the President shall break it; however, if the President has already cast a vote, the members shall vote again on the nominees who received an equal number of votes.
e) The results of secret ballots shall be announced by the President. The number of votes received by each ~~any~~ nominee will not be disclosed.

f) Following an election the President shall instruct that the ballot papers be destroyed. *Why?*
~~request a motion for the ballots to be destroyed by one of the tellers.~~

ARTICLE 17 ARTICLE 19: ENDOWMENT FUND

a) The Board of Trustees of the Association shall elect a Chairperson of the Endowment Fund who shall be a resident of the

United States ~~or Canada~~. The term of office shall be for two years and the *incumbent Chair* shall be eligible for re-election.

b) All monies received for the Endowment fund shall be deposited in the name of THE WELSH NATIONAL GYMANFA GANU ASSOCIATION INC. ENDOWMENT FUND in a bank or trust company and shall constitute the principal of the fund.

c) ~~the~~ The chairperson shall be responsible for the investing in trustee securities of any monies deemed to be surplus in the bank or trust company account and shall be responsible for the safekeeping of all securities purchased with the monies of the endowment Fund and for the receiving of all interest or dividends payable thereon.

d) ~~e)~~ The chairperson shall issue a receipt for each donation such donation being tax exempt under the Internal Revenue Code of the United States; ~~the Chair shall~~: keep an accurate record of the contributors and contributions and receipts and disbursements; shall be the custodian of all books and records pertaining to the position; ~~shall~~ submit all records and annual financial statement, including securities and investments, for audit before the Annual Meeting of the Association; ~~and shall~~ present the financial statement of the Endowment Fund at the Annual Meeting; *be responsible for the promotion of the Fund.*

e) Income derived from the principal of the endowment fund may be used to further the purpose of the Association, subject to the approval of the Board of Trustees. Any such disbursement shall be made by cheque signed by two persons so authorized by the Board of Trustees. *Why?*

f) The principal of the fund shall not be subject to disbursement except in the event of the dissolution of the Association in which case the Fund shall be deemed to be part of the general funds of the

Association and shall be disbursed in accordance with ARTICLE 21 XXXIII.

~~g) The chairperson of the endowment fund shall be responsible for the promotion of the Fund.~~

~~g) h) the chair may, subject to the approval of the Board of Trustees, delegate any or all official duties. Notwithstanding this, the Chair shall at all times be fully responsible for the assets of the Endowment Funds.~~

~~ARTICLE 18 ARTICLE 20: HONORARY AND EX-OFFICIO MEMBERS OFFICERS~~

~~a) Honorary and Ex officio members are not permitted to vote at meetings unless also an elected trustee.~~

~~b) a) The following are eligible ex-officio members of the board of trustees and may attend meetings: The President of the Women's Welsh Clubs of America while in office, shall be an Ex-Officio Vice-President of the Association, may attend meetings of the Board of Trustees but shall not be permitted to vote at such meetings unless an elected Trustee; the chairperson, or a single representative of the Sponsoring organization of the annual Gymanfa Gannu and the Chair of the Sponsoring Organization of the Regional Gymanfa Gannu, if any; the President of the National Welsh American Foundation; the President of Cymnu A'r Byd.~~

~~b) the chair of the Sponsoring organization of the annual Gymanfa Gannu and the Chair of the Sponsoring Organization of the Regional Gymanfa Gannu, if any, shall be ex-officio Vice-Presidents of the Association during the year of Sponsorship. Such persons may attend meetings of the Board of Trustees but shall not be permitted to vote at such meetings unless serving as elected Trustees.~~

c) The Board of Trustees may, at their discretion, if desired appoint one or more Honorary Presidents for a period of one year. Such a person may attend meetings of the Board of Trustees but shall not be permitted to vote at such meetings unless serving as an elected Trustee.

d) The President of the National Welsh American foundation shall be ex-officio Vice-President of the Association. Such a person may attend meetings of the Board of Trustees but shall not be permitted to vote at such meetings unless serving as an elected Trustee.

~~ARTICLE 19 ARTICLE 24: ATTENDANCE AT REPRESENTATIVES MEETINGS~~

~~a) The President or Vice President of Welsh Associated Youth ("WAY") may attend meetings of the Board of Trustees and shall be permitted to vote at such Meetings.~~

~~b) A representative from a sponsoring organization may attend meetings of the Board of Trustees for two years prior to the year of their sponsorship but shall not be permitted to vote at such meetings unless serving as an elected Trustee.~~

~~c) The President may invite the chair of any committee of the Association to attend meetings of the Board of Trustees but such Chair shall not be permitted to vote unless serving as an elected Trustee.~~

~~ARTICLE 20 ARTICLE 22: AMENDMENTS~~

~~a) The constitution may be amended by a 2/3 vote of the members present and voting at an Annual Meeting of the Association. The Amendment shall take effect immediately.~~

~~a) Any proposed amendments to the Constitution shall be submitted in writing to the Executive Director at least 30 days prior to an Annual meeting. The Executive Director Secretary shall~~

immediately mail a copy of such proposed Amendments to the members of the Board of Trustees.

ARTICLE 21 ARTICLE 23: DISSOLUTION

In the event the Association shall be dissolved, it shall be the duty of the Board of Trustees to distribute any assets on hand to such Charitable Organization or Organizations in the United States and/or Canada which qualify for exemptions as Charitable Organizations under the existing rules and regulations of the Internal Revenue Code in the United States and/or the Income Tax Act of Canada.

*ARTICLE 22 ARTICLE 24: QUORUM
THIS ARTICLE SUBSUMED INTO ARTICLE 16*

- ~~a) Forty members of the Association shall constitute a quorum at the Annual Meeting.~~
- ~~b) A majority of the members of the Board of Trustees shall constitute a quorum for its meeting~~

ADDENDA TO THE CONSTITUTION

A1: ARRANGEMENTS FOR CO-SPONSORING ORGANISATIONS

- a) Any organization or individual whose membership is in good stead shall be eligible to co-sponsor an annual National Gymanfa Gannu or a Regional Gymanfa Gannu.
- b) The co-sponsoring organization of a National Gymanfa Gannu or a regional Gymanfa Gannu, if any, shall agree to be governed by the Constitution of the Association and shall maintain the dignity and

traditions of the Association for the duration of the Annual National Gymanfa Gannu.

- c) *Hymns for the two Gymanfa Gannu sessions shall be selected from the Association's hymnal shall be used at the two Gymanfa Gannu sessions. A copy of the program, including proposed special music, for the Gymanfa Gannu sessions shall be submitted to the Secretary for approval of the Executive Committee before it is printed. All music on the Sunday of the Gymanfa Gannu shall be appropriate for a Service of Worship.*

- d) *The President of the WNGGA or his Deputy, shall National officer of the Association shall open the Sunday afternoon and Sunday evening sessions of the Gymanfa Gannu.*

- e) *A registration fee may be charged for entry into the Gymanfa Gannu by the sponsoring organization, the amount to be approved by the Executive Committee of the Association.*

- D) *The co-sponsoring organization shall submit an audited financial statement to the Secretary of the Association within three months of a National Gymanfa Gannu or a Regional Gymanfa Gannu. Fifty per cent of any surplus funds accrued from a national Gymanfa Gannu or a regional Gymanfa Gannu shall be disbursed to the Association.*

Proposed Alignment of States:

Western United States: 13

Alaska
Arizona
California
Colorado
Hawaii
Idaho
Montana
Nevada
New Mexico
Oregon
Utah
Washington
Wyoming

Central United States 17

Alabama
Arkansas
Illinois
Iowa
Kansas
Kentucky
Louisiana
Minnesota
Mississippi
Missouri
Nebraska
North Dakota
Oklahoma
South Dakota
Tennessee
Texas
Wisconsin

Eastern United States 21

Connecticut
Delaware
District of Columbia
Florida
Georgia
Indiana
Maine
Maryland
Massachusetts
Michigan
New Hampshire
New York
New Jersey
North Carolina
Ohio
Pennsylvania
Rhode Island
South Carolina
Vermont
Virginia
West Virginia

ST. DAVID'S SOCIETY OF PITTSBURGH, INC.

PRESIDENT

John R. Owen, III, Atty. at Law
/ t.

VICE-PRESIDENT

Susan Craig



June 11, 1999

SECRETARY

The Rev. Canon Richard W. Davies

228-1002

(412) 531-6541

TREASURER

Cary D. Jones, Atty. at Law
ldg.

PUBLICITY

Gloria C. Kondrat

.232

ATT:-Dr. Alan Upshall, Vice President
The Welsh National Gymanfa Ganu Association, Inc.

Tel. (412) 621-5000

Dear Dr. Upshall,-

First of all, will you kindly accept my sincere apology for this very belated response to the Agenda Item 7.5, of the Constitutional Review Committee Board Report, which was distributed at the W.N.G.G.A Meeting in Niagra Falls on the weekend of May 14 - 16, '99.

As I had previously reported to Dr. Ellis Jones, I was unable to attend this important meeting because of extensive renovation scheduled for that particular week-end because previous storm damage to my home (which is still ongoing, unfortunately). But hopefully, prayerfully, it will soon be finally resolved. And most recently, we have undergone a familial medical emergency, which resulted in putting other personal priorities on temporary hold.

However, I do hope it is not too late at this time to submit my response for the proposed amendments. Enclosed is my response to these proposals.

I'm definitely looking forward to attending the National Gymanfa Ganu in Minneapolis, Minnesota over Labor Day Weekend; and joining all Board Officers & Members & Friends of the W.N.G.G.A. for the wonderful camaraderie of this very meaningful Event!

Thank you once again for your patience in receiving this belated response to the proposed amendments. And "Diolch Yn Fawr" for all your personal & much-appreciated efforts as Vice President for our very worthwhile Welsh-American Association.

c.c.: Dr. Ellis J. Jones, Exec. Dir.

Encl. (1)

Sincerely,

Gloria C. Kondrat
Gloria C. Kondrat

RECEIVED JUN 21 1999

Constitutional Review Committee Board Member Reaction

To: Alan Upshall

FROM: Gloria C. Kondrat (*Gloria C. Kondrat*) (fill in name)

Date: June 11, 1999

Subject: Reactions to proposed amendments

Amendment 1, page 3, changing number of trustees and determining geographical distribution:

✓ Option 1. Add 3 at-large trustees to present Western US

Reaction: Favor Do Not Favor No Opinion

Comment: I personally feel if we are seeing a major increase in attendance from members & friends from the Western US at our National Events & responses from Mailings, etc. - it would seem feasible to change the number of trustees & determining geographical distribution.

Option 2. Divide USA into 3 regions with 9 trustees from East, 3 trustees from central, 3 trustees from Western

Reaction: Favor Do Not Favor No Opinion

Comment:

Amendment 2, page 13, Change in Endowment responsibility

Reaction: Favor Do Not Favor No Opinion Table for further discussion ✓

Comment: - Looking forward to further discussion at our next upcoming meeting in Minneaplis, MN.

Other Amendments--please identify page on which you have comments.

>
>
> Jack: Just a note to let you know that as of a few days ago
> Alan Upshall had not received your comments on the proposed
> constitution amendments. If you need another coy, let me know.
> His e-mail address is aupshall@hotmail.com
> Ellis J.
> P.S. What is Ray Morgan's address?
>
>
>
>
>
>

Get Free Email and Do More On The Web. Visit <http://www.msn.com>

X-From : Lynn_Owens-Whalen@richmond.sdsu.edu Sun Jun 27 11:26:51 1999
Return-Path: <Lynn_Owens-Whalen@richmond.sdsu.edu>
Date: Sun, 27 Jun 1999 10:25:21 -0700
Subject: constitution
To: [redacted]@richmond.sdsu.edu
Cc: ellis@richmond.sdsu.edu
From: Lynn_Owens-Whalen@richmond.sdsu.edu (Lynn Owens-Whalen)

Ellis mentioned that you had not received my feed back re: your recommendations for changes in the constitution. Sorry about that. I thought that I had.

So, here goes.

page 3 - I prefer the second option (ie. dividing the US into 3 sections) but could certainly live with the alternative. Rationale - with the amount of population in the US, and with our priority of increasing membership within the WNGGA, it is important to have trustee representation in all parts of the US. I think that having 3 trustees in the east, mid and west would help to do this.

page 13 I think that this does require further discussion. I would recommend postponment rather than tabling the recommendation. If you table, the recommendation is gone. If you postpone with a recommended end date to return to the board, then you have time to accumulate areas of concern and follow up with research.

So, no changes from what I thought at the mid year board meeting at least I hope not.

Am finishing my term as union President this next week and on July 2 start another 'job'. It has been quite a ride. Will call you after the 30th and we can have a chat.

Cheers !

Lynn

To: Alan Upshall <anupshall@hotmail.com>
From: Ellis Jones <ellis@minneapolis.edu>
Subject: Re: constitution review
Cc:
Bcc:

Alan: Thanks for the note. When I get it, I'll put it into format for Board and possibly Annual General Meeting format. Might save some time when we are in Minneapolis.
Ellis J.

P.S. I'm pleased with the number of responses of the Board members!

At 03:14 AM 7/4/99 GMT, you wrote:

>We have the tally of votes for the options circulated to teh board of
>trustees.

>
>They are:

>
>Option 1: Add 3 trustees at large to represent Western US

>
>For 9, Against 2 Abstentions 4

>
>Option 2: Divide USA into 3 regions etc:

>
>For 4, Against 6, Abstentions 5

>
>CHANGE in endowment responsibility

>
>For 3, Against 1 Table 9 Abstentions 2

>
>I shall amend the constitution accordingly and present changes for approval
>in Minneapolis. Ellis, I should have it to you by the end of next week. We
>need to have on the agenda the discussion about the change in endowment
>responsibility.

>alan

>

>

>

>
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>

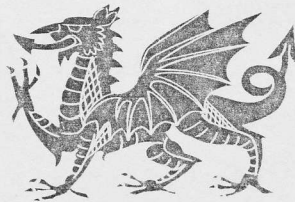
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**THE WELSH NATIONAL GYMANFA GANU
ASSOCIATION, INC.**

(Founded in 1929)

C O N S T I T U T I O N

(As Amended Through September, 1999)



"Deuwch, Canwn I'r Arglwydd"

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1 **The WNGGA Constitution**

2 ARTICLE 1 NAME

3 The name of the Association shall be The Welsh National Gymanfa Ganu Association, Inc.
4 (hereinafter referred to as "The Association").

5 ARTICLE 2 PURPOSE

6 To preserve, develop and promote our Welsh religious and cultural heritage, including but not
7 limited to the Gymanfa Ganu, and our religious and cultural traditions, and to do all things
8 necessary and proper to accomplish and enhance the same.

9 ARTICLE 3 MEMBERSHIP

10 a) Any person with Welsh lineage or any person or organization in full sympathy with
11 the stated purpose of the Association shall be eligible for membership.

12 b) The individual annual, life, and organizational dues of the Association shall be
13 proposed by the Board of Trustees and ratified by the general membership of the
14 organization present and voting at the Annual Meeting. On payment of dues each
15 member shall receive a card indicating Life or Annual membership.

16 ARTICLE 4 GOVERNING BODY

17 a) The governing body of the Association shall be a Board of Trustees, which will direct
18 the general business activities. This Board of Trustees shall be subject to direction by
19 the Association members at an annual meeting.

20 b) The Board of Trustees shall be comprised of twenty persons elected as set forth in
21 ARTICLE 6 and the President, Vice President, Secretary, Treasurer, Immediate Past
22 President and the Chair of the Endowment Fund. All board members shall have equal
23 voting rights, except the President who has a casting vote in the event of a tie. The
24 President shall chair the Board of Trustees.

25 ARTICLE 5 NOMINATING COMMITTEE

26 The Nominating Committee shall consist of the three most recent and available of the
27 Association past Presidents. The chairperson of the Nominating Committee shall be the
28 immediate past President. The Nominating Committee, acting at the direction of the Board,
29 shall prepare a slate of nominees for election to vacancies on the Board of Trustees and shall
30 also nominate persons for positions as officers of the Association.

31 ARTICLE 6 ELECTION AND ELIGIBILITY OF TRUSTEES

32 a) Trustees shall be elected by the members of the Association at an Annual Meeting for
33 a three-year term. A trustee completing two consecutive three-year terms shall not be
34 eligible for re-election for the following two years.

35 b) In the event of the resignation or death of a trustee, an election to fill the vacancy for
36 the balance of the unexpired term shall be held at the following Annual Meeting.

37 c) Only persons who have been members of the Association for at least the three years
8 preceding their nomination shall be eligible for election to the Board of Trustees.

- 1 d) All nominees for the position of trustee must either be present at the election or have
2 indicated in writing to the Chairperson of the Nominating Committee a willingness to
3 serve. Without such, nominations may not be presented at the Annual Meeting.
- 4 e) Six trustees shall be residents of the Western United States west of the Mississippi
5 river. Nine trustees shall be residents of the Eastern United States east of the
6 Mississippi river. Five trustees shall be residents of Canada.

7 ARTICLE 7 ELECTION AND ELIGIBILITY OF OFFICERS

- 8 a) The Board of Trustees shall elect a President, Vice President, Secretary, and
9 Treasurer, who shall be known as the officers of the Association. Only persons who
10 have been members of the Association for at least the preceding three years shall be
11 eligible for election as an officer but it is not required that they be serving on the
12 Board of Trustees at the time of their nomination and election to office.
- 13 b) No nomination for an officer of the Association shall be made without having obtained
14 the consent of the nominee for that office.
- 15 c) The President, Vice President, and Secretary shall be residents of either the United
16 States or Canada.
- 17 d) For practical considerations such as financial and bonding requirements, the Treasurer
18 and Executive Director shall be residents of the United States.
- 19 e) The President shall serve one term of two years duration. A President shall not be
20 eligible for a second term or for election as any officer of the society for at least two
21 years following the end of the term as President.
- 22 f) The terms of service for the Vice President, Secretary, and Treasurer shall be for two
23 years and they may be re-elected to their respective offices or elected to other offices
24 following the completion of this term.
- 25 g) If elected an officer of the Association, a trustee shall relinquish the trusteeship, and
26 the vacancy shall be filled at the following Annual Meeting as provided in ARTICLE
27 6 b).
- 28 h) No one shall hold two offices at the same time except that in the event of the
29 resignation or death of an officer or an inability to serve, the duties may be
30 temporarily performed by another officer until a successor is elected by the Board of
31 Trustees to complete the unexpired term.

32 ARTICLE 8 ASSISTANTS

- 33 a) The Board of Trustees may elect from the membership of the Association any
34 assistants it deems necessary. The term of office of such an assistant shall be two
35 years with eligibility for re-election.
- 36 b) An elected assistant shall perform such duties as may be assigned by the Board of
37 Trustees. However, such duties shall in no manner conflict with the power or duties
38 of any trustee or officer, or the Chairperson of the Endowment Fund.

- 1 c) An elected assistant may attend meetings of the Board of Trustees but, unless an
2 elected trustee, shall not be permitted to vote.

3 ARTICLE 9 EXECUTIVE COMMITTEE

- 4 a) The Executive Committee shall be comprised of the President, Vice President,
5 Secretary, Treasurer, and one Member-at-Large elected by and from the Board of
6 Trustees. The term of office of the Member-at-Large shall be two years. The elected
7 Member-at-Large shall not be eligible for re-election as Member-at-Large of the
8 Executive Committee until two years have passed after completion of a previous term
9 in this capacity.
- 10 b) The Executive Committee shall meet as deemed necessary by the officers and, at their
11 direction, may invite other members of the Board of Trustees, the Executive Director,
12 and/or Assistants or Committee Chairs to meet with them.
- 13 c) The Executive Committee shall have the authority prescribed by the Constitution and
14 as may be further set out by the Board of Trustees.
- 15 d) The Executive Committee shall be responsible for carrying out the business of the
16 Association and exercising a general supervision of the affairs of the Association
17 between meetings of the Board of Trustees subject, however, to the control of the
18 Board of Trustees. Minutes shall be taken of all Executive Committee meetings and
19 shall be mailed to the trustees within 30 days following the meeting date. In the event
20 that decisions need to be made between formal meetings, the President has the
21 authority to canvass all Executive Committee members and approve a course of action
22 following majority agreement. This decision shall be circulated to the board members
23 within 10 days.

24 ARTICLE 10 DUTIES OF OFFICERS

- 25 a) President. The President shall preside at all business meetings of the Association and
26 shall appoint any committee deemed necessary for the furtherance of the purpose of
27 the Association with the exception of the Nominating Committee. The President shall
28 be an ex-officio member of any such committee, with the exception of the Nominating
29 Committee, but shall not be permitted to vote at meetings of such committees. The
30 President shall perform all other duties incumbent upon the office as President or that
31 may be reasonably required by the Executive Committee or the Board of Trustees.
- 32 b) Vice President. In the absence of the President, the Vice President shall preside at
33 business meetings of the Association. The Vice President shall perform any other
34 duties that may reasonably be required by the President, the Executive Committee, or
35 the Board of Trustees.
- 36 c) Secretary. The Secretary shall
- 37 1) record the minutes of the Annual Meetings, the meetings of the Board of
38 Trustees, and the Executive Committee meetings;
- 39 2) mail copies of all minutes to all members of the Board of Trustees within 30
40 days after the meetings;

- 1) present, and when required, read the minutes of previous meetings at the Annual Meeting and at meetings of the Board of Trustees and Executive Committee; and
 - 2) perform all other duties incumbent upon the office or that may reasonably be required by the President, the Executive Committee, or the Board of Trustees.
- d) Treasurer. The Treasurer shall
- 1) deposit funds in the name of the **Welsh National Gymanfa Ganu Association Inc.** in a bank or trust company;
 - 2) work closely with the Executive Director in ensuring the depositing of revenues received in the International Headquarters;
 - 3) make all necessary disbursements by check signed by two persons so authorized by the Board of Trustees;
 - 4) keep an accurate record of all receipts and disbursements and shall be the custodian of books and records pertaining to the office;
 - 5) submit the books and Annual Financial Statement for audit before the Annual Meeting of the Association;
 - 6) present the annual financial statement at the Annual Meeting; and
 - 7) perform all other duties incumbent upon the office or that may be reasonably required by the President, the Executive Committee, or the Board of Trustees.

ARTICLE 11 EXECUTIVE DIRECTOR

- a) The Board of Trustees shall elect an Executive Director whose term will be for three years at a time and will be renewable at the discretion of the Board of Trustees.
- b) The Executive Director cannot be an elected member of the Board of Trustees but shall be an ex officio member of the Board of Trustees and all committees of the Association (except the Nominating Committee) without vote.
- c) The Executive Director shall be responsible for the operation of the International Headquarters. The Executive Director will
 - 1) in conjunction with the Association Treasurer, ensure that an operational budget for the upcoming year is presented at the Annual Meeting of the Board of Trustees;
 - 2) inform the Treasurer of bank deposits made in respect of membership dues;
 - 3) maintain an accurate record of the membership and issue membership cards as necessary;
 - 4) be the custodian of all books, records, and property of the Association pertaining to the office;

- 1 5) ensure that all members of the Board of Trustees have a list of communication
2 addresses of each trustee;
- 3 6) be responsible for the general correspondence of the Association;
- 4 7) arrange for the preparation of sufficient copies of the minutes of the Annual
5 Meeting for distribution to the members present at the next Annual Meeting of
6 the Association;
- 7 8) prepare ballot papers for use at the Annual Meeting; and
- 8 9) perform all other duties that may reasonably be required by the President or
9 the Executive Committee or the Board of Trustees.
- 10 d) Compensation, if any, to the Executive Director shall be determined by the Board of
11 Trustees.

12 ARTICLE 12 AUDITORS

- 13 a) Two auditors for the ensuing year shall be elected at each Annual Meeting of the
14 Association. In the inability of one or both of them to act at the time the audit is to
15 take place, the President shall appoint a substitute or substitute.
- 16 b) The fiscal year of the Association shall end on June 30.

17 ARTICLE 13 MEETINGS AND VENUE

- 18 a) The Board of Trustees shall meet at least twice a year as close as possible before and
19 as close as possible after the Association's Annual Meeting, the time and place to be
20 designated by the Executive Committee. The Executive Director shall advise the
21 Trustees of the time and place of such meetings.
- 22 b) The Annual Meeting of the Association shall be held on the same weekend and at the
23 same place as the Annual Gymanfa Ganu, normally on Saturday at 9 a.m. Any
24 change must be approved by the Board and communicated to the members at least 30
25 days in advance. Forty members of the Association shall constitute a quorum at the
26 Annual Meeting.
- 27 c) Special meetings of the Board of Trustees may be called by the President or by a
28 majority of the members of the Board of Trustees. Notice of such meetings shall be
29 mailed 30 days in advance and shall state the purpose of the meeting. A majority of
30 the members of the Board of Trustees shall constitute a quorum for its meetings.
- 31 d) Should it be necessary to canvass the views of the trustees and/or take a vote on any
32 matter between meetings of the Board, this shall be done by the President or the
33 Executive Director either by first class mail, electronic mail, or facsimile
34 correspondence. Information of a confidential and sensitive nature, including financial
35 information, is not to be transmitted by electronic mail.
- 36 e) The venue of the annual National Gymanfa Ganu shall be decided by the Board of
37 Trustees four years in advance, if possible, from the invitations extended to or
38 received from eligible co-sponsors and after complete investigation of the facilities to
39 be used and of the capabilities of the co-sponsoring committee. The President shall

1 appoint one member from the Executive Committee and one from the Board of
2 Trustees to make this evaluation.

3 f) In the event that no suitable venue has been identified two years ahead, the Board of
4 Trustees will invite a co-sponsor in a city of their choice or shall themselves form a
5 Sponsoring Committee for that particular year.

6 g) The annual Gymanfa Ganu shall be held on Labor Day weekend or at such other time
7 as the Board of Trustees shall deem suitable. A Worship Service shall be held on the
8 Sunday Morning and a Gymanfa Ganu on the Sunday Afternoon and Sunday Evening.
9 Any change in this format requires the approval of the Board of Trustees.

10 ARTICLE 14 ELIGIBILITY TO VOTE

11 a) Voting by proxy shall not be permitted at any business meeting of the Association.

12 b) Any individual member in good standing at the end of the preceding fiscal year shall
13 be eligible to vote in person at the Annual Meeting or any General Meeting of the
14 Association. Any Organization Member in good standing at the end of the preceding
15 fiscal year shall be entitled to one voting delegate at the Annual Meeting or any
16 General Meeting of the Association. Such delegate shall be in possession of written
17 authorization from the Organization to vote on behalf of that Organization at that
18 particular meeting.

19 c) The President shall appoint a three-person Credentials Committee to check the
20 membership status of all persons entering the Annual Meeting. Each individual
21 member and each delegate for an Organization Member shall be handed a ballot form
22 for use at the meeting, such ballot form to be handed back to the Credentials
23 Committee if the member or delegate wishes to leave the meeting before completion
24 of the election.

25 ARTICLE 15 VOTING

26 a) At the Annual Meeting, voting for the election of Trustees shall be by secret ballot on
27 ballot papers prepared by the Executive Director. Where there is only one nominee
28 for the position, the vote may be taken by a show of hands. Officers of the
29 Association are elected at Board of Trustees meetings by the same procedures.

30 b) The President shall appoint three persons to count the votes. A simple majority vote
31 shall be decisive. In the event of a tie, the President shall have a casting vote.

32 c) The results of the secret ballots shall be announced by the President. The number of
33 votes received by each nominee will not be disclosed.

34 d) Following an election the President shall instruct that the ballot papers be destroyed.

35 ARTICLE 16 ENDOWMENT FUND

36 a) The Board of Trustees of the Association shall elect a Chairperson of the Endowment
37 Fund who shall be a resident of the United States or Canada. The term of office shall
38 be for two years and the incumbent shall be eligible for re-election.

- 1 b) All monies received for the Endowment Fund shall be deposited in the name of **The**
 2 **Welsh National Gymanfa Ganu Association, Inc. Endowment Fund** in a bank or
 3 trust company and shall constitute the principal of the Fund.
- 4 c) The Chairperson shall
- 5 1) issue a receipt for each donation such donation being tax exempt under the
 6 Internal Revenue Code of the United States;
 - 7 2) keep an accurate record of the contributors and contributions and receipts and
 8 disbursements;
 - 9 3) be the custodian of all books and records pertaining to the position;
 - 10 4) submit all records and annual financial statement, including securities and
 11 investments, for audit before the Annual Meeting of the Association;
 - 12 5) present the financial statement of the Endowment Fund at the Annual Meeting;
 - 13 6) be responsible for the investing in trustee securities of any monies deemed to
 14 be surplus in the bank or trust company account and shall be responsible for
 15 the safekeeping of all securities purchased with the monies of the Endowment
 16 Fund and for the receiving of all interest or dividends payable thereon; and
 - 17 7) be responsible for the promotion of the Fund.
- 18 d) Income derived from the principal of the Endowment Fund may be used to further the
 19 purpose of the Association, subject to the approval of the Board of Trustees. Any
 20 such disbursement shall be made by check signed by two persons so authorized by the
 21 Board of Trustees.
- 22 e) The principal of the Fund shall not be subject to disbursement except in the event of
 23 the dissolution of the Association in which case the Fund shall be deemed to be part
 24 of the general funds of the Association and shall be disbursed in accordance with
 25 ARTICLE 20.
- 26 f) The Chairperson may, subject to the approval of the Board of Trustees, delegate any
 27 or all official duties. Notwithstanding this, the Chairperson shall at all times be fully
 28 responsible for the assets of the endowment funds.

29 ARTICLE 17 HONORARY AND EX-OFFICIO OFFICERS

- 30 a) The Board of Trustees has the authority to appoint Honorary Presidents who will
 31 serve for a period of one year. Also they can appoint ex-officio Vice Presidents to
 32 the Board in recognition of services in other Welsh organizations. Such persons are
 33 able to attend board meetings and express opinions but are not permitted to vote at
 34 meetings unless also an elected trustee.
- 35 b) The following have been so appointed:

36 Ex Officio Vice Presidents:

37 The President of the National Welsh American Foundation

The President of Cymru A'r Byd.
The President of the Women's Welsh Clubs of America

ARTICLE 18 ATTENDANCE OF OTHERS AT REPRESENTATIVES MEETINGS

- a) The President or Vice President of Welsh Associated Youth ("WAY") may attend meetings of the Board of Trustees and shall be permitted to vote at such meetings.
- b) A representative from a co-sponsoring organization may attend meetings of the Board of Trustees for two years prior to the year of their co-sponsorship but shall not be permitted to vote at such meetings unless serving as an elected trustee.
- c) The President may invite the chairperson of any committee of the Association to attend meetings of the Board of Trustees but such chairperson shall not be permitted to vote unless serving as an elected Trustee.

ARTICLE 19 AMENDMENTS

- a) The constitution may be amended by a 2/3 vote of the members present and voting at an Annual Meeting of the Association. The amendment shall take effect immediately.
- b) Any proposed amendments to the Constitution shall be submitted in writing to the Executive Director at least 30 days prior to an Annual Meeting. The Executive Director shall immediately mail a copy of such proposed amendments to the members of the Board of Trustees.

ARTICLE 20 DISSOLUTION

In the event the Association shall be dissolved, it shall be the duty of the Board of Trustees to distribute any assets on hand to such Charitable Organization or Organizations in the United States and/or Canada which qualify for exemptions as Charitable Organizations under the existing rules and regulations of the Internal Revenue Code in the United States and/or the Income Tax Act of Canada.

ADDENDUM TO THE CONSTITUTION

ARRANGEMENTS FOR CO-SPONSORING ORGANIZATIONS

- 1. Any organization or individual whose membership is in good stead shall be eligible to co-sponsor an annual National Gymanfa Ganu.
- 2. The co-sponsoring organization of a National Gymanfa Ganu, shall agree to be governed by the Constitution of the Association and shall maintain the dignity and traditions of the Association for the duration of the annual National Gymanfa Ganu.
- 3. Hymns for the two Gymanfa Ganu sessions shall be selected from the official hymnal of the Association. A copy of the program, including proposed special music for the Gymanfa sessions, shall be submitted to the Executive Director for approval of the Executive Committee before it is printed. All music on the Sunday of the Gymanfa Ganu shall be appropriate for a Service of Worship.

- 1 4. The President of the WNGGA or a designated representative shall open the Sunday Afternoon
2 and Sunday Evening sessions of the Gymanfa Ganu.
- 3 5. A fee may be charged for entry into the Gymanfa Ganu, the amount to be approved by the
4 Executive Committee of the Association.
- 5 6. The co-sponsoring organization shall submit an audited financial statement to the Association
6 within three months of a National Gymanfa Ganu. Fifty per cent of any surplus funds
7 accrued from a National Gymanfa Ganu shall be disbursed to the Association.

9/26/98

Alf, my first pass suggestions: I wanted you to have these now as I am out of town quite a bit over the next 6 weeks. I will continue to read and if I have more suggestions I will let you know.

Alan Upshall: Review of Constitution of WNGGA

Article I: No change

Article II: no change

Article III: No change

Article IV: This article should not be in the constitution. It more correctly should be in a signed agreement between the Association and the sponsoring organization. Iva is appropriate, but the problem is that it sticks out in the sequence without any explanatory relevance. Article II defines all Welsh cultural purposes and yet we are now specifically focussing on a Gymanfa. Iia is relevant but I believe the article should be later in the constitution. Focus on the structure of the WNGGA first.

Article V. Similarly to the above, the relevant parts of this should come in later in the constitution, within an article specifically related to the mounting of a Gymanfa Ganu. Is it a bit dated now to be responsible for regional Gymafaoedd Ganu. We in the Northwest run our own regional. I would prefer to omit the WNGGA from organizing regionals.

Article VIb. There is a conflict between this and article XVIIIb, in respect of voting of the president. In VIb it states that everyone on the board has equal votes. In XVIII it says this but also gives the president a casting vote if he has not already voted, which of course under VIb he should have done. I would change VIb to read that the president has a casting vote in the event of a tie and change XVIIIb accordingly to match. In essence either give him a vote equal to the rest of the board or give him the casting vote.

Article VII: No change

Article VIIIe: We should change the geography. 3 members from the Western states of WA, OR, CA, AZ, UT, NM, Id, CO and WYO Mont, AL and Hawaii. 3 from NDAK, SDAK, Neb, Kan, OK, TX, LOU, ARK, Miss, Ill, Iowa, Minn, Wis, Tenn, Miss, Ken, ALA. 6 from the rest on the east coast.

Article IX c and d. This should read that all officers must be resident of the US or Canada.

Article XIIc: Executive director. This paragraph should simply state that the executive director duties are those defined by the board and laid out in a specific written job description reviewed annually by the board. The specific job description should be outside of the constitution, otherwise we have to keep changing it.

Article XIIIc: We should change this to "the secretary shall read specific sections of minutes at the Annual meeting.....when asked to do so by the president." Under normal circumstances, there should be a proposal that the minutes of the previous meeting be accepted without verbal presentation.

Article XVc: by first class mail, facsimile or electronic mail, where appropriate.

Article XVd and e, invert these two. (Additionally, this should be stated in the signed agreement between the WNGGA and the sponsoring society.)

Article XVIIIId: Is it necessary to have a motion for this?. Why not say that the secretary shall ensure that all voting slips are destroyed by one of the tellers

Notes for Constitutional changes:

1. I have deleted some articles and hence the article numbers have changed
2. Old Articles 4 and 5. I think that these are out of position. The constitution should concentrate on WNGGA before other issues. I have placed article 4 as an addendum to the constitution, since it really is separate and details how we interact with the co-sponsoring organization and article 5 into article 13 since it relates to meetings
3. New Article 4 a. Reworded for clarity
B. seventeen changed to 20 as an increase in the number is proposed. Also changed to clarify the voting position of the President. This proposed change gives the Pres a vote only in the event of a tie.
4. New Article 5. Clarified for wording.
5. New article 6, c and d clarified for wording. Included a proposal for removal of trustee from board

In e) there is proposed a major change in trustee distribution. Alf has done much research into numerical equivalence of trustees to members across all states. I believe that Alf and I agree that if we can get close to equivalence on a regional basis we should be satisfied. Alf and I have corresponded a lot over his issue and I have included in these proposals a change in geographical description for trustees and have divided the country into 3 sections. I understand that this may not be the way to go, but as chairman I propose this as an alternative to just increasing the number of West trustees by 3. This is wide open for discussion. I include Alf's analyses also.

6. New Article 7 d) I have explained the reason for the proposed change in country of origin of the treasurer
e) and f) Changed for clarity
7. New Article 9a , changed for clarity.
8. New article 10. I have padded the list of duties of the Exec Director mainly to include responsibility for operational budget, to give him the ability to deposit money in the bank. I have also changed the structure of the paragraph, to make it easier and more economical in words.

I have subsumed old d) into c)

9. New article 11. I have clarified b). Also I have reorganised c) to match the style of that for duties of exec director. I have proposed changes in the reading of minutes. I have reorganised d) in the same style.

10. New article 13 c. I have included the proposal that we use e mail or fax as alternatives, with security provisos. e) has been clarified
11. New article 14b) has the change in date of fiscal year.
12. New article 15. The order of the paragraphs has been changed to help the text.
13. New article 16d) clarifies role of president and makes it compatible with his vote used only in event of tie. In f) I propose removing the requirement for a motion from the floor to destroy ballots.
14. New article 17a. Removal of Canada from possible chair occupancy. I would like comment on this, because I think this might alienate more those North of the border. It is a burden on our treasurer but I would like to see the monies side of the Endowment handled buy our treasurer and then the administration can be handled by anyone. I have changed the structure of 17d) to be like the other responsibility lists.
15. New article 18 This section has been changed primarily for clarity. I have listed those who are ex officio, rather than giving each a separate article.
16. Old article 24, Quorum. I have subsumed this into new article 16 where it fits.
17. All other changes are made for clarity and ease of understanding (at least to me).

Fax to Alf Reese at [REDACTED]

From Alan Upshall at [REDACTED] 1/200

7 April 1999

Dear Alf, Happy Easter (belated) but I'm still busy.. Anyway finally found time to go through your comments and thanks for the corrections. One or two mistakes always creep through.

To go through your letter in order

Article 6 c. Clearly I am not enabling my thoughts into words, so I will remove the second sentence for now and rethink it over time. This is not critical.

Article 9a . Agreed

Article 9d. I see the problem If we change board to Ex com then the change is valid. I will also change the reason to go for the original meaning.

Article 10c iv. What I am trying to do is to circumvent the reading of the whole minutes and also to make any request for a reading of sections of the minutes to go through the chair, (who may not allow the request).

Article 10dii Change 'membership fees' to 'revenues' will solve the problem.

Article 10dviii. Come back to this under article 16

Article 11cii This, I think, is reciprocal to the treasurer duties rather than a duplication.

I actually believe that procedures have to emerge from these functions and one of the aims is for the board to make sure that these procedures are in place by requesting the responsible people to create them.

Article 11 c vii and viii. One of my mistakes, thanks

Article 11c ix will do.

Article 13 e Agree, a carry over error. As I said right at the beginning, I cannot see a role for the WNGGA in controlling regionals. Your rewrite of the first sentence is good. And for 13f.

Article 15 a and b Will move.

Article 15c I will insert "of trustee"

Article 16. The issue of endowment and control of funds. In the 1994 rewrite, the chair of the endowment committee had full responsibility including financial and investments. If we do not change that, we have a contradiction within the new constitution . The message from Columbus, and hence the changes in the constitution, was that for bonding and financial requirements the treasurer had to come from the US (article 7d). It follows therefore that for the same reasons the control of the endowment funds has to come into the US. The problem (as I pointed out in my Feb letter, with reference to a possible slight to the Canadians) is that we should not exclude a Canadian from chairing the endowment committee and Myfanwy has done a great job. The only way out is to bring the financial side of the endowment fund over into treasurer functions and then anyone is able to administer the fund, including the collection and awarding of money, and then to work

closely with the treasurer with disbursements and deposits as with exec dir). I had a worry about the treasurer point of view to this, which is why I sent it to David specifically saying that there were issues which affected him. David has not responded, so I am assuming that he is OK. (I also realize that that may not be valid assumption but we have to move forward). Howard has responded and has raised no issue.

To overcome the internal contradiction I think we have to split the functions.

Article 17a done

Article 17b done

Addendum A1b 'If any' deleted. The issue is what will happen if they do not agree? Presumably we will not agree to co sponsor with them and therefore go elsewhere. As we are moving forward into the co-sponsorship role, I am looking ahead and making the assumption that the cosponsors will have a more binding agreement on the respective functions and financial responsibilities. If I were to run an event under a co-sponsorship agreement I would want in writing exactly what the cosponsors will do, hence a contract which will have to be signed by both parties.

Addendum A1 e. I think that this is straight forward. I have not proposed that someone can get into the Gymanfa for \$5. The proposal is that the ex com decides an appropriate fee for entry. Columbus and Milwaukee were charging the registration fee which is appropriate and I would expect that to happen every time. I think this concept needs to be in the constitution. In Bellevue we were stopped from charging a fee to enter the Gymanfa.

Last paragraph. I actually do not see this as a question of acceptance of arguments. As I said in the accompanying letter last time, I see two viable alternatives which I believe the board should consider. I reiterate that I see a case for my opinion in that in a membership drive, having trustees closer to the centers of recruitment is an advantage. I have no other reasons than this, and for all to discuss the issue.

My intention was to present both cases (which are founded on the same data) for a recommendation to go forward to the main meeting in Minneapolis. We can go two ways. Either we do that, or if you wish I will present only your case for increasing the membership up to 20 people, the extra members coming from west of the Mississippi. I do not want a protracted meeting either. It is interesting that no one has commented on either alternative.

I wish to get this to Ellis by the weekend so he can circulate to the board. Please let me know what you want to do.

Regards
alan