

# NORDECKE BYLAWS REVISION FORUM

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Location: Columbus Metropolitan Library – Driving Park Branch (1422 E Livingston Ave)

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Date: May 21, 2024 at 6:00pm

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## PUBLIC SESSION

### I. ATTENDANCE

**Board:** Katie Sherer, Chris LaMacchia, Heather Giles, Scott Spencer, Brad Holloway, Bud Tyler.

**Deputies & Senior Leadership:** Natalie Gallagher, Kaitlin Francis, Nick Chernick, Norm Groves, Ryan Wilber, Kevin Clark.

**Public:** Jo Rodgers, Brent Miller, Pat Giles.

**Online:** Cara Grigsby, Heithem El-Hodiri, Brian Lenoy, Morgan Hughes, Emily Kegg, Allison McKinley, David Foust, Melanie Brown, Bart Logan, Scott & Jen Gorslene, Jason Hoover, Mike ?.

Time stamps listed refer to Zoom recording on Nordecke Youtube channel.

### II. FEEDBACK SUBMITTED VIA EMAIL (DOCUMENT PUBLISHED PRIOR TO MEETING)

We'll start by going through the feedback that was submitted via email and discussing it.

[3 sections – bylaws revision proposal content, revision process, grammar/punctuation/terminology]

#### BYLAWS REVISION PROPOSAL CONTENT

Member 1 (a-d), Member 2 (e), Member 3 (f-j), Member 4 (k)

##### Member 1

- a. [1:55] Add “transphobia” to list or is it covered under bigotry?  
[Member 1 submitted] Section 1.1.3.: I would really prefer to have a specific mention of transphobia in the list of prohibited behavior. While it is covered under “bigotry,” that’s true for every other named form of discrimination. Our transgender community deserves specific mention, especially in the context of the political and legislative climate in Ohio and the political leanings of ownership.
  - i. Discussion about including that word specifically (like we do for racism, xenophobia, homophobia, sexism), or making list more generic to be more inclusive overall. Suggestion to check federal language regarding protected classes. Suggestion to use “including but not limited to...” before list
- b. [7:33] Voter age – how to verify?  
[submitted] Section 4.2.d.6.a: how will the age of the voter be determined/verified?

- i. New document proposes 21 to run for position (currently 18), proposed 14 to vote
  - ii. Question from Brent: where did 14 come from? Heithem (bylaws committee) said it seemed like a good age, since people under 18 can be involved and should get a vote.  
Question: how many youth members do we actually have?
  - iii. Heather says we don't currently collect ages when people buy memberships, discussion about whether it matters, do we think people are buying memberships for kids solely to vote on their behalf? No.
  - iv. Considering all that, do we think voting age is necessary? Current bylaws say you have to be able to vote on your own, which was enforceable when we voted in person but not online. We have no way to police this beyond 1 vote per membership, 1 membership per email address.
  - v. **Decision to remove that revision from the bylaws proposal**
- c. [15:42] Ties and non-majority votes?  
[submitted] Section 4.2.d.6.f: What happens in the event of a tie or a non-majority vote (e.g., a plurality if three or more candidates exist)
- i. Had a lengthy conversation with Bart, David, Chris about this and GCGBAG's bylaws suggestions. Discussion about changing this wording to ranked-choice voting (ElectionBuddy has different term). They [Bart and David] are working to create language for this revision, using the terminology ElectionBuddy uses.
  - ii. Ranked choice voting ensures a majority. Bit more complex than standard, but better option. We can provide resources to explain Ranked Choice voting to make sure they understand. Brad summarizes. Eliminates ties/pluralities and eliminates need for a run-off vote.
  - iii. Heather reiterates that run-off vote will draw out the election timeline during an already short off-season.
- d. [19:02] Meeting frequency (as listed in bylaws)  
Section 5.1.2, "regular meetings" is way too non-specific. Offer a minimum number (e.g., no less often than quarterly, monthly) so there is an expectation.

- i. Current bylaws say monthly, proposal doesn't specify a number.
- ii. Chris says the idea is to give added flexibility. Any good board should still have monthly meetings. But there may be times that people can't physically get together. For us, June meeting is virtual. Understand hesitation that removing requirement will result in fewer meetings.
- iii. Heather asks do we put a minimum? Like minimum of 10 per year, up to board to set cadence, still allows flexibility. Or put language about rescheduling in a certain timeframe?  
Jo agrees that minimum of 10 sounds good, can remove one if not necessary (or people are super busy like December holidays).
- iv. Chris suggests minimum 12, 10 of which must be in person. Still allows flexibility.
- v. Allison (zoom) says Board positions were described as second jobs, need to be able to attend meetings. Heather says it's not personal schedules, it's soccer schedules and other events.
- vi. [38:12] revisited due to Zoom chat conversation – general consensus is “pick a date and stick with it”. Wanting to go to a Crew 2 game is not a valid reason to change a board meeting. Heather and Katie respond that this board picked first Thursdays but that may not work for subsequent Boards. Natalie points out that the July meeting would fall on a federal holiday, which is a valid reason. People didn't just want to go to the game, but some members of the Board and Leadership are actively involved in Crew 2 supporters group and gameday. If there was a Crew home game, we would reschedule. The bylaws only say we meet once a month and give the date 5 days beforehand.  
Katie said lawyer recommended making things less strict and more general, otherwise you can't change it. If there's a date that people can't make, now there's not a quorum.  
Heather said during busy game stretched (Sat-Wed-Sat) we may change the date to a better one.

## Member 2

- e. [24:24] *Email conversation between Katie and Member 2 about Treasurer position – Jo Rodgers identified herself during the meeting as the sender*

**M:** I have two concerns with the changes that popped immediately to mind when I saw the proposal.

1. Treasurer should be appointed not voted. It is too critical of a role to end up with someone who is not the most qualified possible. I know this well from experience in the role. If you make Treasurer and Secretary both appointed, non-voting roles you will ensure financial integrity and keep the needed odd number of voting.
2. The new terms should begin with the 2025 election with all 11 roles running - half for 1 and half for 2 year terms. This needs to be spelled out in the document. The Board proposing changes that impact current Board roles is not something that will promote trust in the organization.

**K:** Just to clarify your first point so I make sure I understand. Are you suggesting leaving at the 9 elected and then the Secretary and Treasurer would be appointed (not necessarily from the elected) and non-voting, more like the current senior leadership positions or the appointed officers described in the bylaws?

The intent was that the Secretary and Treasurer would not be an added role/responsibility to an elected Director position (as the current bylaws are written) since the workload has increased. I completely agree that the Treasurer is an important role for maintaining financial integrity, so your input is much appreciated (especially since you've served in that position).

**M:** Yes. I know that keeping the voting Board at an odd number is important. I feel strongly that the Treasurer cannot be an elected role - I have a story I will tell when there is a public forum for feedback

that shows exactly why - as it is a huge risk for the organization if someone less than fully qualified - but generally well liked - runs and wins. To keep the voting membership at an odd number, making Secretary appointed too keeps that balance. (But I have no strong feelings about the Secretary role - just proposed that for the balance.) As appointed roles, both would be non-voting. And I totally agree that the Treasurer role should not be tied to another Board role. Secretary could go either way.

- i. [24:53] Jo elaborates on her time as treasurer and says people don't understand all of the work that goes in, not just paying and balancing books but following tax and other laws for a non-profit. Does not want a role that important to be voted with a chance of it being a popularity contest.
- ii. "I didn't know what I didn't know", and doesn't want someone to get elected without knowing and have catastrophic results. Don't want to see the organization get to that point where we have to dig ourselves out again. Ideally we don't want the treasurer to turn over often or at all. Should be a non-voting member of the Board (so a non-elected person doesn't get a vote).
- iii. Heather said they discussed that last night – options to elect them but remove term limit, other ideas. Pat shares story from college fraternity where board of directors was embezzling, was only caught due to institutional knowledge.
- iv. [29:24] Natalie brings up that current bylaws require Treasurer to be appointed from one of the elected board members. Jo doesn't like that, since Board may not have any accountants. Hopefully we can improve the position separation with this revision.
- v. Bart (zoom) – said one idea they had, if we go to a longer-term treasurer, was to require regular audits from an outside entity every 5-7 years to keep us honest.
- vi. Bud said we can look into best practices from other 501c organizations for best language to put in bylaws.
- vii. Natalie brings up that current bylaws say Treasurer is a legal signatory, which is why they have to be someone who's elected. We should check with the lawyer to see if there are legal requirements for who can be the signatory for a non-profit. Second, bylaws currently allow the Treasurer to appoint an Accountant, which could allow us to get around that. Treasurer is legal signatory and selected from Board, Accountant helps. We haven't had one in recent years that I know of. Jo says if Treasurer doesn't understand full scope, they can't check if someone else is doing their job correctly.
- viii. [36:48] New terms – would be starting in 2025, with half of them running for 1-year and half for 2-year positions. This should be spelled out in document.  
Katie and Heather – needs to be announced but not included in bylaws themselves, since it wouldn't apply after this year. Document already spells out which will be elected in odd and even years.

### **Member 3**

f. [40:35] *Concerns about revisions and process*

My biggest concern is that it was not necessary to spend significant amounts of time and money to basically extend the term limits of the current board. It seems like that was the bulk of the amendment. I would like the board to disclose how much money was spent to make these changes?

- i. Katie - The money was not for bylaws changes, it was for making sure we're upholding our duties as a 501c7. None of it was for term limits. Bud clarifies total cost was about \$2300. Heather said this was not to extend term limits of current board, but to try to avoid knowledge loss with board turnover. We experienced that post-Roe when people left.
- g. [42:30] I have questions about how the board decided on which positions are up for election in the odd or even year as it seems like those positions were aligned deliberately
  - i. Heather – yes, they were chosen deliberately. Didn't want Chair and Comms to go at the same time since those are our primary communications with the FO. Don't want both Gamedays going at the same time, so the experienced one can help teach the new one. Didn't want Chair and Treasurer at same time since they're the legal signatories. Once there wasn't a counterbalance, we just assigned them to be even.  
Jo – and that's why it should go into effect for new elections, to eliminate any suspicions. It's a great idea. With how it's set up now, you do run the risk of the entire board going and new board coming, and that's not ideal.  
Katie – the intention when we started was the bylaws were supposed to go out for a vote last season. Things got pushed back by lawyer timings and playoffs and it was already election cycle.
- h. [44:34] When I bought my membership I bought it with current bylaws in place and understood that the board directors would be elected every year. When I voted in the previous election I voted for board members terms of 1 year. I do not agree to extending board terms without a new election. This seems like an issue the paid attorney should have addressed as it changes the outcome of what was voted on and agreed to when memberships were purchased in the middle of a term. When we last amended the bylaws we did so before a new board was elected and before memberships were made available at the end of our term.
  - i. Heather – we dealt with that
- i. [45:06] Knowing that the majority of the current board was appointed in secret it seems there needs to be a more transparent process to those appointments and to make the membership aware when a position is vacant instead of just appointing friends of the current board members to vacant positions. At one point when some of the current board members were appointed it was done without a minimum number of official directors positions filled in order to conduct official business as it was. I would like to see additional language in the bylaws that would address that issue.

- i. Katie – I'd like to know who was appointed at a minimum
- ii. Brad – I was the first one appointed when things were going on when the previous Merch Director stepped down. I was appointed because I ran for the NorOnTour position, they reached out and said they thought I'd fit in well for Merch with my background and full-time job. Then slowly after that, someone left, and someone new was appointed. There was never less than a quorum when new people were appointed. I believe you [Jo] were still on when I was appointed, then someone left between when I came on and you left, and we appointed someone directly after. In saying they were appointed in secret, I'm going to argue against that.

Heather – currently no Directors were appointed. Unless they're talking about senior leadership, but those are up to each elected person to appoint. Regardless of whether it's your best friend or your running appointed, you get that choice.

- iii. Natalie – In the past, lack of transparency could be perceived as secrecy. But Chris and I said we wanted to publish minutes, and we have those for every meeting this year. We have a backlog of minutes from after all this happened. In the future, if there's an appointment or need for an appointment, that can be communicated ahead of time and after the appointment.

Jo – do bylaws specify appointment process? I don't remember.

Yes, old ones do. New ones do as well.

Jo – my board didn't have a secretary, didn't publish minutes. If you didn't show up, you missed things. That's our fault. Was never meant to be secretive. We did not do that well.

Bud – original language is that board members will recommend replacements for any vacancies. Recommendations must be approved by majority vote of remaining Board. Director voted to fill a vacancy will serve out the term of their predecessor.

Jo – that is what we did. We did vote on it, made sure we had a quorum.

Natalie – just reiterating it says half of remaining directors. So if half the board quits, you still have a quorum to appoint new directors.

- iv. Heather – this was brought up elsewhere, but a lot of those votes, if they don't happen in meetings, they happen in slack. We are not paying \$7 per member per month for Slack Pro to retain those records. Was recommended that Secretary go through monthly to document those votes. I don't know that it needs to be added to bylaws, but can be posted to add transparency.

- j. [50:18] Can you explain why you decided upon not counting the appointed terms towards the term limits? As the majority of the board ran for election promoting themselves as the incumbents and went so far as to also indicate that on the Nordecke website, there was no transparency about how those directors were placed. This appears as an attempt by the current board to make changes to allow themselves to hold their positions as long as possible.

- i. Heather – we only had 2 people that were appointed (Ravi and Brandon). Brandon was previous deputy for that role. Actually Ravi was appointed year before and ran unopposed last year. Many of us may have been appointed previously, but all of us held our roles last year and therefore were the definition of incumbent, those who were in the position.
- ii. Katie – original bylaws don't include the appointment term. You serve out the rest of the previous person's term.  
Jo – including a starting from new thing alleviates that concern. If new elections vote on everyone, that's a clean slate with the new bylaws.  
Brad – when the committee wrote this, they weren't trying to sow seeds of distrust. Just trying to allow for institutional knowledge.
- iii. Chris – to be very clear since nobody has said it, all positions will be up for election this year [2025 season]. Some positions will be elected for 2 years, some for one. So for the 2026 year election, half will be elected and the cycle will continue.  
Chris asks if everyone is clear on that, there's a lot of distrust and he wants to cut through the BS. Just wants to make sure institutional knowledge isn't lost. Feel free to DM me, want to make sure we talk about this before we move further.

**Member 4**

- k. [54:31] Look forward to the May 21st meeting. [GCGBAG is] still happy to meet and discuss ahead of time, including over Zoom or a call if that is more convenient.

- i. Heather – Chris and I had that conversation last night, other board members were invited. We’ve hit some of it, we talked about ranked choice, discussion to add that Crew employees and family are not eligible for director positions. Because I thought it was in there but it is not. Just to make sure we don’t have Front Office employees or family members trying to influence.  
Talked about Treasurer as appointed or not term limited, review each year, regular audits.  
Talked about adding “transphobia”.  
Long discussion about that second appointed position, whether it’s Secretary, whether it’s Chair.
- ii. Asks Jo why last bylaw revision took Chair from appointed to elected?  
Jo said we realized it was too much to be Communications and Chair, because Jeff was both and it was too many hats to wear.  
Heather – do you think Chair being appointed would work? Or Secretary or Treasurer?  
Jo – I think Chair is more valuable for long-term knowledge. They should coordinate with all other Directors, likely to be more informed. In theory makes them a better voting member.  
Brent – may see issues with general membership if we try to return Chair to nonvoting position.
- iii. Heather – so we agree to keep Chair as elected and Secretary as appointed.  
Katie – we may need to change language, because Secretary and Treasurer are supposed to be picked from the elected Board. So they can be appointed but don’t have to be from the elected board.
- iv. Talked about tracking votes within Slack.
- v. Lastly grammar issue – switches back and forth between Director and Officer, should standardize that. Katie said technically for 501c organizations, the Secretary, Treasurer, President are Officer positions. We sort of have a hybrid, need to align verbiage and legal requirements. Natalie said this is mentioned in old bylaws, need to make sure it makes it into new ones.
- vi. Chris asks for clarification about decision - Secretary and Treasurer will be mandatory appointed positions.
- vii. [1:02:2] Bart says he thought we didn’t agree last night that Secretary wouldn’t be elected. Heather confirms, Katie says we have to balance it to keep an odd number of people [on board]. Heather said question was whether we make Chair or Secretary the elected position, Jo recommended Chair for institutional knowledge. Secretary is better to maintain as appointed.  
Jo clarified that they added Chair since they wanted to add Gameday. Other option would be to make one Gameday a voting position and one not.  
Norm said the intention with Gameday is to have a true split of responsibilities, don’t necessarily want to make a senior-junior relationship where one gets to vote and one doesn’t. Have to decide whether Operations or Experience would get to vote, and they may not be the one with experience on the board. Gameday is so important and expansive that it would be hard to say you should take away one of their votes to add Secretary.  
Brent says Secretary is the right call. That way the record keeper isn’t a voting member, adds more transparency.



## Member 2

a. [1:00:28] Why is there not opportunity for revision prior to the up or down vote? My guess is there will be some common sense, no-brainer, opportunities to change these for the better (the word plurality above is a great example) and of course some more contentious things that might be best addressed up front. With the way the process is described, no matter what input is received, the document as it is now is what will be voted on. That seems silly. This seems like an opportunity to listen and get constructive feedback that makes the document the best it can be. Without doing that, anyone who has even a basic and easily corrected concern (like majority vs plurality) will have to vote no to have a chance to get the issue fixed. Us providing comments and feedback seems silly if it is not going to yield any updates.

i. Heather – before this meeting started, there was conversation going on that the idea is to revise the bylaws [proposal] based on feedback, then post it for the 30 day review. How many cycles of that are we willing to do before it becomes obnoxious.

Katie – at this point people have had 2-3 weeks to comment, I got a total of 4 emails out of 1050 members. We've addressed most of the comments that have come up so far. I think once we revise this, if there are no glaring things people are up in arms about, this should be it.

[1:02:26] Bart - question about previous (k.vii above)

## Member 3

b. [1:05:35] Was the entire board included in the entire amendment process or just a selected few? It was mentioned in slack that there was a committee involved in creating the amendments. Who was part of that committee?

i. Katie – started April of last year, reached out to the heads of all the supporters groups to see if they had someone interested in participating, then asked current board, deputies, previous board members including Crew Supporters Union leadership. Most of the supporters groups and former leadership didn't necessarily want to participate.

Then sent out a meeting invite (in person), had a discussion about what is in the bylaws.

8 of 9 Board members and Secretary. Discussed what we wanted to change and fix.

People who did the bulk of the work, and my thanks to them because it's not a pretty job.

Cara is the Secretary, and then Heithem and Aimee, who were both not in leadership. They did the grunt work on getting it straightened out. Once they put that together, we fleshed out the pieces needed to be put back together, then took it to the lawyer. From there, it was about half the Board members meeting with the lawyer to flesh out the rest of the ideas that were concerns to them.

What you're seeing is pretty much the final product after what we did with the lawyer

c. [1:07:55] The lengthy and expensive process to changing the bylaws would have been best done openly and with input from the community, I hope the feedback is taken into consideration. I also believe voters should be voting on individual changes not a blanket up/down vote. As is, I would not vote to approve this amendment based on the changes to the directors terms alone. I am sure others have the same concerns.

- i. Heather – We had discussions about this, because there are so many order changes and grammar changes, it's not possible to break it down into voting on individual pieces, because we had to change other areas to make that function.  
Kevin – the idea of piecemeal voting increases the legal risk in case the parts don't sync up.  
Katie confirmed the lawyer advocated for doing it all at once. If you take out one chunk, may not be abiding by legal requirements for 501c anymore.  
Brad – that member's concern could be based on the current written revised ones, but now we're listening to feedback to rewrite them. Hopefully this discussion may have changed their mind.
- ii. Heather asks if the emails are identified – Chris says most of the members who expressed concerns are present in this meeting either virtually or in-person.

## GRAMMAR/PUNCTUATION/TERMINOLOGY

### Member 1

- a. [1:10:25] Section 1.1.1, shouldn't it just be "Columbus Crew" and not "Columbus Crew SC"? Is this a legal business name that they're still using? I would refer to the team's media guide, but of course they don't have one because they're bad at their jobs.
  - i. Katie says we can look at the documents Mary has sent us. There are multiple legal entities, Chris says we should just call them Columbus Crew. We can change the bylaws if they change the name.  
Brent says if we're excluding employees and families, need to properly identify them. What we do is not that serious, but some things we take to the front office are important and affect our community. So we should consider those when eliminating people.  
Jo says to add "and all affiliates"  
Norm – can we do a Conflict of Interest Disclosure related to the team. Chris says we have one, but it doesn't specify that an employee can't serve on the board. Current says you can't profit from a relationship with the Columbus Crew.  
Katie – where do you stop explicitly stating people, legal document should just cover our bases.
- b. [1:15:04] Section 1.1.6, it should be "who wish to engage" rather than "whom." Subject, not object. Grammar nerd.
  - i. No discussion.
- c. [1:15:09] Section 4.2.a, this is the first use of the term "AGM" and should be spelled out (it is currently spelled out in the second usage, under sub-section d).
  - i. Heather – so we'll just flip where we spell it out
- d. [1:15:27] Section 4.2.c.3, "Match Day Experience Director" ("Director" is missing).
  - i. No discussion.
- e. [1:15:35] General: decide whether the term is "Supporter Groups" "organized supporter groups" or "supporters' groups" for consistency across the document.
  - i. No discussion.
- f. [1:15:54] Section 8.5, need a period at the end of the final sentence.
  - i. Heather – probably just a copy-paste error at the end of the final document

#### **Member 4**

- a. [1:16:06] At one point there was a request to highlight elements in the GCGBAG bylaws revision proposal that were not reflected in the board's. I noted a proposal that would require there to be a record of a board vote on any expenditures over \$1,000. I thought I saw a response that it was a moot point as there is already a vote for all expenditures. I'm glad to hear as it is a prudent practice.
  - i. Heather – we already vote on all of our expenditures. Even low ones. Probably overvote on expenditures, but every one, even like buying ice for tailgate is voted on. When we started the pop and Gatorade, we voted on whether that was an expense we wanted to take on.
  - ii. Should we include something to require future boards to vote? Jo – maybe some verbiage about “over \$1000, vote will be recorded and documented”

### **III. OPEN FLOOR DURING MEETING**

- a. [1:18:15] Anything we haven't hit? Concerns, questions, comments, anything to revisit?

- i. Brent – I think the original intent of this organization was to be an umbrella of supporter groups but not in and of itself be a supporter group. I think it would be worthwhile to add a statement to the statement of purpose that spells that out.  
 Katie – that’s been part of Chris’s discussion for the last year and a half.  
 Heather – want to point out that many members are not members of other supporter groups outside the Nordecke, so it is its own group. Not all 1000 members are going to want to join another group.  
 Brad – the original name is Crew Supporters Union, DBA [doing business as] Nordecke. So I look at it as if you’re not a member of one of the active supporter groups, you kinda fall under Crew Supporters Union.  
 Brent – I’m not trying to say you have to be a member of another group. Just want to clarify that thinking about the original intent of what this is supposed to be is helpful.
  - ii. Heather – we do have in there to act as a supporters council, specifically for Columbus’ MLS team.  
 Brad – does using the term “supporters” capture the different groups, or do we need to specifically state that it’s an umbrella? Bud says we’re a hybrid. We are an umbrella for the existing groups, but there are a lot of members who are only members of Nordecke.  
 Norm – we are also the official advocate with the club for all supporters. Chris says we should add a clause in section 1.1 about Nordecke being the advocate for any and all supporter groups for any or all soccer teams.  
 Jo – I don’t even think it can be for the Crew. If I’m devil’s advocate and want to form my own liberal supporter group and I don’t want to go through Nordecke, I want to go to the Front Office myself. You can’t say you’re over me and my group. Chris said that would require a written agreement of exclusivity with the Crew.  
 Natalie – we could put that we try to be, or that we are an advocate. Jo’s group can say we don’t need an advocate. Bud says “an advocate” not “the advocate”, should cover us. Norm says if Jo’s group doesn’t make headway, they can come back to ask for help with facilitating.  
 Jo – it’s a good idea but need to keep it broad. There may be a group in the future that doesn’t want to be part of the Nordecke.
  - iii. Katie says she also was never associated with any particular group. Those of us who are that might feel a different way than those who were in established groups that are now under the umbrella.  
 Can we reword it to umbrella organization of supporters and supporters groups.
- b. [1:28:22] Zoom question – will a synopsis be posted?
    - i. Yes, plus the Zoom recording will be up on the Nordecke YouTube channel.
  - c. Natalie- is there a timeline for going through suggestions and incorporating them, presenting new one for review? A week, a month?
    - i. Katie said a week or two. Heather said it has to be up for review for at least 30 days, then we can vote over a week or two weeks. Roughly end of June for voting.