

OISRA Combined Executive Committees Meeting

The meeting of the Combined Executive Committees of the OISRA was held at the South Eugene High School cafeteria, Eugene, Oregon, on April 29, 2006 at 1:35 p.m.

Present:

Alpine President	Justin Horner
Alpine Vice-President	Ben McKinley
Alpine Mt. Hood League Rep	Rob Smoot
Alpine Commissioner	Bill Wainwright
Alpine Central Oregon Rep	David Moulton (substituting for Todd Williver)
Alpine Metro League Rep	Ben McKinley
Alpine 3 Rivers League Rep	Bob Stawicki
Alpine Emerald League Rep	Justin Horner (substituting for Lane Jackson)
Alpine Southern League Rep	Chris Hald
Alpine Secretary/Treasurer	Lois Stow (non voting)
OISRA Treasurer	Lois Stow (non-voting)
Nordic President	Charlie Wilshire
Nordic Vice-President	Liz Norris
Nordic Commissioner	Bill Hilton
Nordic Northern League Rep	Cindy Belgarde
Nordic Southern League Rep	Tom Opsal
OISRA secretary	Jinny Martin (non voting)
Past Alpine President	Richard Sellens (non voting)

Fourteen out of fourteen voting positions were present.

The chairman of the meeting was Richard Sellens, substituting for Justin Horner, the newly elected Alpine President.

Sellens opened the meeting by reading a summary of why the combined executive committee members are meeting to consider a new set of OISRA Bylaws that were drafted by David Atkin, an attorney who specializes in nonprofit law.

See Appendix I for Richard's opening statements.

Members of this Combined Executive Committee brought up several items for discussion in the process of making their final decisions, and their deliberations and clarifying statements are being recorded as a reference for questions that others may pose when reviewing the new Bylaws.

All final decisions of this Combined Executive Committee were unanimous, and those final decisions are bold italicized.

The group reviewed why they feel it is important to have the status of a 501 (c) (3) organization: advantage because it allows OISRA to do fundraising and are more likely to get donations when organization has this status.

Chris Hald made a motion, which, after debate and amendment was adopted as follows: “The OISRA Bylaws be approved via the vote of the Combined Executive one week from today.” This motion was approved by 12 members, Rob Smoot and Dave Moulton opposed.

The people voting in opposition were concerned about having enough time to convey the information to all coaches. They want the coaches to have the opportunity to review the new Bylaws before the final approval of the new Bylaws.

After a full discussion of the Bylaws, at the end of the meeting, Chris Hald’s motion was amended to read as follows and unanimously approved:

DECIDED: the OISRA Bylaws be approved via the vote of the Combined Executive by May 8th.

DECIDED: The Board Secretary will write a cover letter for the League Reps to send out with the draft of the Bylaws that are amended by the Combined Executive Committees at this meeting.

Article I

Section 1, Purpose

Discussion about terminology of “member club.” Need to use terminology of “member club” because some school districts do not allow the ski teams to be affiliated with the school in any way other than just using the school’s name. These school districts do not assume any liability for the ski teams and consider the ski teams to be organizations that are outside of the school. The wording for the principal’s letters for these schools has been written by Jay Clifton, the OISRA lawyer, and clearly describes the limitations of the school’s involvement.

It was also noted that confusion arises from the use of the word “club,” because in high school sports in Oregon, the word “club” is used with two different meanings. [More elaboration about this confusion has been added by the Secretary for these minutes.]

- OSAA definition: All sports that are not governed by OSAA are called “club sports.” This means that funded ski teams are defined by OSAA and by school districts to be “club sports.” Some school districts make a slightly different distinction and say that “club sports” are any sports that are not funded by the school district. This definition includes OSAA sports that are not funded by a school district. For example, even though tennis is an OSAA sport, a school may call it a “club” sport if it is not funded by the school district.
- OISRA definition: Any time a school district decides that a ski team belongs to an outside organization, the OISRA defines the team as belonging to a “member

club.” (The school district makes this distinction, based on how much liability it is willing to accept for the ski team activities.)

Article II Associate Members

Section 1, Associate Members

DECIDED: friendly amendment to add words for clarification. Last sentence now reads: “Associate members shall be comprised of schools or clubs that only have teams of two or less racers of either gender”.

Article III Voting Members

Section 4, Selection and Tenure of Voting Members

Associate member dues are covered in Article II, Section 2.

Section 6, Suspension or Removal of Voting Members

DECIDED: Change “his or her dues” to read “their dues.”

Reason for change: members of OISRA are not individuals—they are member schools or member clubs.

Section 6, Suspension or Removal of Voting Members

Question and Discussion: Should the definition of “voting members” be changed so that the voting privileges are given to “teams” rather than to member schools and member clubs? Each team that has more than 3 members of one gender would then be considered to be an OISRA member. Question was resolved to leave definitions for membership as they have been in the past and as they are now defined in Articles II and III.

Section 7, Resignation of Voting Members

Clarification that “voting member” refers to “member schools or member clubs.” Also, not paying dues is one way a voting member can “resign” and not have the obligations of membership. Section 7 describes another way for voting members to resign.

Section 8, Quorum for Voting Membership Meetings

Discussed modifying the word “division” so that it includes “Alpine” and “Nordic.” Decided to leave word “division” without any modifiers to allow for adding other sports in the future.

Section 9, Decision-Making by Voting Members

Clarified that “majority” voting means one more than 50%.

Section 10, Proxy Voting

Discussion: David Atkin, the attorney, recommends no proxy voting because proxy voting requires as much or more work than getting a person to cast their vote via mail or electronic voting. The form that meets legal requirements for proxy voting allows another person to vote on your behalf on predetermined agenda items and also on any actions that are new business.

Clarification that this section of the Bylaws addresses general membership voting at an OISRA general membership meeting. OISRA officers are not using proxy voting when they appoint substitutes to act in their place in meetings.

Section 12, Annual Voting Membership Meeting

Question: How do nominees for members of board of directors get selected? The Bylaws will not define the nomination process—that information will be in the Policies.

Section 11 and 12,

Use of the terminology “by the individual member” was clarified. The secretary, or whoever is sending out the ballots for a vote or sending out the announcements of a meeting, must use the method of communication that the person receiving the message has requested. For example, if a coach asks to be contacted by regular mail or Fax, the person sending out a ballot or a meeting notice message must send the message to that person by regular mail or Fax.

Section 13 B, Other Voting Membership Meetings

Attention was called to the requirement of having “a quorum” (60%) for calling a special meeting. A suggestion to change the requirement to “a majority” was discussed. Issue was raised, “Why make it easy to have a special meeting when there are provisions for regular meetings where agenda items can be scheduled for regular discussion?” Wording stays as originally stated.

Section 15, Waiver of Notice

An example was used to explain how “waiver of notice” could be used after a meeting. There could be a meeting where someone objects because a certain person is not present at the meeting, and the person objecting may want to consider the outcome of the meeting invalidated because that certain person was not present. The person in question could sign a “waiver of notice” after the meeting saying that he/she consents to the business that was transacted at that meeting which they did not attend.

Article IV Board of Directors

Section 1, Duties of the Board

The duties of the board are established by state law. Many of these duties had been assumed by the Alpine and Nordic Executive Committees. This is a big change from the way business was being conducted in the past. The Board of Directors can assign the work of running races to the steering committees of the Alpine and Nordic Divisions, and can also delegate to them to do some of the duties of the Board of Directors. They can ask the divisions to write some policies for themselves and send them to the Board for review.

A distinction was made between the people who have decision-making duties and those who carry out the decisions by “doing,” “The role of the Board does not include direct management or conduct of the daily operations of the organization.”

Jinny described this distinction by referring to a conversation with David Atkin. For more clarity here is a quotation from the minutes of the meeting with David Atkin:

[Picture the organization as a circle with a line drawn down the middle: the board's half of the circle is the monitoring, oversight, adopting budgets, has power of the purse strings for operations and expenditures, setting policies, authorizing and review major programs. The other side of that line is everything that has to do with carrying it out—conducting the activities. Even if some of the board members work on both sides, they need to remember when they are operating as a board and when they are operating on the staff side (as a volunteer or paid). The Executive Director is in charge of all of the doing side of that circle. The President can not be the Executive Director, because the Executive Director works for the Board. The Board makes these overall policy decisions, sets the budget, and the Executive Director is supposed to accomplish the activities within those limits. The two people who have to work together the most closely to make this thing work are the President (speaking for the Board and the members) and the Executive Director (speaking for all the volunteers and the paid staff)—and if you put this all into one person, you have created a difficult situation.]

Section 2, Divisional Steering Committees

DECIDED: Delete second paragraph of Section 2: ~~The members of each Divisional Steering Committee shall be selected and may be removed by a majority vote of the full member schools and full member clubs of each Division. The number of members and their rules and duties shall be set by each Divisional Steering Committee.~~

Reason for deletion: The League reps are not voted on by the full membership of each division.

Section 2, Divisional Steering Committees

DECIDED: Ask divisions to write policies about selecting members of the Steering Committee and removing them from office.

Section 3A, Qualifications of Directors

DECIDED: Amend Section 3 A to read: “Nominees for Board of Directors must be affiliated or involved with a ~~member school or member club~~ league as a coach, advisor, parent, director, officer, or representative.”

Reason for change: Need a broader definition to include the people who have the capacity to serve well on the Board.

Discussion: A reminder was voiced that if the definition seems too broad, the selection process will take care of the possibility of having ineffective people on the Board. It was stated that power lies in the fact that any Board member must be voted in.

Section 3B, Composition of the Board

DECIDED: Add a sentence to Section 3B that reads: “At least 2 members of the board shall be affiliated with the Nordic Division.”

Reason for addition: As originally worded, 100 % of the board members could have been from the Alpine Division.

Section 4, Number of Directors

DECIDED: Clarify that “voting members” are “voting Board members.”

Reason for addition: Even though this section is titled “Board of Directors,” the additional wording will help make this section easier to read. This clarification needs to be made throughout Article IV.

Section 5, Terms of Directors

Clarification of why directors have one-year terms, instead of two-year staggered terms. In David Atkin’s experience, it is easier to get people to commit to being on the Board if it is a one-year term. The committed people will be willing to be available for nomination for successive terms. David Atkin explained that you have more trouble getting people willing to serve on the board than you have trouble facing the situation of having the full board turn over at the end of the year.

Section 8, Resignation of Directors

DECIDED: Ask attorney if email is considered “in writing?”

Section 16, Notice of Meetings

Jinny Martin gave an explanation that notices must be sent of regularly scheduled meetings of the Board. [Post-meeting correction: **Jinny’s explanation was not correct.** Notice does not need to be given of regularly scheduled meetings. Allowing the Board to call a meeting on short notice gives flexibility to the Board for carrying out its duties. The Board may need to respond to situations that need their approval and can not be handled at regularly scheduled Board meetings.]

Section 18, Authority of Directors

Reason this section is in the Bylaws is a liability protection to the organization in case someone might speak out of turn and cause a complaint to be lodged against the OISRA. Because this section is in the Bylaws, the OISRA Board can say it did not authorize that Board member to speak in that way, so OISRA is not liable for what was said.

Article V. Officers, ~~Chairperson~~, and Staff

The question was asked, “Officers of what? and Staff of what?”

The officers and staff are the officers and staff of the OISRA organization. These positions are chosen by the people who have been elected to the Board of Directors. Some of these positions must be filled by Board members (such as President and Vice-president). However, not all these positions must be filled by Board members (such as

Treasurer and Secretary). The Board can also fill staff positions from outside of the Board (such as Executive Director).

Section 1, Officers

DECIDED: *Change next to last sentence to read: “The Secretary and Treasurer ~~will not serve simultaneously as~~ need not be members of the Board of Directors.*

Reason: Want to have the option of a secretary or treasurer being a Board member if anyone elected to the Board is willing to take on these offices. Clarification, in the event that an elected Board member is secretary or treasurer, that board member has voting rights because they were elected to the Board. If the Board selects the secretary and/or treasurer from outside of the elected Board members, the secretary and/or treasurer do not have voting rights.

Section 1, Officers

Clarification that Officers can hold more than one office simultaneously. Only restriction is that one person can not be the President and the Secretary at the same time.

Section 1, Officers

Discussion about whether the election of Board of Directors (and selection of officers) should take place to coincide with the fiscal year (May 1 – April 30th). Decided not to make this change, even though it would be a more smooth transition for a new treasurer. It is difficult to get coaches and others to attend meetings in the spring, when everyone is ready for a break.

Section 1 Officers and Section 10, Chair

DECIDED: *Delete references to chairperson in Section 1, and delete Section 10.*

Reason: Reading about this office adds confusion, because the organization will likely not assign anyone to this office. The office can be included as one of the “other officers as desired,” if it is desirable to add it in the future.

Section 5, President

[Post meeting research: “Ex Officio member” means “by virtue of one’s office.” This means that the President can serve on any committee, just because he is the President of the organization.]

More clarifications about officers

- Until Fall 2006, the Board of Directors will be the people who are currently on the Board
- The President of the OISRA next fall will be elected by the Board of Directors
- When electing Board members, people are electing people they trust to make decisions for them; such as decisions about who the officers will be, about how the organization will be governed, etc.
- Reason for the Divisional Steering Committee liaison is to have a good communication link between the Board and each Division. This position keeps the members of the board actively involved in each division’s activities.

- People who are currently called the “President” of a Division will be called the “Director” of the division. They can do exactly the same job, but they cannot use the title of “President,” because there can be only one President in an organization.
- Richard Sellens was actually acting as an Executive Director in the past, because he was doing the work of managing the organization. He was carrying out the decisions of the Board of Directors.
- Choice of the title “Executive Director” was because David Atkin recommended it. We had suggested calling Richard an Administrator, and David said that in the 501 (c) (3) organizations the position is most typically titled the “Executive Director.”

Section 11, Executive Director and Staff

DECIDED: Add clarification that Executive Director “can not be a member of the Board.”

Article VII Miscellaneous Provisions

Section 1, Compensation of Officers and Directors

Clarification that “compensation” refers to payment from the board to a board member. This section does not address any compensation other entities might pay a board member because the person is on the Board. This section sets clean guidelines about how officers and Board members may be reimbursed for actual expenses.

Section 2, Conflict of Interest

Explanation that these guidelines can be applied to a situation where there may appear to be a conflict of interest. If these clearcut guidelines are followed, it can be shown that no conflict of interest exists in specific situations.

Section 3, Tax Year

Clarification: Tax year is set by the IRS. Can not be changed.

Section 4 No Discrimination.

DECIDED: Delete the words “for or” so the sentence reads: “The Oregon Interscholastic Ski Racing Association does not discriminate ~~for or~~ against any person. . .”

Reason: OISRA does discriminate in favor of students who have disabilities, for example, students with handicaps (such as blindness) or mental disabilities (such as autism).

Section 4 No Discrimination.

DECIDED: Look up wording of discrimination in the Oregon Administrative Rule and ask attorney which definition to use.

[ORS 659.850 Discrimination in education prohibited; rules.(1) As used in this section, “discrimination: means any act that unreasonably differentiates treatment, intended or

unintended, or any act that is fair in form but discriminatory in operation, either of which is based on age, disability, national origin, race, marital status, religion or sex.”]

Section 5, Annual Financial Review

Lois Stow explained that the annual financial review can be a simple process—do not need to hire an outside person. Need more than one set of eyes looking at financial records.

ACTION ITEMS

ASK ATTORNEY:

- **A description for electronic voting that can be used consistently throughout document.**
- **Article IV, Section 2, second paragraph. Can we delete full paragraph and put this information into policies?**
- **Article IV, throughout this article, change the phrase “voting members” to “voting board members.”**
- **Article IV, Section 8, Is email considered writing?**
- **Is wording in Article V, Section 1 OK? Does it say what we want it to say?**
- **Article VII, check definitions of discrimination against Board of Education definition and also check if it is OK to delete the words “for or.”**
- **Can President vote when he is on committees?**

ASK DIVISIONS

- **to develop policies that describe how steering committee members are selected and how they can be removed.**

ASK BOARD OF DIRECTORS:

- **to write a policy statement that defines nomination process for members of the board—assurance that enough people who are interested, willing, experienced and capable are available as nominees. And the list of nominees are available in advance so that people can vote without being present at the general meeting.**
- **to develop a chart describing exactly how many Board members come from each division, depending on the total number of Board members allowed.**

Meeting adjourned 4:25 p.m.

Notetaker,
Jinny Martin
OISRA Secretary
