

OISRA Special Board Meeting  
May 26, 2022  
Zoom Meeting

**Present:**

Mike McManus, OISRA President (voting)  
Eric Martin, OISRA Vice-president (voting)  
Laura Gentry, Board member from Alpine Division (voting)  
Ryan Rooper, OISRA Treasurer, Alpine Liaison (voting)  
Gary King, OISRA Alpine Director (non-voting)  
Dave Munson, OISRA Executive Director (non-voting)  
Jinny Martin, OISRA Board Secretary (non-voting)  
David Atkin, attorney

**Absent:**

John Collins, Nordic Liaison (voting)

A quorum was present.

Meeting started at 3:35 p.m.

The purpose of this Special Meeting is to start the process of dividing out the Nordic Division from the OISRA organization and establishing the structures of the two separate organizations that have 501 (C) 3 status.

MOTION: Eric Martin makes the motion to start a new non-profit corporation by the name of Oregon Interscholastic Ski Racing Association Nordic (OISRAN) and gain 501 (C) 3 status. Laura Gentry seconds.

VOTE: Unanimous decision to approve the motion.

Discussion points:

- A \$4,900 flat fee is the cost for a package of legal services from the Center for Non-Profit Law that includes:
  - Getting the new OISRA Nordic up and running as a 501 (C)3 organization
    - Articles of Incorporation
    - Getting the EIN
    - Customized Bylaws
    - Board meeting trainings, including policies required by IRS
    - 6 months of on-going legal advice as counsel for the new organization
  - Revising Bylaws for OISRA, which is the Alpine Division, giving advice as needed for the reformation of the Alpine Steering Committee into the Board of Directors so they no longer have two layers of administration.
  - Including OISRA Alpine group in Nordic board meeting trainings, which include the policies required by IRS

- Why is the Board voting to create a new Nordic non-profit corporation? OISRA is comprised of both Alpine and Nordic Divisions and the Executive Board is responsible to the administration of both. Evaluation of the corporate separation of the two divisions has determined the best option to be the creation of a new Nordic non-profit corporation. The current OISRA Board is responsible for legal recognition of this decision which is needed for subsequent decisions that facilitate the corporate division, including and not limited to the separation of assets.

MOTION: Ryan Rooper makes the motion that OISRA pays for the cost of establishing the new non-profit using the package of services described by the Center for Non-Profit Law and that money will come out of the combined account of OISRA before the remaining funds are split. Laura Gentry seconds.

VOTE: Unanimous decision to approve the motion.

MOTION: Eric Martin makes the motion that after the payment of costs to get the new non-profit started up for Nordic, the remaining funds in the OISRA combined account would be split with 65.3% going to Alpine and the remainder to Nordic. Laura Gentry seconds.

After discussion, the motion is modified to include having Mike McManus, Ryan Rooper, and Dave Munson work through setting up a deadline time for paying the treasurer and administrative officer for their services and any other outstanding bills prior to splitting the remaining funds.

VOTE: Unanimous decision to approve the motion.

Discussion:

- The combined account does not include any cash balances in the Nordic account or in the Alpine account.
- The 65.3/34.7% division is based upon the average of the last three years' registration numbers.

**Website:**

Mike McManus will talk to Ben McKinley about Mike doing the work to remove all Nordic information from the current OISRA.org website and structuring the new OISRA.org website. Jinny will talk to the new Nordic organization about having Ben McKinley set up a new website for the new Nordic organization (OISRAN.org) using the information from the current website. Emphasis to get Nordic information off the OISRA.org website as quickly as possible.

Meeting adjourned at 4:33 p.m.

Respectfully submitted by  
Jinny Martin  
OISRA Board Secretary