

2005 PARA Fall Meeting
November 6, 2005
Ski Roundtop, Lewisberry, PA

Directors Present: B. Bedell, T. Beinhaur, B. Birmingham, F. Craft, J. Davenport, T. Derr, K. Fedorak, F. Fox, C. Klebe, R. Lipton, J. McGregor, J. Reihner, S. Rodgers, H. Schmidt, C. Schramm, A. Todd, K. Zwally

Proxies Presented: S. Book, T. Brown, D. Chayes, B. Newman, C. Starner, B. Steinbach

General Members Present: Rutledge, Reed, N. Williams, T. Sulpizio, K. Doubledee, R. Doubledee. Meeting called to order:

President John Reihner called the 2006 Fall Meeting to order at 12.35.

Reading of the Minutes: A listing of Spring Meeting Reports and Agenda items was provided. A detailed reading of By-law discussion and motions was conducted. Bill Birmingham motioned to accept the minutes and Ken Fedorak seconded. The minutes passed unanimously.

Committee Reports: The following verbal reports were provided:

- Treasurer's report: No activity other than the collection of dues.
- Membership report: Currently 703 members are registered for the 05/06 season. This number exceeds amounts previously registered by this date in prior seasons.
- Alpine Officials report: Three clinics are planned, the first was completed today. The other two are planned for Blue Mountain on November 13 and at 7 Springs on December 3.
- J1/2 Chair report: The J2 Eastern Championship is an FIS event. Qualification is determined by the first four PA Cups. Clubs should advise the potential candidates to obtain a provisional FIS license for \$25 by mid January. The Sheibley award will be introduced this year to honor an outstanding PARA J1/2 athlete. Nominations will be accepted in the early season. The actual selection process continues to be developed.
- PARA Website/Guide: Security restrictions will not be added to the PARA directory this year. Any individual who wants their personal email or phone numbers removed can request it. Dual advertising in the PARA guide and on

the website will occur this year in anticipation to eliminating a PDF version of the Guide next year.

Old Business –

- **Proxy vote acceptance:** Before proceeding to voting on proposed By-laws, John McGregor provided information regarding the eligibility of proxy votes. Recent information from two non-profit resource organizations, Pennsylvania Association of Non-Profit Organization and Community Technology Assistance Center, indicate that 501(3)(c) organizations may not accept proxy votes of Directors due to fiduciary responsibility. This regulation effects the course of today's activities in three ways:
 1. Use of proxies for today's meeting are not acceptable
 2. Proposed by-laws need further amendment to remove by-law language re: the acceptance of proxies;
 3. The current requirement to provide a tenday notice of a proposed by-law change is not met because additional changes are due to the proxy language.

Based on the effect caused by the previous information, John Reihner requested a roll call to establish if quorum limits existed to determine if the meeting could proceed. Eighteen directors and committee chairs were present exceeding the minimum number required for a quorum.

John McGregor requested that the meeting proceed with discussion about the proposed by-laws to determine:

- a) if consensus existed to leave the proposed by laws as is (with exception to proxies) and vote today with an effective date for 2006 Spring; or
- b) revise the proposed by laws significantly in preparation for the 2006 Spring Meeting based upon the input of today's meeting.

Through the course of subsequent discussion a decision was reached to pend voting until the Spring meeting so that procedural requirements of the existing by-laws could be maintained.

By Law discussion: John McGregor began by reviewing the more significant changes in the current proposal.

- **Renaming Regions:** Discussion centered first on correcting the labeling of regions to more accurately reflect their geographic location. Historically, East and Northeast regions were manipulated due to the subsequent entry of clubs after the founding of the PARA organization. It was noted that reassigning the region names in the 05/06 season would

create significant confusion among members and membership recordkeeping at this date. For this reason, agreement was reached that this section should be pended for adoption in the Spring.

- **Number of Directors and Club Allotment:** Proposed by-laws displayed either six or eight directors per region. Six directors would provide adequate space for the current number of clubs, but the addition of new clubs would exceed the specified amount. Various scenarios were discussed to identify the strengths and weaknesses of each region self-determining the allotment of board seats within their own region. It was agreed that a smaller number of board seats adequately reflected the limited number of interested parties who want to participate in PARA government and that the elimination of proxy voting reduced concern about a concentration of power in a single individual and/or large club. Subsequently, general consensus developed to permit each region to develop their own seat allotment for six directors subject to the approval of three Executive Board members, excluding the PARA president, plus the 4 regional directors.
- **Definition of Club:** With the assignment of board seats to each club, the importance of defining the conditions of club status requires PARA to establish standards. The proposed by-laws establish an annual fee of \$25 per club and registered PARA members. Additional requirements were determined to be necessary; they are:
 1. An organization seeking club status must provide a representative to Board meetings. Club status can be revoked upon the absence of the representative at two consecutive Board meetings.
 2. USSA club status must be achieved and maintained to receive a regional director's seat.
- **Code of Conduct language:** The current proposed by-laws introduce a code of conduct. John McGregor clarified that they are consistent with USSA code because they reference USSA language and therefore no conflict exists.

Meeting Adjournment: Upon achieving general consensus of the preceding discussion points for by-law revisions, Ken Fedorak motioned, and John McGregor seconded to adjourn the Fall Meeting at 2:35pm.

Meetings minutes prepared by,

Tracey Beinhaur
PARA Secretary