

**USTSA
Officer's Conference Call
Sunday, August 20, 2006, 8:30 MDT**

Attending: Christopher Ulm – President; Paul Lamb – Events Director; Eric Lamb – Secretary/Membership, Russ Hobbs – Treasurer, Jim Stein – Uniform/Equipment, Tory Hauser – Member; Linda Hobbs – Member/Meeting Note Taker

1. **Ground Rules** – Paul asks that all participants “respect each other”.

2. **What is the Authority of this Group?**

Paul – We are now an ad hoc committee

Russ – We have to assume the old Bylaws are in effect. We are a committee made up of Officers and members to bring something to the BOD of the former Bylaws regarding Articles of Incorporation and new Bylaws. Also, it is important to remember that any of our meetings are open to all members.

Tory – We need to hold proper elections as described in the bylaws with names in mail 30-45 days in advance of formal election.

Chris – Remember that we haven't had the involvement in the past few years to make this work. But, moving forward, yes, have people submit their application for positions and then do a bio for distribution and then an association vote.

Jim – If we have people taking committee positions and people who may move into director positions they should be involved in these meetings.

Chris – It would also be nice if previous BOD or committee members could remain a member for 1 year following their term.

3. **Articles of Incorporation**

Russ – Overview

1. We are still a legal 501c3 entity, so where we have people who want Tax ID numbers for contributions, we can give it to them.
2. Our corporate filing with the state of Utah has expired. We are now unincorporated. These Articles are needed to reincorporate. We do not need to list officers now. We need only 1 incorporator. We do need an address in Utah

Jim – Are we incorporating in Utah as a matter of habit, or simplicity.

Russ - It is for simplicity for now and that if the BOD decides it is appropriate to incorporate in another state later, it can be done later.

Russ – proposes that we use Chris, Paul and Russ as Incorporators to simplify signature process. This was Approved

4. **Bylaws – Overview – Russ**

- a. He started with what was already written in previous bylaws and attempted to simplify the management structure moving from the 20 member BOD and management council/officers to a BOD with 5 officers and an Advisory Council
- b. Added the concept of Educational Promoter
- c. Eliminated Geographic Member

- d. Eliminated specific fee amounts
- e. Change membership structure to 1 class of member

5. Bylaws, Review Sections I through X.

I. Name of Organization and Mission Statement - **Approved**

II. Definitions – **Approved**

III. Purpose

Discussion regarding the term Telemark Skiing vs Telemark Ski Racing. While it is recognized that USTSA primarily focuses on racing and is not the governing organization for many Telemark events, the decision was to retain the term Telemark Skiing so that we had the option of supporting some select Telemark events other than racing.

Correct typo in paragraph A – activities

IV. Powers of USTSA

Based on discussion in item III above, agreement was that USTSA is the governing body for Telemark Ski Racing and this term should be used in this section of the bylaws.

Change all references to Telemark Skiing to Telemark Ski Racing in Section IV.

V. Membership

Russ – simplified to 1 class of member. Then competitors need a competition license in addition to membership. Specific Fee amounts were removed from bylaws. Question to the group: “What is/should be the period of membership/fees?”

Chris – currently the period for membership begins in April

Tory – Are we a calendar year for finances

Russ – Yes

Tory – Then it doesn’t make sense to match the fiscal year

Eric – do we need this in the bylaws

Russ – no

Tory – USSA is June, either 1st or later in month. He will check to be sure

Agreement: This is not a bylaw item, but it is an organization issue. Tory will get the USSA date and we will vote on this at a future meeting. No Changes to Bylaws.

VI. Dues and Fees - **Approved**

VII. Advisory Council

Russ – Retained most of previous wording used to define the BOD but made the group optional. This change means that the BOD needs to vote on these new bylaws and we need to be clear to them that these bylaws put this group out of business in terms of voting authority.

Russ – Given Tory’s concern that we may not always have a person who qualifies as an Educational Promoter, should we **change section C(2) to read that “best efforts will be made to have a 20% of the Council members be persons.....(educational Promoters)** to leave us flexibility. **Approved**

Paul – We need to keep the wording in section C(1) to read “shall” as it is written to meet FIS and USOC requirements.

Russ – Do we need to add a timeframe for these positions? Proposes the same time frame as the period of the membership timeframe. **Approved, Russ will add wording to paragraph E(2).**

Jim – Do we need to have wording about term limits, or no term limits.? Decision that there would be no term limits, a person may apply at the end of their term for election to the next term. **Approved No Term Limits, Russ will add section E(3) with this information.**

VIII. Board of Directors

1. Discussed what the timeframe of BOD terms should be...calendar year, race year or some other variation
Decided that the timeframe for BOD should be consistent with the timeframe for membership. Russ will add words to reflect this decision as well as “no term limit wording to Paragraph A.
2. Discussed the idea of staggered terms so that all 5 officers are not replaced in the same year. Russ proposed that the President and VP are up for election in 2007 and that the Secretary, Treasurer and Events Director will be up in 2008 and that this will stagger the BOD terms. **Approved and Russ will add wording to reflect this in paragraph D.**
3. Discussed the role of the Events Director. Do we need 1 for Racing and 1 for Education or should we keep 1 events director with 2 committees reporting to him/her. **Decision to retain 1 Events Director on BOD with Race Committee and Education Committee reporting to Events Director**
4. Paragraph E – **Decision to change wording of second sentence to read that “Best Efforts will be made to ensure that one of the 5 voting members of the BOD is an “Educational Promoter”.....**
5. Paragraph F – **Change “with” regard to “without” regard**
6. Paragraph I – **Change 2/3 to 3 of 5 affirmative vote**

IX. Team Selection

Jim – Can we add a subjective component to team election?

Tory – Should be in the competition guide and who makes decision

Eric – Using judgment for World Championships and Olympics, but concern.....(I missed this part)

Russ – Let's leave bylaws flexible and cover specifically in the Competition Guide.

Eric – **Can we add to this section that the “Criteria for Selection may be both empirical (points) and subjective as documented in the most current Competition Guide? Approved**

X. Meetings

Section B – Board of Directors

Jim – Should there be any requirement that a member of the BOD must appear a certain number of years at the AGM? Or Nationals?

Chris – There are other methods of communication, such as conference calls or video conferencing. Maybe a meeting should be scheduled in Salt Lake City in the summer.

Paul – We need to be active board members physically or electronically

Russ – **Will add a clause, paragraph 10 to reflect that the board members be actively involved in the AGM either physically or electronically. Approved**

Russ - **Add a definition of a quorum to Paragraph 9. It will be 4 of 5 members. Approved**

Sections X1 through XXII will be reviewed in the next call. Give serious thought to Section XI.

6. **Sponsorship/Equipment – Jim**

- a. Scarpa – new entity, separate from Black Diamond, no records of past sponsorships.....hopeful
- b. Crispi – hopeful
- c. Karbon – issues are straightened out as of this weeks. Fleece, speed suits, jackets and pants are on order
- d. Rotefella lifters – hopeful, no sense of urgency
- e. Atomic – racing rep Mark Bettencourt (sp?), there is a chance that he will sponsor some of the team
- f. Jim looks to solidify things in September or October
- g. We might want to consider looking for another uniform sponsor for following season.
- h. Chris offered to take proposals to the outdoor retailer show next winter if provided with a proposal package.
- i. Jim says that every manufacturer/rep says “What are you going to do for me?”
- j. Chris suggests that if we integrate athletes in education, autographs, interacting with the public we get the racer to the level of the public (consumers) of the sponsor's products.

7. **Membership – Eric**

Eric – needs membership information and any other lists to use to solicit members

Chris – will provide Active lists and can create an email to send if someone provides him with the content.

Tory – needs names and addresses for direct mailing to use when organizing a race.

Chris – has a list of all Telemark educators/instructors

Russ – suggested that Eric to database consolidation

Chris – Thinks that Active would upload our addition lists into their program, he will check with them

Russ – Related to this, we need a line on our race registration form allowing us to share racer contact information with USTSA affiliated events.

Chris – we need to think of what members get for their membership. T-shirt, sticker, hat, etc.

Action: All lists to Eric, Eric will create content for membership reminder/solicitation. Chris will double check with Active to see if they will upload, think of what we give for membership.

8. Financial Report – Russ

Russ – not prepared with financial information but currently have approximately \$6,600 in the bank. Russ will commit to the following as the Treasurer:

- a. Accounting will be done by activity.
- b. We will have financial statements that anybody will see, it will be transparent.
- c. The BOD will need to allocate the account balance to each activity to begin the accounting process

9. Race Calendar – Tabled until next meeting

10. Other Business: FIS, WC races, Competition Guide and points

Jim - asked that we spend a few minutes to discuss our role with FIS. Why isn't our sport accurately represented within FIS? Why do we have to get our information from another national website?

Paul – trying to communicate w/ FIS people – difficult

Tory – Can't find requirements for a race. Trying to get a mountain to host a WC race. Is willing to chase this FIS information and to tackle an update to the Competition guide

Russ – has a scanned copy of the Competition Guide and has “cleaned up” the first half of the guide. Tory will clean up the remainder and make his proposed changes in red.

Tory – asked about progress in adding Steamboat races and correcting points lists

Paul – has calculated Steamboat, working on other discrepancies

Russ- will email Tory his Excel worksheet for points calculation. It may need some modifications.

11. Next Meeting: September 10th, 8:30 MDT, plan to go 90 minutes. Paul will prepare an agenda.

Meeting Adjourned at 10:23 MTD

