

July 27<sup>th</sup>, 2017 AAA GB Meeting Agenda --

Current AAA Priorities:

1. Increase Revenue
2. Follow Through on Current Projects (Pro/Rec, Snowy Torrents, SAW support, [avalanche.org](http://avalanche.org) redesign)
3. Board and Organization Function
4. Partnerships - forming and formalizing
5. Membership - growing and engaging

Date/Time: July 27, 2017 - 6:00 (MDT)

Format: FreeConferenceCall.com Online Meeting Platform (w/ call in option too)

1800 - Call to Order, Introductions, Opening Remarks (JS)

1803 - Attendance (proxies):

John Stimberis (Patty, Krister, Nick)

Eeva Latosuo

Nick Armitage

Mark Renson

Maura Longden

Halsted Morris (Damian)

Gene Urie

Mike Schneider (Andy)

Mike Ferrari

Jake Hutchinson (Erich, Ned)

Stuart Thompson

Dave Hendrickson

Jonathan Shefftz

Blase Reardon (Aleph)

Jaime Musnicki

1808 - Review and vote on meeting minutes from June 11th meeting

- No comments from all in attendance, except Stuart - tried hard to participate, very hard, felt his perspective was not included/discussed.
- Motion to approve June meeting minutes, Blase. Second by Mike S. Yays from all, including proxies, except Stuart.

1810 - Leading Business Topic for Discussion:

- Discuss and approve proposed bylaw changes - We will proceed through the bylaws Article by Article, present specific changes, discuss areas where there are still questions to clarify Board intent, and vote on overall document.

JS frames bylaw process, JM proceeds through as follows:

Article I - restated

JM reviewed Article 1. Stuart voices that he will vote "no" to any changes before he has time to go through document itself, believes it is inappropriate to approve this evening, needs to have a bylaw committee. Dave voices agreement in general with Stuart, will vote no to changes in document at this time. Blase clarifies two processes - June meeting got framework that we want to aim for for GB structure, Preston looked at changes and also getting "plaque" out of bylaws, second set of changes need to be made to move to a different structure. Stuart says he's not doing his job unless he reads bylaws himself and he wasn't given enough time.

JS acknowledges Stuart's statement and concern and says we will proceed with review, discussion, and straw polls on proposed changes at this meeting.

Article II - **amended** to allow easier process to change office locations in the future.

Location of offices changing. Opposition noted from Stuart and Dave.

Article III -

- 3.01 - restated
- 3.02 - restated
  - A - restated & **amended** with language that specifies how the Board can add additional Trustees if, for some reason, it ever dipped below the minimum requirement of at least three Trustees. **\*\* Modify language to allow trustees to be elected or appointed from amongst the membership or friends of the organization.**
  - B - **amended** with language that says a Trustee must be at least 21 years old and not a criminal AND setting new percentage min/max for pro, affiliate, and subscribing members as Trustees on the Board (at least 45% must be Pros, at least 1 must be Affiliate, and no more than 55% of total Board can be Affiliate and/or Subscribing). **\*\* Modify language to allow trustees to be elected or appointed from amongst the membership or friends of the organization.**
  - C - restated
- 3.03 -
  - A - restated - **Add Membership Trustee as an explicitly elected position**
  - B - restated and **amended** to explicitly include online voting.
  - C - restated
  - D - restated and amended to specify online voting practices.
  - E, F, G - restated (separated out term and quorum details)
  - **Add term limits (a trustee may serve up to three consecutive 2-year terms before being required to take at least two years off of Board)**
- 3.04 - restated
  - A - amended to allow GB to further specify appointed Trustee qualifications
  - B - restated and amended to address vacancies of appointed positions on the Board and reference term limits.
  - C, D - restated
- 3.05 - 3.08 - restated
- 3.09 - restated and amended to specify specific order of who is in charge in the absence of the President/Board Chairperson.
- 3.10 - 3.14 - restated
- 3.15 - restated and amended to include "schedule next meeting" in the list of typical Board meeting proceedings.
- 3.16 - restated and amended to clarify that a special meeting of the GB may be called by the Board Chair and (not or) at least three other Board members.
- 3.17 - restated and amended to specifically allow written proxies.
- 3.18 - 3.22 - restated

Article IV -

- 4.01 - restated **\*\* Specify Membership Trustee as member of Executive Committee (John, is this something we definitely want to do??)**
- 4.02 - restated and amended to specify that action taken by the Executive Committee is subject to ratification by the entire GB at the next scheduled GB meeting.
- 4.03 & 4.04 - restated

Article V - all restated

Article VI -

- 6.01 - restated and amended to specify the same process for removal of officers as for other Trustees.
- 6.02 & 6.03 - restated (moved power to sign deeds, leases, mortgages, etc to 6.07)
- 6.04 - restated and amended to allow another EC member to cover Secretary duties in their absence.
- 6.05 - 6.06 - restated
- **6.07 - Signing Authority** - Signing authority and electronic funds - Board sets a limit on signing authority for two signatures. JS suggests \$5,000 spending limit, anything over requires approval by pres & treas and two signatures. EFTs by email approval. **\*\* Need to have Preston rework language here.**

Motion EFTs approved for normal operating costs, any expenditure over \$5,000 needs two signatures. Mike Ferrari motions, Stuart seconds. None opposed.

Article VII -

Should we include Friend in the bylaws? We want non-members to have some connection/investment in org if they are going to serve on the Board in an appointed position. **JS recommends adding Friend (or Donor) level of membership. \*\*Check w/ Preston to see if this makes sense...perhaps just make changes as noted in 3.02.**

- 7.01 - restated and amended to remove Subscribing Member as a membership level
- 7.02 - **\*\*John and Stuart to help with clarifying member qualifications (7.02 & 7.03).**
  - A - restated and amended to include "prediction" and "remediation" in the description of qualifications
  - C - amended to change voting rights for pro members to Pres, VP, Sec, and "other elected Trustees as determined by the Governing Board" (previously Pres, VP, Sec, Treas, and Sec Rep).
- 7.03 - restated and amended C) to remove confusing language.
- 7.04 - again, restated and amended to remove Subscribing Member as a membership level
- 7.05 - restated and amended to remove complimentary subscriber level, noted limits on complimentary subscriptions in 7.04.
  - **\*\*Halsted requests bumping limit on Honorary Memberships (7.05 C) from 20 to 25. (Note: in subsequent phone conversation HM told JM to simply remove limit on Honorary Memberships all together.)**
- 7.06 - restated
- 7.07 - restated and amended to allow suspension of membership without warning in the case of "adjudicated criminal misconduct" **\*\* in comments, Preston also suggests that we decrease the membership suspension threshold for members whose dues are in arrears to 1-2 months - discussed during Board meeting and agree to a longer length of time, JM suggests 6 months s a compromise between Preston's suggestion and the currently stated 1 year.**
- 7.08 - restated

**Article VIII** - no changes initially made by Preston. **\*\*Need to clarify with him what we want here.**

**\*\* Board discussed JM proposal to change language to "may" (not "shall") throughout this Article and remove (or increase) limits on the number of sections permitted. Large majority of Board in support of keeping the option (but not obligation) to have sections and clarifying that section reps may (or may not) be Trustees on the Board. Emphasize role of sections and section reps as**

conduits for communications between Board and members as needed. Possibly broaden language to allow room for either/both geographical and/or industry sector local sections. This way we keep the option for sections and section reps working to engage and connect with their local section through the various ways already described in this Article (though, realistically, not consistently practiced by many section reps), while also keeping the Board to a reasonable size.

Article IX - amended (maybe??), at least restated. Will clarify changes/whys for this Article with Preston. Go in direction of “power” to indemnify, not obligation to indemnify.

Board discussed desire to have the “power” to indemnify but not the obligation. **\*\* Have Preston update language to communicate power to indemnify but not obligation.**

JM will send current insurance policy info along to Preston for review.

Article X, XI, XII - restated

Article XIII - amended to remove reference to “property rights” of members

Preston further suggests a review for consistency of language - e.g. Article 1, quals of pro members, go through and make sure language is consistent between articles/sections. Do this after next round of edits from Preston

- Review next steps & continuing plan for bylaw changes.

Damian, Dave, Gene (Stuart proxy) and Stuart vote no to moving forward with bylaws as discussed. All others (17 Trustees) in favor of moving forward at this time. If it involves changing the section reps, Stuart states he will not vote to approve, though he states that “probably 99% of the rest is worthwhile.”

John makes motion to adjourn. Halsted seconds.