



**PSIA-NW Fall Board of Directors Meeting
Red Lion Seattle Airport
Seatac, Washington
September 11, 2010**

The meeting was called to order by the President, Jack Burns at 8:00 am. Roll was taken and a quorum was established.

Burns, Jack	P	Henrikson, Stephen	A
Germeau, Mary	P	Kane, Ed	P
Schinman, Mark	P	King, Bill	P
Suzuki, Diana	P	Livingston-Weston, Mary	P
Younglove, Ed	P	Murdoch, Larry	A
Barnes, Tyler	P	Nagai, Wayne	P
Thompson, Chris	P	Sanders, Donna	P
Fitch, Molly	P	Stoneberg, Kay	P
Young, Lance	P	Tsukamaki, Takashi	P
Arenz, Bill	A	Weston, John	A
Bailey, George	P	Winterscheid, John	P
Bobst, Jake	P		
Brawley, Sally	P	Congdon, Roark	A
Brown, Rick	P	McDonald, Nick	A
Carter, Gary	P	Parcher, Trudy	P
Cornish, Charlie	P	Petram, Kim	P
Croston, Rob	P		
Davies, Mike	P	Darrow, Barb	P
Eisenhauer, John	P	Houtte, Kirsten	P

Guests – John Gifford, Joe Harlacher, Rick Lyons, Richard Mario, John Quickstad, Andrew Rockenfield, Chris Saario and Jim Webb

Jack welcomed the guests and invited them to have lunch with us.

Donna Sanders was introduced as the new Bend representative and Jake Bobst as the new Mt Baker rep. Donna and Jake were appointed to replace Jim Field and Karen Moldstad respectively. They will serve their regions until the next board election which will be next spring.

John Gifford is in attendance as a representative from Pacific Northwest Ski Areas Association.

Jack reminded the board that today is the ninth anniversary of the “9 -11” terrorist attack. He asked that everyone take a few minutes to reflect and deal with it in their own way.

Jack Burns

We are going to have a serious discussion about the bylaws today. We will deal with some proposals that have come forward to me and the Executive Committee and a proposal of whether we are going to retain the Technical Vice President.

I embarked on a program almost three years ago to try to bring the institutional knowledge that Barb has of how we operate and to put it down on paper, to update the policies and procedures and to take a look at the bylaws and other things that so when she does retire we have a record of what we have done and how we do things.

Some of the bylaws and policies and procedures are 50-60 years old. We have made changes over time and some of the bylaws do not reflect of how we do business. The idea is to bring us in sync with what we do today. The Articles of Incorporation also need to be updated.

We are trying to create a blue print of how we currently operate for the Executive Director coming in next year. We are attempting to create working documents that accurately reflect what we do.

At the last board meeting there was discussion about revising the Member School Policies and Procedures. A committee was formed to take a look at the those policies and procedures and bring them up do date. The committee started to work and it became clear that the bylaws were confusing and contradictory in several ways. Because of the unclear bylaws and out of date Articles of Incorporation the committee determined to hold off on the Member School policies and procedure changes until the articles and bylaws are updated.

In your packet you will find six different bylaw change proposals that will be discussed separately.

It is important that we come away from this meeting with a set of bylaws that is a working document that can be used to refer to.

There were several bylaw changes that were adopted in the fall of 2009 that covers the change over having the new Executive Director.

These bylaw proposals were put together by me, Kirsten Houtte, Ed Younglove and Mary Germeau.

MSC: Eisenhower/Croston
I move to accept the agenda.

Motion carried

Reports

President – Jack Burns – Report stands as submitted.

Executive Vice President – Mary Germeau - Report stands as submitted.

Mary stated that board elections are coming up in the spring if anyone is rerunning as an incumbent please let her know. There will be a call for candidates in the winter issue of the newsletter. All candidates including incumbents will need to submit a board candidacy profile.

The Member School policy and procedures revisions have been put on hold until the bylaw changes are completed.

Administrative Vice President – Mark Schinman - Report stands as submitted.

The new software system is working fairly well for us. We are beginning to see the benefits of CRM.

A significant number of members are paying their dues on line now.

There have been weekly CRM user meetings that have been helpful to our staff.

We will be moving forward and putting our events out for on-line signups.

Financial Vice President – Diana Suzuki – Report stands as submitted.

Diana announced that we had a good year. We were about \$20,000 to the good. She thanked Barb and Kirsten for keeping a close watch over the income and expenses in the budget.

The 2010-11 budget will be presented for approval later during this meeting.

PSIA Representative – Ed Younglove - Report stands as submitted.

This year is the first time that American Snowsports Education Association (ASEA) has exceeded 30,000 members (3172).

ASEA is celebrating their 50th anniversary this season. There will be a celebration event at Snowmass, Colorado on April 4-11. This event replaces the National Academy and the Rider Rally.

We are in the process of approving a three year Strategic Education Plan for ASEA.

Frankie Barr the ASEA administrative director has retired after 30 years. The Northwest gave her an engraved plaque thanking her for her service to the Northwest. She was very touched. ASEA gave Frankie honorary membership to ASEA. They also awarded Barb Darrow honorary membership for her years of service.

Bob Mc Donald's name was submitted as an honorary lifetime member and it was approved by the ASEA board of directors.

ASEA's Articles of Incorporation changes were approved by the membership and now are up to date.

There was an election of officers for the ASEA board. The results were:

President – Eric Sheckleton

Vice Chair – John Pepler

Secretary – Peter Donahue

Treasurer – Ed Younglove

The current Northwest PSIA Representative board seat does not expire until June 30, 2011. There is a new process where Northwest is to send a candidate to the national board by no later than April 11, 2011 (with an apparent May 31 “drop deadline”), for election at the June 2011 national board meeting. In the future Northwest needs to go through its selection (election) process at the fall meeting and the bylaws should be amended at the spring 2011 meeting for future selections. This recommendation has been made to the Northwest Executive Committee. Since it is too late for this next selection and to be fair to all interested persons, we will be requesting that National give us the leeway to conduct our next selection at the May 2011 meeting per our current bylaws. The proposal would be that in the future the PSIA representative election takes place at the fall meeting preceding expiration of the three year term so that the name can be submitted by April 1.

ASEA approves the divisions' nominees for representatives.

There will be a nine month lag time prior to representing the division at the ASEA board.

Question:

What happens between fall and spring at National?

There are conference calls every couple of months or when necessary by phone. In recent years we have dealt with staffing issues and the split with NSP. Generally it is mostly housekeeping issues.

Education Vice President – Molly Fitch – Report stands as submitted.

Certification Vice President – Chris Thompson – No report submitted.

Chris reported that the exam processes for all disciplines are in good working order. He has been working on changes in the Alpine Exam Guide and those changes will be presented at the fall seminars.

Technical Team Report - Nick McDonald – Absent - Report stands as submitted.

Education and Programs Director – Kirsten Huotte - Report stands as submitted.

Communications Vice President – Tyler Barnes – Report stands as submitted.

The new website is up and running. Tyler thanked Mark Schinman, Rick Lyons and John May who helped in moving the new site.

We hope to have four printed newsletters again this season. The fourth (summer) will happen if the budget allows.

The awards chair, George Bailey, presented Tyler with a plaque honoring the work he has done with our newsletter. It was the APEX 2010 award for most improved newsletter. Congratulations Tyler!

Member School Vice President – Lance Young – Report stands as submitted.

There has been a lot of discussion regarding updates and revisions to the Member School Requirements and Program Elements.

The MS Requirements and Program Elements were developed by the Member School committee. It is basically the bar that each school has to pass in order to operate as a member school in the Division.

Last spring we had a focus group with good discussion at the board meeting.

There were suggestions of revisions:

- All member schools will pay National ski school dues
- All ski schools will be referred to as snowsports schools
- All mention of PSIA-NW be changed to PSIA/AASI-NW
- Provisional schools will not be allowed to give Level I exams

There are two new members on the Insurance Committee. They are Jim Webb and John Ingersoll.

It was noted that changes to the policies and procedures need to be presented by way of a proposal to be voted on and approved. Those proposals need to go out in the board packet two weeks prior to the board meeting.

The Member School Committee has not met since 2006. There have independent phone conversions with committee members to take care of business.

Nordic Chairman – Charlie Cornish – No report submitted.

Snowboard Committee –Roark Congdon – Absent – No report submitted.

Children's Committee – Kim Petram – Report stands as submitted.

Staffing for the Children's Specialist program has been finalized.

We are adding a Foundation level to our Children's Specialist accreditation.

National has approved the Children's Specialist standards.

Kirsten noted that Kim has worked very hard with the national committee to create the standards rather than just a program.

Adaptive Committee – Trudy Parcher – No report submitted.

Awards and Recognition – George Bailey - No report submitted.

Office Transition Task Force – Mark Schinman - Report stands as submitted.

With Barb's retirement and Kirsten moving into the Executive Director position there are a lot of transition issues. The committee (Molly Fitch, Diana Suzuki and I) has met several times. Barb and Kirsten have attended some of the meetings as well as Jack Burns. Moving forward to implement the transition we have reached several conclusions which all are outlined in my report.

PROPOSALS

Proposal J

MSC: Thompson/Eisenhauer

I move to accept the attached revised Certification Reinstatement Policy to become effective immediately.

Motion carried as amended.

Amendment:

MSC: Kane/Tsukamaki

I move to amend the third and fourth paragraphs of Proposal J to add “prior certified members in good standing”.

Amendment to Proposal J carried

The original motion passed as amended.

Jack Burns passed the gavel to Second Vice President, Mark Schinman. Jack will be presenting the following bylaw changes.

Proposal A

MSC: Burns/Eisenhauer

I move that Article III of the bylaws be amended and restated as set forth in the exhibit on pages 1-4 of the draft bylaws attached hereto.

This proposal applies to membership of members and ski schools and voting rights.

Proposal A carried as revised in attachment #2

Amendment

MS: Young/Cornish

I move to amend the proposal by leaving the existing wording as is in Article III, Section 3 (c).

Each fully accredited member school in good standing is entitled to one (1) vote on matters requiring a member school vote.

Amendment

MSC: Young/Croston

I move to amend the amendment by striking the words “fully accredited” from Article III Section 3 (c).

Amendment carried

After much discussion a proposal to table to the original motion was presented.

MSC: King/Brown

I move to table Proposal A and bring it from the table this afternoon after it has been rewritten and put in order.

Bill King was assigned to rewrite the proposal.

Proposal A was reworked and brought back to the floor.

MSC: Bobst/Croston

I move that proposal A be moved from the table and returned to the floor.

Motion carried

MSC: King/Croston

I move that we accept the amended bylaw changes to proposal A.

Proposal H

MSC: Younglove/Schinman

I move that Barb Darrow be granted honorary membership in PSIA-NW

Motion carried

Proposal B

MSC: Burns/Younglove

I move that Article IX Section 1 (b) of the bylaws be amended and restated as set forth in the exhibit on page 15 of the draft bylaws attached hereto.

This proposal deals with how the Member School Vice President is elected.
A poll vote on the motion was requested and names recorded:

Yes Votes

John Winterscheid
Bill King
Gary Carter
Rick Brown
Mary Livingston-Weston
Jake Bobst
George Bailey
Mike Davies
Chris Thompson
Molly Fitch
Diana Suzuki

Jack Burns
Ed Younglove
Tyler Barnes
Kay Stoneberg
Sally Brawley
Mary Germeau
Rob Croston
Wayne Nagai
Takashi Tsukamaki
John Eisenhauer
Donna Sanders

No Votes

Charlie Cornish
Lance Young

Abstain

Ed Kane

Motion carried

Proposal D

MSC: Burns/Croston

I move that Article IX, Section 2 (i) of the bylaws be amended and restated as set forth in the exhibit on page 17 of the draft bylaws attached hereto.

The proposal deals with the Member School Vice President's duties.

Motion carried

Proposal E

MSC: Burns/Nagai

I move that Article X, Section 3 (f) of the bylaws be amended and restated as set forth in the exhibit on pages 21-22 of the draft bylaws attached hereto.

This bylaw proposal pertains to the Member School Committee elections being held in conjunction with the Board of Director election.

Motion carried as amended

Amendment to Proposal E

MSC: Kane/Bailey

I move that we insert a paragraph after Article IX, Section 3 (f) stating: The Member School Committee shall be tasked with proposing candidates for the MS Vice President position on a bi-annual basis.

Amendment to Proposal E carried

The individuals selected must be directors of schools.

A new paragraph will need to be inserted and the bylaws will be renumbered.

Proposal E carried as amended

QUESTION

The question was asked “which set of bylaws are we using?”

There were bylaw proposals passed in the fall of 2009. Those bylaws changes were made to incorporate the new Executive Director position. These changes were incorporated into the bylaw document we are using today.

MSC: King/Cornish

I move to temporarily table the motion on the floor for ten minutes in order to introduce a motion to accept the bylaw document we have in front of us.

Motion carried to table motion.

MSC: King/Kane

I move that we accept the document that Jack has provided to us as the primary operating document that we will work from.

Motion Carried

MSC: King/Croston

I move that we bring back Proposal E from being tabled.

Motion carried

MS: Young/Cornish

I move to amend the proposal to leave the language as is in Article X, Section 3, and (f).

Amendment to the motion failed

MS: Young/Cornish

I move to table the rest of the bylaw changes to committee.

Motion failed.

Proposal F

MSC: Burns/Nagai

I move that the remainder of the miscellaneous changes proposed to the bylaws as set forth in the exhibit of the draft bylaws attached hereto.

Motion carried

This proposal deals with membership, miscellaneous and housekeeping changes.

MS: King/Young

I move to postpone this discussion and consideration of Proposal F to the next meeting.

Motion failed

Proposal G

MSC: Fitch/Younglove

I move that the Technical Vice President role be removed as an elected position and the Certification and Education Vice Presidents, the Technical Team Coach and the Education and Programs Director (the Executive Director in January 2011) assume the duties previously managed by the Technical Vice President.

Motion Passed

Molly did a power point presentation on the roles and responsibilities of those mentioned in the proposal and pointed out the jobs that each one will be covering and how they are absorbing the Technical Vice Presidents duties. (See attachment #3)

Proposal C

MSC: Burns/Croston

I move that Article IX, Section 2 (g) of the bylaws be deleted and removed from the bylaws and the remaining paragraphs renumbered.

This bylaw pertains to the responsibilities of the Technical Vice President.

The Proposal C passed as amended.

Amendment to Proposal C

MSC: King/Nagai

I move to amend Proposal C that all references to the Technical Vice President be deleted from the bylaws

Motion carried

Proposal I

There are six parts to this proposal. These items will be considered separately. Items three and four are out of order because they involve bylaw changes. Bylaw proposals need to be presented to the board three weeks prior to the meeting.

I move that the following changes be made to the Member Snowsports School Policies and Procedure Manual:

1. All references to "Skiing/Snowboarding" Schools be changed to "Snowsports" Schools.
2. All references to PSIA-NW be changed to PSIA/AASI-NW.
3. Add Whitefish to the Spokane or eastern Snowsports School division.
4. Designate that elections of the Member Snowsports School committee chairman shall be held every three years.
5. Designate that the chairman and members of the Insurance committee should be qualified by participation in or knowledge of the insurance program.
6. Correct Section VII Finance B. 4. to read "Cash flow management" from the incorrect "Cash low management"

Proposal I – Item 1

MSC: I move that all references to "Skiing/Snowboarding Schools be changed to "Snowsports" Schools.

Motion carried

Proposal I – Item 2

MS: Young/Cornish

I move that all references to PSIA-NW be changed to PSIA/AASI-NW.

There was opposition to this motion because our correct name is Professional Snowsports Instructors of America (PSIA-NW).

Motion failed

Proposal I – Item 5

MS: Young/Germeau

I move that the chairman and members of the Insurance Committee should be qualified by participation in or has knowledge of the insurance program.

Motion Tabled

MSC: Schinman/Fitch

I move to table Item 5 until the Member School policies and procedures are revised.

Motion carried

Proposal I - Item 6

MSC: Germeau/Brawley

I move to table Item 6 until the Member School policies and procedures are revised.

Motion carried

Budget

MSC: Suzuki/Schinman

I move to accept the 2010-11 budget as presented.

New Business

A discussion was held regarding our Member Schools belonging to both NW and National. The cost of each membership is forty dollars.

Some of our schools only pay NW dues. Now that we are on the national database it will be easier to have all schools belong to both organizations.

MSC: Germeau/King

I move to suspend the rules to consider a new proposal.

Motion carried

MSC: Germeau/Brawley

I move to that we require all member schools to pay both NW and ASEA Member school dues.

Motion carried

What are the benefits of national membership?

- Schools receive all new education publications
- The use of the PSIA or AASI logos

Ed Younglove will write up information telling of the national benefits. A letter containing the benefits of membership will go out to the member schools with the billing.

Mary Germeau announced that the Region I Member School Director's meeting will be held on October 6. All Region I board members are invited.

MSC: Nagai/Young

I move to suspend the rules to amend the minutes of the May 15, 2010 meeting.

This amendment was added to minutes for a more complete explanation of the of the Member School Policies and Procedures focus group meeting that was held at last spring's meeting.

Motion carried

MSC: Nagai/King

I move to adjourn.