

USA Jump Rope Special Meeting of the Board February 24, 2010

Those in Attendance:

E. J. Boillot, Todd Haidet, Tim Rader, Bonnie Harrison, Mary Kinsey, Kathy Moe, Paul Feciura, Janice Harrington, Mike Simpson, Rochelle Boggs. Not on call: Trina Griffith, Tom LaVecchia

Meeting called to order at 8:05

Revised minutes from the January board meeting were reviewed.

Motion made by Paul Feciura and Todd Haidet

Move to approve the minutes as revised. Motion approved unanimously 9/0

Next agenda item: **Bylaw Changes**

Proposed bylaw changes were handed out at the board meeting and sent out via e-mail. Mary Kinsey will walk us through the changes and we will vote on each change.

Change #1: Article VI Board of Directions Section 2: Number, Tenure and Qualifications

The number of Directors shall be twelve(12). From time to time the board may be required to operate with less than 12 directors. The Executive Committee is responsible for replacement of board members prior to the expiration of their term.

A nominating committee is responsible for identifying potential candidates to serve on the board. Members will also have the opportunity to self nominate. All candidates who are identified or self nominated, will be referred to the nominating committee to determine if they are eligible for election. The Board will approve the eligibility standards for selection. The nominating committee will then present the candidates to be voted on to the membership.

Each Director **elected** shall hold office for a period of three years. Directors may be re-elected by the membership for additional terms or after such time, his or her successor shall have been elected and qualified. Directors terms shall begin with the first summer meeting after their election or re-election and ending directly prior to the summer meeting of their third year. Service terms will be staggered so that one third (4) of the directors will be up for re-election each year. After such time, his or her successor shall have been elected and qualified. Requests for nominations will occur after the 1st week in April and the election will begin 30 days after the initial call for nominations. The Executive Director will calculate the results of the election, and a member of the governance committee will certify the results.

Board members do not receive any compensation, however from time to time; they may be reimbursed for out of pocket expenses.

Resignations for the board must be in writing and acknowledged in the next minutes of the board of directors.

Discussion:

The committee agreed to revise their proposal to the following:

A nominating committee is responsible for identifying potential candidates to serve on the board. Members will also have the opportunity to self nominate.

Each Director **elected** shall hold office for a period of three years.

All other areas remain the same.

Tim Rader asked Mary Kinsey, Secretary to take roll call: All 10 members were present.

The question was called.

The motion passed with 8 in favor and 1 abstention.

Change #2 and 3 – Article VII Officers

Change #2 adds the Second Vice President to the Executive Committee

Change #3 adds to the description of the Vice President: that he/she will be the chief communication officer.

Discussion

The motion was passed unanimously 9/0

Change #4-6

Adds a description of the Second Vice President and changes the numbering of the bylaws appropriately:

Section 8: Second Vice President

The Second Vice President in the absence of the President and Vice President shall perform the duties of the President and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President. The Second Vice President will also be responsible for working with the Executive Director in developing a strategic plan for the organization. The Second Vice President shall perform other duties as from time to time that may be assigned to him or her by the President or by the Board of Directors.

Discussion/Question Called

The motion passed unanimously – 9/0

Change #7

Revises Article IV Section 4: Termination of Membership

Revision reads:

Article IV Section 4: Restrictions, Suspensions and Termination of Membership

Membership in USA Jump Rope is a privilege and not a right. If the Corporation has reasonable cause to believe that any member has acted in a manner that violates the rules, policies, procedures or handbooks of the Corporation, the Membership Code of Conduct or is otherwise inconsistent with the Corporation's Mission or the best interest of the sport of jump rope, the Corporation may discipline any such member. Discipline may include, but is not limited to reprimand, probation, suspension or termination of the membership. When imposing discipline the Board shall follow policies and procedures which govern disciplinary actions.

Discussion

Called to Question

Motion passed 8 in favor/1 abstention.

Change #8 and 9 – Adds new article IX Grievance Procedure

New Article IX Grievance Procedure

Section 1: Judicial Bodies

There shall be two judicial bodies of the corporation: the Disciplinary Council and the Board of Appeals, which shall consist of the Board of Directors less the 3 members on the Disciplinary Council that heard the case, acting as an Appeal Board. They shall enforce the rules, policies, procedures and handbooks of the corporation,

the corporation's Code of Conduct and ensure members do not act in conflict with corporation's Mission or the best interest of the sport of jump rope.

Section 2: Powers of Disciplinary Council:

The Grievance Committee has the power to:

- a. Upon its own initiative or in response to a complaint, investigate a violation of the rules, policies, procedures or handbooks of the Corporation, the Membership Code of Conduct or actions of members that are otherwise inconsistent with the corporations' Mission or the best interest of the sport of jump rope.
- b.. Establish a policy for the judicial bodies that sets forth procedures for the grievance process, upon which approval by the Board of Directors shall become National Policy. Such policy shall include reasonable notice and opportunity to be heard, format of investigation, time, place and format of any hearing and appeal timing and processes.
- c. Require the production of documents, oral or written statements, or any other information material to the matter before the Committee.
- d. Enforce the corporations' rules, policies, procedures, handbooks, Code of Conduct, Mission and the best interest in the sport of jump rope.
- e. Dismiss a complaint after investigation.
- f. Impose any discipline on a member after investigation and vote by two-thirds of the Committee that there is reasonable cause to believe that the member violated the rules, policies, procedures or handbooks of the Corporation, the Membership Code of Conduct or actions of members that are otherwise inconsistent with the corporations' Mission or the best interest of the sport of jump rope. Such discipline may include, but is not limited to, reprimand, probation, suspension or termination. Any vote by the Grievance Council to impose discipline that lasts longer than three months or prevents participation in a national or international competition shall be automatically appealed the entire Board of Appeal's, whether or not the member appeals the Grievance Committee's decision.

Section 3: Composition of the Disciplinary Council:

The Disciplinary Council shall consist of three(3) members and shall be appointed and Fair Treatment Coordinator.

Section 4: Power of the Board of Appeals

- a. Review any decision made by the Disciplinary Council at the request of a member who has been disciplined.
- b.. Review all decisions of the Disciplinary Council to impose discipline that lasts for more than three months or prevents participation in a national or international level competition.

c. By majority vote of the entire Board of Appeal's, sustain, modify, reverse or vacate any decision by the Disciplinary Council to impose discipline on one or more of the following grounds:

1. Misapplication or misinterpretation of corporation's rules, policies, procedures handbooks, Membership Code of Conduct, Mission or best interest of the sport of jump rope;
2. Newly discovered evidence that could not have reasonably been presented to the Disciplinary Council;
3. Imposition of discipline contrary to the evidence presented;
4. Excessive penalties; or
5. Failure to take into account special or extenuating circumstances.

Discussion

Called to Question

Motion passed unanimously – 9/0

Change #10 Article IX Administration Section 5 Gifts

Add sentence: Gifts given to the Executive Director or Board of Directors individually may not be accepted if the value exceeds \$50.

Discussion

Called to Question

Motion passed unanimously – 9/0

Change #11 New section/Change numbering

Article XVII

Conflict of Interest/Confidentiality

Members, officers and directors will endeavor at all times to avoid actual or the appearance of conflict of interest. All such individuals will familiarize themselves with the organization's Conflict of Interest and Confidentiality policies annually and will fill out the required Conflict of Interest statement. Should a conflict or the appearance of a conflict arise that has not previously been disclosed, members, officers and/or directors will immediately disclose the underlying situation as required by the policy and will abide by the decision of the organization that they either refrain from voting, refrain from discussions and/or that they leave the applicable meetings, depending on the degree of conflict. Directors, officers and members further agree to protect the integrity and confidentiality of all trade secrets, proprietary and/or confidential information in accordance with the written policies of the organization

Discussion/Called to Question

Motion passed unanimously 9/0

Floor was opened for questions/discussion items

Question: Who will be selected nominating committee? As an Ad hoc committee, the bylaws provide that the President in conjunction with the Executive Committee assign the committee.

Question: Can we get a copy of the revised bylaws – It will be posted on the website as soon as available and included in the minutes.

Tim updated the group on US Trials:

Marian has been in Galveston holding meetings to finalize nationals.

Saltare – we have had a great response and it has generated a lot of phone calls.

Rochelle updated the group on the resignation of the All Star Coach Gary Anderson
At this time, the committee is not sure they want to replace him.

Todd updated everyone that he was the Investigator for the Disciplinary Council and that we were investigating and issue and should be able to review it with the committee this weekend. Bonnie identified the people involved since e-mails were being sent to various board members. Board members were asked not to open e-mails from any of the involved parties but to forward them on to Todd.

Competition Issue – no release of new scoring change for density yet in the program. Need revised version. 3/13 is first tournament. Tim stated he would work on getting this done. Once revised, it will be sent to every Tournament Director.

Comment made that we need to send Lone Star Classic information to each of the Regional Tournament Directors.

Board members responsible for representing USA Jump Rope at a tournament need to make sure everyone is aware of the Lone Star Classic.

Discussion of Lone Star Classic paperwork took place. It was decided that the discussion of the due date would be tabled to get input from the Executive Director.

Tim mentioned that he would like to set up a call regularly once a month. The next call would be March 17.

Meeting adjourned at 9:34 p.m.