

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF OREGON INTERSCHOLASTIC SKI RACING ASSOCIATION NORDIC

The Board of Directors met on June 16, 2022.

The meeting was held over Zoom.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Eric Martin, Gene Hyde, John Collins, and CJ Rench.

The director absent for the meeting was Pete Reinhardt.

The other persons present at the meeting were David Munson, Brain Dumais, David Burke, David Smullin, Sarah Swaney, Ken Roadman, Virginia Martin, and Stephanie J. Dolan, legal counsel.

A Quorum was present because there are currently five directors on the Board and four of them were present at this meeting.

The Incorporator appointed Pete Reinhardt, Eric Martin, Gene Hyde, John Collins, and CJ Rench to be the initial Directors of the organization. Unless they resign or are removed from office, they shall serve as Directors until their successors are properly elected.

I BOARD RESOLUTIONS AND ACTIONS

1. Minutes to Previous Meeting: No minutes of a previous meeting were adopted.
2. Election of Officers: The Board discussed the nomination and election of officers. The following motion was made, seconded, and passed:

RESOLVED to elect the following officers with terms of office beginning immediately and lasting until their successors are properly elected.

President	Eric Martin
Vice President	John Collins
Secretary	Virginia Martin
Treasurer	Sarah Swaney

3. The Executive Director: The Board discussed the appointment of the Executive Director for Oregon Interscholastic Ski Racing Association Nordic. The following motion was made, seconded, and passed:

RESOLVED that the corporation shall appoint David Munson to be the Executive Director.

4. Depositing Funds and Signing Checks: The following motion was made, seconded and passed:

RESOLVED that the corporation will open and maintain accounts and deposit all funds into these accounts at First Interstate Bank, and

RESOLVED that all checks drawn on the bank account of the corporation be signed by David Munson or Eric Martin.

RESOLVED to authorize the account signers or corporate officers to execute any documents or forms required by the bank to open or operate the bank account authorized by the Board of Directors in this resolution.

5. Initial Voting Members: The following motion was made, seconded, and passed:

RESOLVED to acknowledge that the initial and still current voting members are CJ Rench, David Burke, Matt Betts, JD Downing, Dave Smullin, Ron Crawford, Eric Martin, and Pete Reinhardt and that unless they resign or are removed from office, they shall serve as voting members until their successors are properly elected.

6. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the bylaws presented at this meeting as amended with change to Article IV, Section 3, Qualifications. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

7. Continuing Authority To Purchase Office Supplies and Services: The following motion was made, seconded, and passed:

RESOLVED that Eric Martin or Executive Director of the corporation are instructed to acquire any small and ordinary office supplies and services necessary to keep financial and corporate records and operate an office for the corporation, and they are authorized to expend the funds necessary and appropriate for this purpose up to \$500.00.

8. Ratification of Prior Actions: The directors discussed actions taken on behalf of the corporation prior to this organizational meeting. The following motion was made, seconded, and passed:

RESOLVED that all of the actions, expenditures and decisions of the founders, Incorporator(s), initial directors and initial officers that were taken on behalf of the corporation prior to this organizational meeting, as reported to the Board at this meeting, are hereby ratified and approved, to the extent that those decisions and actions do not violate any laws, the Articles of Incorporation or the bylaws, and were appropriate to accomplish the purposes of this corporation.

9. Completion of Nonprofit Corporation Obligations and Gaining Tax Exempt Status: The following motion was made, seconded and passed:

RESOLVED that the officers are instructed to ensure that the corporation completes all of the necessary steps for its proper establishment and registration, and for applying for and gaining its tax exempt status from the IRS. The corporation is authorized to hire the corporation's legal counsel, the Center for Nonprofit Law, to complete these tasks, and are authorized and directed to pay for those legal services as previously agreed upon with the Center for Nonprofit Law. The Board also authorizes payment of the IRS tax exemption application fee.

10. Distributing Funds: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall authorize on a standing basis, for the Executive Director to distribute funds received as donations to teams or leagues as appropriate.

11. Background Checks: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall authorize the Executive Director to hire an administrative officer for a salary of \$1,500.00 a year who shall be authorized to conduct background checks on all coaches.

12. Policy Committee: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall authorize foundation of a policy committee, comprised of Virginia Martin, John Collins, and David Munson to bring policy discussion items and draft policies to the Board.

13. Continuing Resolution to Conduct Basic Activities: The Board discussed the corporation's initial activities. The following motion was made, seconded, and passed:

RESOLVED that the directors, officers, volunteers, Executive Director, and staff, if any, are instructed to undertake the basic activities of the corporation, including setting up and operating an office, recruiting members and volunteers, soliciting donations, preparing and implementing a plan for fundraising, and preparing and implementing a plan of activities designed to accomplish the goals and mission of the corporation, and they are authorized to pay the expenses for these activities.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary _____ Date: _____
Virginia Martin

13. Continuing Resolution to Conduct Basic Activities: The Board discussed the corporation's initial activities. The following motion was made, seconded, and passed:

RESOLVED that the directors, officers, volunteers, Executive Director, and staff, if any, are instructed to undertake the basic activities of the corporation, including setting up and operating an office, recruiting members and volunteers, soliciting donations, preparing and implementing a plan for fundraising, and preparing and implementing a plan of activities designed to accomplish the goals and mission of the corporation, and they are authorized to pay the expenses for these activities.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary Virginia Martin Date: June 27, 2022
Virginia Martin