

APBA

Board of Directors Meeting

Wednesday, January 22, 2020

1. The APBA Board of Directors meeting was called to order by President, Chris Fairchild. Mr. Fairchild welcomed all in attendance and introduced Fuzz Hill from SeaTac who helped facilitate the meeting with Jan Shaw. Mr. Hill welcomed everyone to SeaTac, the gateway to the Puget Sound region, for the annual convention.
2. Roll Call was taken. In attendance were: Chris Fairchild, Steve Compton, Mary Williams, Adam Allen, Kyle Bahl, Fred Hauenstein, Jean Mackay-Schwartz, Abby Pond (by teleconference), Jan Shaw, Robert Wilson, Matt Yarno, Aaron Stephens, Mark Wheeler, Bob Wartinger, John Wlodarski, Patrick Gleason, Richard Fuschlin, Dutch Squires, Kristi Ellison, Jeff Brewster, Robin Shane, Jeff Williams, Rich Luhrs, Pete Nichols, Jeff Titus, Tom Johnston, David Hale, Ernie Dawe, and Sherron Winer.
3. Jean Mackay-Schwartz made a motion to approve minutes from the December 17, 2019, teleconference meeting, seconded by Jan Shaw. The motion passed unanimously.
4. Committee additions.
 - a. Chris Fairchild nominated Mark Weber to become the National Commissioner. Motion by Mark Wheeler, seconded by Jean Mackay-Schwartz to approve. Motion passed unanimously.
 - b. Additions to the committees were requested. Mark Weber, Mark Wheeler, and Bruce Broussard added to Finance, Larry Bliel and Richie Dancision added to Offshore, and remove Dave Richardson from Government Affairs. Motion by Mark Wheeler, seconded by Jean to approve. Motion passed unanimously,
5. Insurance Update. Mark Wheeler reported the new insurance rates for 2020 are posted on the APBA website. There is an approximately \$100 increase across the board for all categories. He reported that our loss runs for the past couple of years have been good and attributes this to the work clubs and race committees have put into Risk Management.
6. Steve Compton gave the Treasurer's report. He reported a loss of \$7k in 2019 mainly due to a loss on investment sales in 2019. 2020 loss of \$23k mainly due to Holly Jones in the office to help office staff and do other duties as assigned. Question from the floor on if we received all funds owed by Offshore. President Fairchild reported that he is working on obtaining the funds from OPA. No new contract will be signed if there are outstanding fees due APBA. Rich Luhrs reported that he is working on the funds due with the various Offshore groups.
7. A discussion was held on membership fees both single event and season long. President Fairchild reported that some fees will be adjusted for 2021.
8. J parts inventory – Mark Wheeler reported there are 5 complete J motors which are spread around the country. We have 9 J/AX long blocks available. And the J Committee has ordered 15 complete gearcases and 5 bare cases. Delivery is expected this year.
9. Mary Williams gave a Region bylaw report. Currently she is working with 6 regions that are waiting for the Board to complete changes to the APBA region bylaws before revising their bylaws, 2 regions are already in compliance and 1 region is using the suggested region bylaws provided by APBA. She will continue working with each region.
10. Bylaw report from Mark Wheeler. Their charge was to change the dates so that they matched up with other sections of the bylaws. They also wanted to complete the Board elections before the region elections began. They had received suggestions on conducting the elections, but feel the election bylaws should remain the same for another year to get all the bugs out of the system before making any additional changes. They also are requesting to keep the committee together to discuss the certification of the election section. (Copy of Bylaw changes attached to end of this document). Motion by Fred Hauenstein, seconded by Adam Allen to approve the bylaw changes as presented. Suggestion from the audience that APBA continue to send out notices, reminders, and bios for the Board and Council candidates. They would also like this for Region candidates. Discussion was held on using different platforms which give more secure voting. The motion passed unanimously.

11. Code of Conduct proposal. Fred Hauenstein presented a Code based on the extensive UIM Code of Conduct. This Code has 5 ethical pillars: Equality, Fair Play, Respect, Integrity and the Environment. (Complete document attached to end of this document). Motion by Fred to approve, seconded by Adam Allen. Motion to table by Mark Wheeler, seconded by Jean Mackay-Schwartz so the Board members could review this in its' entirety. Action was tabled until Saturday.
12. Director of Operations Job. President Fairchild gave a review of the history of Rebecca Nichols' hiring. Chris reported that he was officially removing the "Interim" from her title of Director of Operations.
13. Easy Click update. President Fairchild reported that Ryan Johnson was not able to attend today but will be meeting later in the week with Chris, Steve, and Adam, to discuss where the project stands and where it is going.
14. Other Matters
 - a. Dee Berghauer questioned the digitizing of old rule books for storage. Jan Shaw reported that she is working on getting these digitized. Once digitized, they will be given to the New York Library system for storage. She is also working on getting these posted on the APBA website. APBA is working with our new IT company to ensure that all records will be backed up both in office and out of office to ensure records are not lost.
 - b. Dee also questioned how APBA planned to address the expansion of legal marijuana use and what is the Board's position on this. A brief discussion was held with both Board and audience members participating.
 - c. Jan Shaw requested the Board look at Single Event membership abuse. Discussion was held on the fees being charged for each category.
 - d. Robert Wilson asked about bylaws that cover filling vacant Board of Director's seat. Mark Wheeler offered to help him find the information he needed.
15. President Fairchild thanked everyone for attending the meeting. Motion by Aaron Stephens, seconded by Kyle Bahl to adjourn.
16. Meeting adjourned.

Respectfully submitted,

Mary Williams

APBA Secretary

ARTICLE VI - MEETINGS, QUORUM, VOTING, RULES OF ORDER

Section 6.1. Meetings

6.1.2 -- Annual Meeting of the Association for Election Purposes. A meeting of the Association shall be held on the second business day following ~~September 8~~ ~~September 19~~ of each year for purposes of conducting elections for directors of the Association. Such meeting shall be held at the Association's National Headquarters and the President of the Association shall preside at such meeting.

Section 6.2. Notices.

6.2.1 Association Meetings. Notices of Annual and Special Meetings of the members of the Association shall be sent by the Association to each person entitled to receive the same. Such notices shall be sent not less than two (2) weeks before Association Meetings. All notices of Annual Meetings for the ~~Conduction~~ of Business shall specify the business to be transacted at each meeting. However, this shall not be construed to preclude the introduction and transaction at an Annual Meeting of other business not so specified. Notices of any Special Meetings shall state the purposes for which they are called, and no other business shall be in order at such meetings. Notices for the Annual Meeting for the election of Directors shall be ~~sent~~ ~~mailed~~ along with ballot/proxy forms for such elections.

ARTICLE IX - ELECTIONS.

Section 9.1. Nominating Committee. The Nominating Committee shall consist of the Board of Directors of the Association, Category Chairs, and Region Chairs. Members of the Nominating Committee may nominate candidates for elective offices, but must do so prior to ~~August 10~~ ~~July 1~~ of the year of the election.

Section 9.2. Elections

9.2.1 Annual Elections. Each year, an Annual Meeting of the Members shall take place on the second business day after ~~September 8~~ ~~September 19~~ for the purposes of conducting elections for directors. Such meeting of the Association shall take place at the National Headquarters in Eastpointe, Michigan and the APBA President shall preside thereat.

9.2.2 Candidates. A person may be a candidate for one office only and ~~must be a member in good standing as of August 10, in the year of the election.~~ In the case of multiple nominations ~~candidate~~ must notify the National Headquarters on or before ~~August 15~~ ~~July 15~~, which single office he/she is seeking. Any candidate listed on the ballot shall be ineligible for write-in candidacy for another office.

9.2.3 Voting Rights. Except as provided in 9.2.4, Paragraph (b), each member and all member clubs in good standing as of ~~August 10~~, of the year of election regardless of whether a club, individual, partnership or corporation, that are otherwise entitled to vote shall be entitled to one vote for each vacancy for member-elected offices.

9.2.4 Voting Procedure.

(c) Members may "write-in" a member's name on the ballot/proxy form. The write-in candidate must be a member in good standing as of ~~August 10~~ ~~30~~, in the year of election.

(d) The Election shall be held only after the certification has been received by the President. Any member entitled to vote may vote in the election for directors as described in these Bylaws, ~~and may do so in person or by proxy as described herein.~~

(g) The President shall certify the results of the elections and ~~APBA HQ~~ ~~the Secretary~~ shall notify the members of the results.

ARTICLE XVII – REGIONS

17.2.5 Each member of the Region shall be entitled to one vote for all the members of the region Board of Directors and all Regional Officers.

17.2.6 For each Region, APBA will conduct an election of its Directors, Officers and Commissioners. Elections will be conducted on a survey platform via email. ~~by the 1st of October~~. This will ensure all Region Members have a voice in Region elections. There shall be no alternative Region Bylaw or rule adopted for Region elections.

17.2.7 Regional Elections: The election of Regional Directors and Officers, ~~regional elections~~ shall be conducted as follows:

- a. **Nominations** for Region Directors, Officers and Category Commissioners shall be sent to APBA HQ ~~must be received~~ by the current Region Secretary no later than September 10. All candidates must be a member in good standing by August 10 of the election year. An official ballot, in survey platform, shall be transmitted by APBA via email to each member in good standing, ~~Election of Region Chair, region officers, and category commissioners. Ballots will be sent via email only, in survey platform, by APBA~~ no later than September 15. Ballots must be received by APBA no later than September 22. ~~30th~~. Each election shall be decided by a majority vote tabulated ~~by~~ on the first business day following ~~October 1~~ September 30th for all positions for the next year. The ballot, or notification of the survey platform, will be sent to the members' email address on file at APBA. Members may correct or verify their email address with APBA prior to August 1 preceding the elections.

17.2.8 Vacancies that occur in elective offices after the election shall be filled by majority vote of the Regional Board of Directors. All regional officers and committees shall hold office until the next regional annual meeting or until their successors are elected or appointed, as the case may be.

- a) Each Region shall have the following Officers. ~~Those Officers!~~ Duties include but are not limited to the following.

Region Chair

Attend and represent the Region at the APBA annual meeting Preside over all

Region Meetings

Attend and represent the Region at all Council meetings and conference calls

Region Vice Chair

Assist the Chair in fulfilling their duties

Secretary

Keep the minutes of each Region Meeting

Send notice of meetings to the APBA HQ for member notification Facilitate the election of region officers.

Treasurer

Keep an accounting of region funds

Submit invoicing to clubs for payment of region ~~dues fees~~ accrued at an event

Provide an accounting of region funds to its members at each fall meeting or upon request of the Region Chair.

Directors – 3 members

- b) **Committees** of each Region shall consist of:

Safety and Rescue Committee

Officiating Committee

Category Activity Committee

The members of these committees will be appointed by the region chair and should include a member from each active category in the region. The committees so appointed will elect their chair.

17.2.9 In the event that the Regional Annual Meeting is not held prior to November 20, or that a region is left without a Region Chairman and successor, the APBA President Board of Directors shall appoint a temporary Region Chairman for the region in default. Within 15 days of this appointment, the temporary Region Chairman shall appoint a Nominating Committee and shall designate a Chairman thereof. The Chairman of the Nominating Committee shall file his report within 10 days thereafter, and the temporary Region Chairman shall call and conduct the annual regional meeting within 30 days thereafter.

17.2.10 By November 20th, or within 2 weeks after Elections have closed, whichever is earlier, the Region Secretary or Regional Chairman shall furnish the APBA HQ National Office of the Association with a list of showing the names and titles, and addresses of the new Region Officers, the names and addresses of and the Region Board of Directors. and duly elected category commissioners.

17.2.15 - Additions

- a. Each region may submit additional bylaw requests for their region. All additions to these By-Laws must be approved by 2/3 majority of region members voting. conducted in the manner described in section 17.2.7 and completed no later than the annual fall region meeting. All additions must be submitted to the APBA BoD for final approval.

APBA Code of Conduct

As the USA member national authority of the UIM, APBA is obligated to follow the UIM's Code of Conduct, which may be read at the UIM web site (www.UIM.Sport) in each UIM rule book. APBA will adopt a Code of Conduct as follows:

The APBA Code of Conduct comprises five pillars. It imposes obligations in terms of respect and responsibility to competitors, teams, promoters, participants and all other APBA accredited persons. This Code shall apply to all APBA members, APBA staff, and other individuals engaged in APBA activities, including drivers, competitors, team managers, team members and any other involved persons (collectively referred to herein as "**participants**"). It shall also apply to consultants and contractually connected persons/firms, including those representing or serving APBA. Unless otherwise specified, infringements are punishable regardless of whether they have been committed deliberately or negligently.

THE ETHICAL PILLARS OF THE APBA

1 Equality

Discrimination and harassment against others on grounds of race, disability, marital status, sex, sexuality, age, political or religious conviction are not condoned.

All forms of harassment, be they physical, mental, professional or sexual, are strictly prohibited. Powerboating promotes the inclusion of men and women equally.

2 Fair Play

Fair play is the guiding principle in the sport of powerboating. All participants taking part in powerboating shall behave with fairness and honesty.

All participants shall operate within and abide by the rules of the sport.

All doping practices at all levels are strictly prohibited.

3 Respect

Powerboating shall be characterized by mutual respect and self-responsibility. All participants involved in

powerboating shall be treated with dignity.

The contribution that people make to the sport shall be recognized.

In pursuing the sport's goals, the governance of powerboating shall be mindful of the physical and psychological well-being of its members.

Violence and abusive behavior are not tolerated.

4 Integrity

All persons subject to this Code shall use due care and diligence in fulfilling their roles for, and on behalf of, the APBA or powerboating in general.

Decisions by the APBA will be made in accordance with established procedures, objectively, fairly and with honesty and integrity.

Potential conflicts of interest must be declared.

5 Environment

The APBA is committed to raise environmental performance of powerboating and make our sport an example of environmental protection and sustainable development.

APBA looks to youth to breed a future for sportsmanship and safety while nurturing a passion and respect for water and its environment.

The APBA will promote the optimal use of resources and materials, efficient logistics and transport, reduction of polluting discharges to water and emissions to air.