



**Board of Directors Meeting Minutes  
Via Teleconference**

**Present, December 4, 2012**

Billie Ahluwalia  
Jennifer Averill  
Pat Cota  
Anthony Gulotta - 9:25pm  
Susan Nottingham  
Tej Singh  
Pamela Stuper, Chair  
Randy Sundeen  
Carla Tagliente  
Rene Zelkin

**Staff**

Steve Locke, Executive Director  
Janet Paden, Director of Finance and Secretary to the Board  
Simon Hoskins, Director of Marketing

**Tuesday, December 4, 2012**

9:00pm – 9:35pm EST

1. Call to Order – Pam Stuper
2. Roll Call – Janet Paden
3. **Motion made by Pam Stuper and seconded by Rene Zelkin to approve the agenda.**
  - 9 in Favor
  - 0 Against
  - 0 Abstained
  - The Motion is Unanimously Approved
4. Governance Issues – Steve Locke. He sent documentation to the board re: issues brought up during the recent AGM in West Palm Beach. 4 issues dealt with election, 5<sup>th</sup> with discrepancy between bylaws and articles of incorporation regarding what body can

change bylaws. Discussion with board members regarding the recent election, chronology of events, and voting rights as part of membership.

**Motion made by Tej Singh and seconded by Randy Sundeen that the board of directors accept the 2012 board election results for the coach and umpire members.**

8 in Favor (Rene recused herself)

0 Against

0 Abstained

The Motion is Unanimously Approved

Randy – AGM to give reports and provide information; can't bring motions forth.

Tony joined at 9:25pm.

Steve - #5 complaint - Articles of Incorporation and Bylaws have a discrepancy regarding who the appropriate body is to delete, modify the bylaws. Articles refer to the membership, and Bylaws assign that right to the board. Steve Smith said according to state statutes in CO, the board has the right to modify the Articles so that they correspond with the bylaws.

**Motion made by Susan Nottingham and seconded by Rene Zelkin that the board of directors revise the Articles of Incorporation and USFHA Bylaws to correlate regarding the authority to write and/or revise bylaws.**

10 in Favor

0 Against

0 Abstained

The Motion is Unanimously Approved

Pam – once complete, send to board and then post for membership for 30 days, and new board can then approve that version.

5. **Motion made by Pam Stuper and seconded by Susan Nottingham to adjourn the meeting at 9:35pm EST.**

10 in Favor

0 Against

0 Abstained

The Motion is Unanimously Approved