

**3/15/2006**

USTA Northern California Board of Directors  
Minutes of Meeting of March 15th, 2006  
Held at the Four Points by Sheraton in Pleasanton

**Members Present:**

Rosie Bareis, Terry Cossette, Dale Evans, John Frank,  
Hunter Galloway, Jean Hassoun, Don Jacobus, Paul Kepler, Rick Kepler, Gary Lee, Mark Manning, Dale  
Miller, Sherri Nordahl, Linda Peltz, Margie Peterman, Deb Petersen, Francisco Ruiz, Pam Sloan and Fred  
Tierney.

**Other Officers Present:**

Michael Harrison (General Counsel),  
John Togasaki (Parliamentarian),.

**Staff Present:** Bruce Hunt (Executive Director).

**Guests:** Madhu Kohli, Patrick King, Valena Williams Jr.

The meeting of the USTA Northern California Board of Directors was called to order by President  
Margie Peterman at 6:32PM.

Approval of Minutes Board meeting 2/15/06: Motion edited as recommended by General Counsel  
Michael Harrison and adjournment time corrected Motion passed unanimously.

Motion to go in Executive session (Guests left the room).  
Board meeting 2/15/06 Executive Session minutes approved unanimously.  
Motion was made by Fred Tierney to be also recorded in regular meeting  
minutes. Motion failed 7 to 8.

Action Item A: Attorney Fees for Board Meetings  
Sherri Nordahl made the motion to allocate \$10,000 in the budget for attorney fees so legal counsel can  
be at every board meeting this year.  
Mark Manning seconded. Mark Manning called the question. Passed 13-3.  
Motion passed 13-1

Action Item B: Mileage Reimbursement Option for Directors  
Sherri Nordahl made the motion to reimburse directors for mileage and expenses for all board required  
functions. Mark Manning seconded.  
Mark Manning called the question. Passed 16-1. Motion passed 11-3

New Action Item: Which Version of the Bylaws Should NorCal use?  
Mark Manning motioned to add Margie Peterman's action item to the agenda. Rosie Bareis seconded.  
Passed 14-1.

Margie Peterman made the following motion:

Whereas the last version of the association's Bylaws approved by the membership of USTA NorCal was  
adopted in November 2002,

Whereas the chairman of the Constitution and Rules Committee made, and informed the Board of  
language, stylistic and conforming changes made to the November 2002 Bylaws in February 2005, and;

Whereas these stylistic and conforming changes have created disputes regarding the intent of the changes  
and whether there are inconsistencies and conflicting provisions between the November 2002 and the  
February 2005 versions of the USTA NorCal Association's Bylaws;

NOW BE IT THEREFORE RESOLVED that the official Bylaws of the USTA NorCal are affirmed to be  
the 2002 Bylaws, as approved by the Member Organizations in November 2002.

Rosie Bareis called the question. Passed 14-1. Motion passed 13-0-5.

Old Business: Mediation Update Margie Peterman reported that while the mediation meeting had been  
very long, lasting from 2:30PM to 12:20AM, the mediation failed.

Jean Hassoun made the motion to stop all actions against Dwight Johnson and Fred Tierney on the issue  
of the 131 organizations. That motion would not cancel in any way actions and votes done so far by the  
Board.

Dale Miller seconded the motion.  
Don Jacobus called the question. Passed 13-1.

Motion failed with a vote of 5-10 (With Fred Tierney not participating).

#### Old Business: Elections Irregularities Report

Jean Hassoun distributed a 16 pages document as the Elections Committee report on the election irregularities that the committee was chartered with.

The report and all its recommendations were supported by unanimous votes of the Elections Committee members.

Jean Hassoun recommended to go in executive session but Mark Manning stated that he was the main person involved in those 'irregularities' and he preferred to hear the report in a regular session.

Note: The report will not be included in these minutes.

Are only listed here the actual motions made to the Board and the resulting votes. Specific recommendations were made for needed improvements of the elections rules. These will be included in the new elections rules to be presented to the Board at a later date.

Don Jacobus requested secret ballots. There was no opposition.  
All the following motions were made by Jean Hassoun and seconded by Dale Miller.

#### Motion 1: Report [1] List of Organizations with 'problems'

Motion to reprimand Fred Tierney as EC chair for abuse of power in changing the voting power of some organizations, even after being informed that he and his committee did not have that right.  
Motion was defeated by 6 to 12.

#### Motion 2: Report [3.A] Montclair Tennis Association:

Motion to send a letter of apologies to Roger Lambert (president of the Montclair Tennis Association) about preventing him from exercising his right to nominate a proxy holder and also to Valena Williams for being denied her right to vote due to our error in handling the proper chain of command for the organization. The Board indicated that the letter should be sent by the elections committee.

Linda Peltz called the question. Passed 15-1.

Motion passed by 12 to 3.

#### Motion 3: Report [3.B] Mark Manning & Montclair Tennis Association:

Motion to reprimand Mark Manning for signing his name on the Montclair proxy form without authorization and by his silence while the issue was debated by the elections committee, allowed a mishandling to his benefit of the proxies instead of the proper beneficiary Valena Williams.

Rosie Bareis and Sherri Nordahl motioned to table the issue. Withdrawn.

The question was called. Passed 16-0.

Motion failed by 7-11.

#### Motion 4: Report [4] Don Johnson:

Motion to reprimand Mark Manning for not asking an explicit (even verbal) authorization from Don Johnson to sign Don's name, and in any case, to not make it explicit that he signed someone else's name.

Garry Lee called the question. Passed unanimously.

Motion failed by 2-15.

#### Motion 5: Report [5] Were there other organizations that Mark Manning signed for without Authorization?

Because this was beyond what could be addressed by a reprimand, as it has been proven that Mark Manning signed for at least one other organization without authorization even after he stated by email that he had not done so, except Montclair, the committee requested for its Board members to make a motion to the Board to remove Mark Manning as Vice-President for election fraud.

Rosie Bareis called the question. Passed 13 to 2.

Motion failed by 5-11.

#### Delegate Report:

Pam Sloan reported on the issues coming up at the annual meeting.

#### New Business: Grievance with USTA National

Margie Peterman asked the Board for feedback so she could respond to the most recent grievance filed with USTA National.

#### New Business: Insurance Proposal

Paul Kepler made the motion to delegate the authority to the Operations Committee to review and approve the insurance contract proposal prior to the next

Board meeting. Rosie Bareis seconded the motion.  
Passed 12-2, with Paul Kepler abstaining.

Meeting was adjourned at 10:15pm

Respectfully submitted  
Jean Hassoun, Secretary

#### BOARD OF DIRECTORS' MEETING AGENDA

Wednesday, March 15, 2006

Four Points by Sheraton Pleasanton  
5115 Hopyard Road, Pleasanton, 94588  
925-469-5950

Directions: Driving West on 580, take the Hopyard Rd exit, turn left on Hopyard Rd and go .3 miles, 5115 Hopyard Rd is on the left.  
Driving East on 580, take the Hopyard Rd/Dougherty Rd exit, turn right on Hopyard Rd, go .3 miles, 5115 Hopyard Rd is on the left.

- I. Food and Beverage—6 PM
- II. Call to Order—6:30 PM
- III. Introduction of Guests
- IV. Public Comments-10 minutes, 2 minutes per speaker
- V. Approval of Minutes
- VI. Action Items (Blue)
  - A. Attorney Fees for Board Meetings
  - B. Mileage Reimbursement Option for Directors
- VII. Old Business—
  - A. Mediation Report
  - B. Election Irregularities Report
- VIII. Treasurer's Report
  - A. Monthly Financial Statements (Green)
  - B. Monthly Grants (Pink)
- IX. Committee Decisions (Yellow)
- X. Executive Committee Activity
- XI. President's Report
- XII. Delegate's Report
- XIII. Executive Director's Report
- XIV. Committee Reports
- XV. New Business
  - A. Insurance Proposal
  - B. Grievance to National
- XVI. Executive Session
- XVII. Adjournment of Meeting

Next Regular Meeting: Wed., April 19 at Four Points by Sheraton Pleasanton

Mission: To Promote and Develop the Growth of Tennis  
Vision: 30 Million Tennis Players by 2010

One Vision, One Team. Victory for One, Victory for All.

March 2006 A

Title: Attorney Fees for Board Meetings

Presenter(s):  
Rosie Bareis, Sherri Nordahl, Pam Sloan, Jean Hassoun, Bill Hansen,  
Mark Manning, Hunter Galloway, Francisco Ruiz, Dale Evans.

Statement of Action Item:

To allocate \$10,000 in the budget for attorney fees so legal counsel can be at every board meeting this

year.

**Rationale for Action:**

California laws are unique to California. It's important to have a legal opinion on a lot of things that come up during Board meetings. To help us through some of the tough spots during our meetings, legal counsel can give an opinion on the spot. Therefore, decisions will not have to be rescinded/retracted because we were not 100% sure of the legal ramifications of our actions.

**Fiscal Impact:** \$10,000

**Staff Comments:** This makes a lot of sense.

March 2006 B

**Title:**

Mileage and expense reimbursement option for Board of Directors

**Presenter(s):**

Sherri Nordahl, Deb Peterson, Pam Sloan

**Statement of Action Item:**

To reimburse directors for mileage and expenses for all board required functions.

**Rationale for Action:**

It should be an option to receive full reimbursement for mileage, lodging or any other expense related to board required events. Most boards do reimburse board members for their expenses. It could also eliminate hardship for some who might otherwise not be able to continue with more and more being asked of our board members.

According to the Non Profit Times "As with all members of organizations, the directors of boards have the right to reimbursement for expenses that have been incurred on behalf of the organization.

Reimbursed expenses can include travel, lodging, telephone and postage." See attached "Tips of the Week" from the NPT Weekly.

**Fiscal Impact:**

Unknown, some may choose to submit their expenses while others may not.

**Staff Comments:** The board could increase the budget for hotel/travel reimbursement as the amount reached that set in the 2006 Budget. \$750 in the budget and \$85 used through the end of Feb 06.