

Directors Present: Christine Costamagna (Secretary), Martha Ehrenfeld, Ray Hixson, Andrea Norman, Jason Scalese, Caroline Sheu, Pam Sloan (President-elect), Jack Walker (Treasurer), Keith Wheeler (Parliamentarian)

Guests: Linda Peltz (Nominating Committee Chair), Samuel J. Bavely (Corporate Election Services)

USTA NorCal Staff Present: Summer Verhoeven (Executive Director), Darren Wenger (Director of Operations)

1. Call to Order

President Scalese called the meeting to order at 9:00 am. He then recognized the directors, proxy holders and guests who were present. A roll call of proxyholders and member organizations was conducted and it was noted that the proxy holders and member organization representatives present validated a quorum.

2. Approval of Minutes

The minutes of the 2021 Annual Meeting dated November 6, 2021 were presented for approval. Following an opportunity to comment or ask questions, the following motion was duly made, seconded and unanimously approved:

RESOLVED: That the minutes of the 2021 USTA NorCal Annual Meeting held November 6, 2021 be approved.

3. Appeals

President Scalese noted that there were none to report.

4. Secretary's Report

It was noted that there is no Secretary's report.

5. Treasurer Report

President Scalese called upon Mr. Walker to provide a report covering NorCal's financial status. Mr. Walker provided a high level overview of the financial status of NorCal. He noted that NorCal has an excess of \$300,000 in net income for 2022 and that a balanced budget was passed for 2022. He commented on the 2021 total revenue and government grants. He reported that cash flows are positive and solid. He concluded by noting that NorCal is financially sound.

6. Committee Reports

President Scalese noted that Committee Reports of the 2022 Committees which were prepared by each NorCal committee chair were available for review.

7. Old Business/New Business

President Scalese noted that there was no old or new business to be brought up at the meeting. Ms. Peltz acknowledged the passing of Betty Cookson, a long time, esteemed NorCal and National volunteer.

8. Consideration of proposals to amend the USTA Northern California Bylaws

President Scalese called upon Mr. Hixson, Director and Chair of the NorCal Constitution and Rules Committee, to present the following proposed amendments to the NorCal bylaws:

- Amendment #1 to Bylaw VII.B (Audit Committee)
- Amendment #2 to Bylaw VII.B (Board Authority & Expenditure Limitations)
- Amendment to Bylaw VII.K (Board Vacancy)
- Amendment to Bylaw VII.M and Bylaw V.G (Eliminating Roberts Rules of Order Mandates for Board Meetings & Organization Meetings)
- Amendment to Bylaw XI (Direct Board Involvement in Sanctioned Events)
- Amendment to Bylaw XII (Adoption/Amendment/Repeal of Bylaws/Constitution)

Mr. Hixson provided a review of each amendment along with the rationale to support the respective amendment. He noted that this information was provided to member organizations in advance of this Annual Meeting. After a review of each, Mr. Hixson concluded by noting that all of the proposed amendments had

been reviewed and discussed with the NorCal Board of Directors and were unanimously supported by the Board.

9. Election of Directors

President Scalese introduced Mr. Bavely from Corporate Election Services who was hired to handle the voting process. Mr. Bavely described the process used during the election. He noted that quorum was established (54.32%) and ballots were handed out to member organizations or their representatives. He noted that 13,709 were eligible to be voted at the meeting and that 7,105 are eligible to be cast.

President Scalese noted that there were 7 director positions to be filled and a slate of 6 candidates was being proposed by the Election Committee. He then read off the list of candidates for the 2022 USTA NorCal Board:

Slate candidates represented the following:

- Nancy DeSchane
- Scott Winn
- Martha Ehrenfeld
- Keith Wheeler
- Andrea Barnes
- Caroline Sheu

Other nominees who submitted applications:

- Jack Hesotian

It was noted that candidates on the slate received 7,506 votes per board position to be elected and 45,050 votes in total. One hour was allotted to the voting process pursuant to the election procedures. Completed ballots were to be given to the NorCal Nominating Committee.

Mr. Wenger noted that voting was to begin at 9:24 am and was to be completed by 10:24 a.m.

At 9:45 am, President Scalese reconvened the meeting as all ballots had been collected and tallied and called the meeting to order. Mr. Bavely read the following results:

Directors elected to the Board and the number of votes received:

Nancy DeSchane	9,852
Scott Winn	9,286
Martha Ehrenfeld	9,282
Keith Wheeler	9,282
Andrea Barnes	9,132
Caroline Sheu	9,132
Jack Hesotian	870

Candidates not elected to the Board and the number of votes received:

None

Mr. Bavely also noted the votes of the proxy holders were received with respect to the proposed USTA NorCal Bylaw Amendments as previously reviewed. It was reported that 7,105 votes were cast in favor, with 0 against and 0 abstentions.

President Scalese congratulated the new directors and thanked the Nominating Committee and Mr. Bavely for their services. Incoming President Sloan noted that the first in-person Board meeting would be November 16. Everyone thanked President Scalese for his service.

10. Adjournment

On motion duly made, seconded and carried, the meeting was adjourned at 9:54 a.m.

Respectfully submitted,

Christine Costamagna
Secretary