



**U.S. Biathlon Association, Annual Membership Meeting  
4:00 P.M. December 20<sup>th</sup>, 2022  
Meeting Minutes, Submitted by Art Stegen, Secretary**

**I. Call to Order**

Co-Chairman, Bill Alfond called to order the Annual Membership Meeting of the U.S. Biathlon Association via teleconference on December 20<sup>th</sup>, 2022 at 4:00 P.M.

**II. Roll Call**

Members of the Board of Directors present for the teleconference were: Bill Alfond, Robert Hall, Art Stegen, Phyllis Jalbert, Jerry Baltzell, Sarah Konrad, Rachel Steer, Max Durtschi, Jake Brown, Hap Brakeley, Brian Noyes. Interim CEO/President Jack Gierhart, Sara Studebaker-Hall, Lowell Bailey, Tim Burke, John Farra, Preston Noon and Lisa Shain also present for the conference. The members present represented a quorum.

**III. Agenda**

Pursuant to Section 519 of the New York Not-for-Profit Corporation Law, the agenda of the meeting was to present to the membership an annual report of the Directors to the membership.

**IV. Directors Report**

Co-Chair Robert Hall welcomed the participants and asked for approval of the 2021 Annual membership meeting. A motion for approval of the minutes was approved.

The Director's Report was previously made available to the membership and posted on the USBA website. It included the Financial Report of the Association's Independent Auditors and listed the assets and liabilities of the USBA (including trust funds, if any) as of June 30, 2022; the end of the Association's 2021-2022 Fiscal Year as:

- a. Total Assets: \$712,712
- b. Total Liabilities: \$525,206

The Total Revenue of the Association (both unrestricted and restricted to particular purposes during the 2021-2022 Fiscal year was \$2,984,631 and Total Expenses of \$2,766,014. Total Net Assets for the fiscal year was \$187,506.

The number of members of the Association as of the date of record for the October 31, 2022 Annual Meeting was 1259. This represented an increase of 247

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members from the end of the prior membership year of 2021 (1012). An increase of 24.4%.

Bill Alfond reported that he was optimistic, and that Max Cobb deserved his new role with IBU responsibilities, and he leaves USBA in good shape. He thanked Sara Studebaker-Hall for her work on preparing for the Annual Meeting and the previously circulated 2021-22 Annual Report. He also complimented her for efforts with the Board elections. He added that he looked forward to the upcoming season and updates from the CEO Search Committee. Rachel Steer's recent update from the committee reviewed a meeting with Nolan Partners during which it had provided a review of the search timeline, job description, and an overview of the industries and businesses where they suggest a candidate may be sourced. The committee would provide feedback to Nolan Partners and provide updates to the larger board at key milestones.

### **V. Interim CEO's Report**

Interim CEO Jack Gierhart reviews updates that were previously distributed. He said that it has been three months since he started work with USBA and that he is enjoying working with the team, learning how things fit and fall into place. There is lots of work on the administrative side with the 2030 Plans goals and creating meaningful tracking. There have been improvements in communication and the search for a new CEO is not being rushed. Fund raising has been helped by Max Cobb's initiatives and sponsorship opportunities are continuing. He said that sport development discussions are ongoing, and that John Farra is having an impact in various communities. He also mentioned that there are good transparencies in the ICC discussions and complimented Sara Studebaker-Hall for excellent efforts at keeping things organized and working.

### **VI. Elections**

Director of Operations Sara Studebaker-Hall had previously announced that the US Biathlon would hold the Annual Meeting by teleconference from the office in New Gloucester, Maine and that the meeting would be also for an election for the two Directors seats up for election. One seat was a seat designated for "Group B" members (Coaches, Trainers, Technical Delegates and Officials) and the other from the Independent Director's seat currently held by Susan Miller who term is expiring. Sara provided the following information concerning the elections.

The Group B Election: Things were straightforward for the Group B seat. Jerry Baltzell ran unopposed and received 45 of 46 votes cast (one ballot was empty). The Bylaws only note that for this seat, the winner should receive a majority of votes cast, which he did.

The Independent Seat Election: Per the Bylaws, "One fifth of the total number of votes entitled to be cast...provided however, that at least 20% of the individuals present at the meeting or members, either in person or by proxy ballot, are currently competing athletes as reflected on the USBA's points list...and an additional 13% are athletes that meet the definitions in Ch. 35, Section 2 (c) of these bylaws..." The Bylaws need

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updating concerning this section, but for this election they need to be followed and with over 33.3% athlete voice, it meets the spirit of the requirement.

The Nominating, Governance, and Ethics Committee had proposed Katherine Kendrick as a candidate to fill this seat. Katherine Kendrick, meeting the criteria of the Bylaws (Ch. 14, Section 4) had been fully vetted and her resume was previously distributed to the members. With no additional candidates having been submitted the interim CEO, Jack Gierhart, within the 5pm ET on November 20<sup>th</sup> required timeline (according to Bylaws Ch. 16, Section 3). Ms. Kendrick was presented by the committee as their choice as an Independent Director.

A motion was made to accept the election of Jerry Baltzell as the Group B representative and Katherine Kendrick as an Independent Director and seconded. The motion was approved.

Susan Miller was thanked by the members for serving for the past several years as an invaluable part of the Board of Directors and it was expressed that, though she is no longer able to serve as an Independent, the Association looks forward to her continued involvement in the US Biathlon community. Art Stegen has decided not to continue as the Secretary after many years serving on the Board of Directors and Bob Hall asked for the members to recognize and thank him for his many years of service and expertise in all areas of the sport, with the hope that he too will remain connected. The Vermont Army National Guard's General Knight will assume the seat as the National Guard's representative.

### **VII. Adjournment**

With wishes for a successful season, the teleconference was ended at 4:30 P.M.