MINUTES OF THE SPECIAL MEETING OF THE MEMBERS
PSIA-AASI Western Region

Date:	Thursday, April 23, 2026
Time:	6:00 PM – 8:01 PM Pacific Time
Format:	Virtual — Zoom Webinar with electronic voting via ElectionBuddy
Authority:	California Corporations Code §§ 7511, 7222; Bylaws §§ 7.2, 7.4, 7.5

I. PARTICIPANTS

Chair: Jeff Jensen

Parliamentarian: James (Jim) Stewart, PRP, NAP

Secretary / ElectionBuddy Administrator / Voter Verification: Alison Monahan

Panelists — Members Addressing the Meeting as Affected Parties:

- Alycia Glines — Suspended board candidate
- Barclay Moore — Suspended board candidate (elected)
- Bryan Martel — Suspended board candidate (elected)
- Tiffany Chiu — Former Secretary and Director (formerly suspended)

Organizational Leadership: Invited; did not attend. (See Section VIII.)

Attendance: 226 unique attendees per Zoom deduplication; 178 verified members confirmed present at call to order. (See Sections III and X.)

II. BACKGROUND AND LEGAL BASIS

This Special Meeting was convened pursuant to California Corporations Code § 7511(c) and Bylaws § 7.2 by the members who filed the First and Second Formal Petitions (the "Petition Committee"), after the Board of Directors declined to convene a § 7511-compliant voting meeting in response to the First Member Petition (161 signatures, delivered March 31, 2026) and declared that petition "invalid" on April 10, 2026. The Second Formal Petition was filed April 12, 2026, with 80 signatures (50 required under § 7.2). The Board did not convene a compliant meeting by the statutory deadline. The meeting itself was organized and executed by a separate Special Meeting Committee (the "Organizing Committee"), which was contacted anonymously and had no involvement in the petitions. The full text of the Second Petition, including the five resolutions on which the membership voted, is available at pssialliance.us/petition-2 and is incorporated into these minutes by reference.

III. CALL TO ORDER

The Chair called the Special Meeting of the Members of PSIA-AASI Western Region to order at 6:00 PM Pacific Time. The Chair identified himself as Jeff Jensen, an instructor at Palisades Tahoe with nearly 40 years of PSIA membership, and stated that he had never served on the Board, on ed staff, or on any advisory committee. The Chair disclosed that two of the suspended candidates were personal acquaintances and that he did not know the other parties involved. He stated that his goal was strictly to ensure the members' voices were heard and the meeting conducted with integrity.

The Chair acknowledged the work of the Organizing Committee, crediting Mariam Shambayati, Ross Collins, and other members who preferred to remain anonymous given the current climate. The Chair noted that the Organizing Committee was contacted anonymously to help organize and execute the meeting, agreed to do so, and had no involvement in the petitions and no knowledge of who filed them.

IV. QUORUM

At approximately 6:04 PM, the Chair announced that the credentials chair had confirmed **178 verified members** in attendance at that time. The Chair stated that this exceeded the 100 voting members required for a quorum under Bylaws § 7.4 and declared **a quorum present**.

> Note on transcript: The AI-generated transcript records the Chair's quorum statement with a verbal slip — "no quorum is present" — immediately following his announcement that 178 members exceeded the 100-member requirement. From context it is unambiguous that the Chair intended to announce a quorum present, and the meeting proceeded on that basis. The Secretary corrects this error here for the official record.

V. MEETING RULES AND PROCEDURES

The Chair announced the following meeting rules and asked whether there were any objections to their adoption.

1. This is a Special Meeting called under California Corporations Code § 7511(c) and Bylaws § 7.2. Business is strictly limited to items in the official notice.
2. The meeting is conducted via Zoom Webinar. Attendee names and video are not visible to other attendees. The attendance record is held solely by the independent credentials chair for quorum purposes and will not be shared with the Board.
3. The meeting is not being audio or video recorded. Zoom's AI Companion is generating a written transcript and summary to assist the Secretary; no audio or video is retained.
4. Speaker time is limited to two minutes per member.
5. Three communication channels are available to attendees: (a) the Q&A panel, for formal questions submitted to the record, with an anonymous submission option; (b) public chat, for comments and reactions, to be saved as part of the meeting record, paused during

voting; and (c) private chat to the host, for technical issues and ballot-delivery problems, open throughout the meeting including during voting.

Hearing no objection, the meeting rules were adopted without objection.

VI. PARLIAMENTARIAN

The Chair introduced James (Jim) Stewart as the meeting's Parliamentarian. The Parliamentarian stated that he is certified by the National Association of Parliamentarians (NAP), received his certification in 1999, and has served as a professional parliamentarian for 26 years for more than 200 client organizations. He confirmed his role was to ensure the meeting's procedures complied with Robert's Rules of Order and were procedurally proper.

VII. PRESENTATION OF FACTS

The Chair presented a timeline of events leading to the convening of this Special Meeting, accompanied by a slide deck shared on screen. Key events in the timeline as presented:

Date	Event
Feb 10, 2026	CEO confirmed all three candidates (Glines, Moore, Martel) eligible to stand for election
Feb 23, 2026	Voting period commenced
Mar 13, 2026	Voting concluded; ElectionBuddy certified and published results
Mar 20, 2026	Candidates notified of provisional suspensions
Mar 21, 2026	Organization announced election results differing from ElectionBuddy-certified results
Mar 26, 2026	Board canceled the only planned member forum
Mar 31, 2026	First Member Petition delivered (161 signatures)
Apr 10, 2026	Board declared First Petition "invalid"; announced non-voting informational meeting for Apr 21
Apr 12, 2026	Second Formal Petition filed (80 signatures)
Apr 13, 2026	Board deadline to convene compliant meeting — no action taken
Apr 21, 2026	Board's non-voting informational meeting (not a § 7511-compliant voting meeting)

Apr 23, 2026	This Special Meeting
Apr 27, 2026	Scheduled board seating at Mammoth Mountain

The Chair displayed a side-by-side comparison slide. On the left was the ElectionBuddy-certified result, declaring the top four candidates including Bryan Martel and Barclay Moore. On the right was the organization's announced set of candidates, which did not include Martel, Moore, or Glines, and had elevated people who finished below them into the winning category. The Chair stated that "the certified results show what the membership's clear choice was," and that the exclusion of the top two vote-getters had "fundamentally changed the composition of the board against the will of the electorate."

The Chair noted that 23 questions had been submitted to PSIA-AASI leadership in advance of this meeting, covering the election, the investigation process, conflicts of interest, the legal authority for the Board's actions, and the financial cost of the dispute. Leadership provided no written response to these questions. The 23 questions and any written responses received are submitted to the meeting record as an exhibit.

VIII. LEADERSHIP ABSENCE

The Chair stated that formal invitations had been extended to the Board of Directors and the Western Region CEO to attend and address the meeting. The Chair asked whether any person present was appearing on behalf of the Board or organizational leadership. Receiving no response, **the Chair stated for the record that organizational leadership had been invited and was not in attendance.** The 23 questions submitted to leadership, unanswered, remain in the meeting record.

IX. ADDRESS BY SUSPENDED BOARD CANDIDATES AND SUSPENDED DIRECTOR

The Chair opened the floor to the three suspended board candidates, each to speak for up to two minutes, in alphabetical order by first name. Tiffany Chiu, a former Secretary and Director whose board service was terminated through a similar disciplinary process, addressed the meeting later during open discussion (see Section X).

A. Alycia Glines

Alycia Glines addressed the meeting. She identified herself as a 15-year PSIA West member. She stated that she had requested evidence supporting the allegations underlying her suspension and that the request had been refused; that her attorney had requested evidence twice and received nothing. She stated that the proposed discipline in her case was termination from PSIA-AASI Western Region and from PSIA-AASI nationally. She indicated she was constrained in what she could share publicly given the pending legal proceedings. She asked members to focus on the election integrity issue rather than her individual situation, and called for due process and a proper, independent investigation. She stated that voting members are the stakeholders of PSIA West and encouraged them to exercise their votes.

B. Barclay Moore

Barclay Moore addressed the meeting, following a brief technical difficulty with audio. He thanked the Petition Committee and the Organizing Committee for their work. He stated that the suspended members wanted to be transparent while keeping their legal action moving forward, and that they had not done anything as egregious as what had been alleged. He stated that the allegations were vague and very difficult to answer — that if asked what he did wrong, his honest answer was that he did not know — and that he and the others had not been given details sufficient to respond. He noted that the entire membership could not be made ineligible, even though the organization had found a way to make the eight of them ineligible. He encouraged members to vote for the change they campaigned for and expressed gratitude to the members for showing up.

C. Bryan Martel

Bryan Martel addressed the meeting. He identified himself as a 35-year PSIA West member and Level 3 instructor. He expressed the view that the organization had become over-bureaucratized and had lost focus on its core mission of helping ski teachers teach well. He stated that a group of candidates ran for the Board to improve things and was elected by the membership, and that the Board had effectively suspended the members' vote. He called for a pause on the suspensions, for honoring of the members' vote, and for a fair hearing.

X. OPEN MEMBER DISCUSSION

The Chair opened the floor to members at approximately 6:27 PM. Members used the raise-hand feature to request recognition; the Chair called on members in sequence.

Extensions of discussion period: The Chair noted that voter list finalization was ongoing. He asked whether there was any objection to extending the open discussion period by ten minutes. **Hearing no objection, the extension was granted.** He subsequently asked whether there was objection to a further five-minute extension. **Hearing no objection, that extension was also granted.** Both extensions were for the purpose of allowing the verification and ElectionBuddy upload process to be completed before closing the voter list.

> Note on member identification in these minutes: Consistent with members' expressed concerns about retaliation and the principle in Robert's Rules of Order that minutes record what was done rather than a verbatim account of discussion, individual member speakers during open discussion are not identified by name in these minutes. A full transcript is preserved as Exhibit A and is the authoritative record of who said what.

The following is a substantive summary of topics raised by members during open discussion:

Continuity of operations.

Several members asked what would happen to the organization's operations and board composition if the directors were removed. The Parliamentarian addressed this, noting that he had been in this circumstance before. He described two analogous cases from his experience: in one, all removed board members resigned from the organization; in another, the ousted board departed and started a rival organization, while the organization that they left elected a new board and continued. He confirmed that in the present case the ones that were elected would then serve as the board and become the board immediately as the others are removed, and the organization would continue from there. He noted that the members do not have to elect the entire board — only enough to get through to the next election. The Parliamentarian also noted, by reference to the bylaws, that the CEO works for the board and therefore removing the board does not remove the CEO. He added as an aside that the PSIA-AASI Western Region bylaws do not specify a date on which new board members take office, and that they should.

Member list access rights.

The Chair asked the Parliamentarian to address the rights of members of a mutual benefit corporation to access and inspect the member list. The Parliamentarian stated that any member of the association has the right to see the member list, though generally members cannot copy it. He noted that it is common practice for associations to provide email addresses directly to candidates for campaign communications, or alternatively to distribute candidate materials on members' behalf.

The legal effect of the election results and the method of removal.

The Parliamentarian addressed these questions under Robert's Rules of Order. He stated that the election is final as soon as the results are announced, and that ElectionBuddy posting the results constituted such an announcement. At that moment, the people who are elected become officeholders, even though they may not officially take office yet. He stated that the only way to remove them is through a trial process. He then asked for clarification on the mechanism the organization actually used — whether the candidates were suspended from membership or declared invalid to hold office. Tiffany Chiu described her own experience: a nationally-adopted disciplinary policy, not adopted by Western, was applied to remove her from her Secretary role without a board vote. The Parliamentarian characterized this as very close to what he had described, noting that "they're attempting to go around the rules that I just stated by suspending you from membership — which is a whole different ball of wax." When asked to confirm that the present meeting is the proper process for members to act, he confirmed that it is the proper process to exercise members' rights under the California Corporations Code.

Member inquiry about election timeline and basis for suspensions.

Members asked for a clearer account of the events and the stated basis for the suspensions. In response, the Chair walked through the timeline in greater detail, and Alycia Glines provided additional context. Glines explained that the board unanimously consented to the disciplinary actions before the disciplinary process required by the Policies and Procedures was complete; that the suspensions were characterized as emergency actions; and that the suspended members received no prior warning and no evidence supporting the allegations. She confirmed that the certified election results were withheld from publication until after the suspensions were imposed.

Additional remarks by Tiffany Chiu.

Tiffany Chiu, a former Secretary and Director whose board service was terminated through a similar disciplinary process, was elevated to the panelist panel and addressed the meeting. She stated that she had been subjected to a similar disciplinary process approximately one year earlier (her suspension letter was dated April 2025). She directed members to board meeting minutes published on the PSIA-West website, noting that at a joint special board meeting with PSIA-AASI National on March 19, 2026 — the day before the seven suspensions were imposed — a motion to adopt the current disciplinary actions was made by Director Neil Bussiere, whose seating on the incoming board depended on the exclusion of the suspended candidates who received more votes than he did. She stated that Bussiere did not recuse himself from this motion despite his direct conflict of interest. She further noted that the suspended members were presumed guilty without an opportunity to respond, and that the board had been operating with around five members rather than the seven-to-twelve required by Bylaws § 9.2, and may have been conducting votes by proxy, which she stated is not permitted.

Background on email list and communication forum.

A member who served on the committee that obtained the email list at issue here addressed the basis for one of the central allegations against the suspended candidates. He stated that this committee was appointed through the then-acting board and the board president to create a member communication forum for discussion of teaching and skiing; that the email list was obtained for that purpose; and that there was no nefarious intent in how it was obtained or used. He noted that the list could legally have been used for campaign communications.

Legal fees and organizational funds.

A member asked who is paying for PSIA-AASI Western Region's legal fees in this dispute. Barclay Moore responded that to his knowledge, the organization's insurance would not cover this dispute, and that the legal costs would be borne by the organization's general funds — which derive from member dues. He noted that the suspended candidates had raised their own funds for legal representation. Bryan Martel stated that the First Petition sought to resolve the matter without litigation through a stay and independent review, and that the Board's rejection of that path forced the current proceeding.

Historical precedent.

A former President of both PSIA-AASI Western Region and PSIA-AASI National — a 60-year member — addressed the meeting. He recounted that in 1972, at the North American Ski Instructors Congress in Vail, the Far West Ski Instructors Association and the Rocky Mountain Ski Instructors Association together demanded the resignation of the PSIA National board, citing a governance structure that amounted to a self-selecting "good old boys club." He stated that the organization responded and that this event turned PSIA around into what it became. He expressed confidence that the current situation, while serious, would also resolve positively for the organization if the members' will is heard.

Questions entered into the record via Q&A.

Members submitted questions through the Zoom Q&A panel, which are logged in the Q&A report preserved as Exhibit D. Q&A questions were not addressed verbally during the meeting;

however, 39 of 52 submitted questions received written responses posted in the Q&A panel by panelists Alycia Glines and Barclay Moore during the meeting. All questions and responses are preserved in Exhibit D.

XI. VOTER LIST FREEZE AND PREPARATION FOR VOTE

At the conclusion of open discussion, the voter list was finalized and uploaded to ElectionBuddy. The following were excluded from the voter list as ineligible to vote: members under active suspension (Alycia Glines, Barclay Moore, Bryan Martel, and David Achey), the Parliamentarian, the administrative team, and attendees for whom identity verification against the pre-screened membership list could not be completed. Tiffany Chiu, whose suspension had been resolved prior to the meeting and who was restored to good standing, was eligible to vote and was included in the voter list. **218 voter credentials** were loaded into ElectionBuddy (168 via pre-registered email; 50 via manual access keys reserved for real-time distribution via Zoom chat).

XII. SUMMARY OF RESOLUTIONS

Immediately before voting opened, the Chair presented a summary of the five resolutions. The Chair noted that each resolution would also appear in full text within the ElectionBuddy ballot. The ballot also included a member-in-good-standing attestation that each voter was required to confirm before casting their vote. The full text of all five resolutions is contained in the Second Formal Petition available at pssialliance.us/petition-2, incorporated herein by reference. The resolutions are as follows:

#	Resolution	Subject
1	Stay of Emergency Suspensions; Seat the Certified Winners	Direct that emergency suspensions be stayed pending independent review and that certified election winners be seated
2	Appointment of an Independent Reviewer	Direct appointment of a neutral outside reviewer (retired judge, licensed mediator, or nonprofit governance attorney) with a symmetric mandate to examine both the conduct of the disciplined members and the conduct of the leadership
3	Moratorium on Seating Non-Winners	Prohibit seating of any director who was not a certified election winner until full written disclosure is provided and the independent reviewer has reported findings
4	Censure and Vote of No Confidence	Censure the Board of Directors and record a vote of no confidence in the CEO based on the conduct described in the Second Petition
5 (5.1–5.5)	Formal Notice of Director Removal (Bylaws § 7.5 / Cal. Corp. Code § 7222)	Director-by-director vote on removal without cause of the five non-suspended sitting directors

XIII. RECUSALS

Before voting opened, the following panelists stated on the record that they would not cast ballots:

- Alycia Glines formally recused herself from the vote.
- Barclay Moore stated he would not vote and was leaving the matter to the members in good standing.
- Bryan Martel stated the same.

XIV. VOTING

A. Voting Period

Voting opened at approximately **7:28 PM Pacific Time** via ElectionBuddy. The Chair announced a 20-minute voting window. Individual ballot links were distributed via ElectionBuddy email to voters who were either pre-registered and verified in attendance, or verified during the meeting with documentary evidence of current membership. Voters who did not receive the email link were directed to request assistance via private chat to the host team, who provided manual access keys via Zoom chat. During the voting period, the Chair announced that manual links had been distributed to members who requested them. Public chat was closed during voting and the Chair made no substantive announcements beyond voting assistance reminders.

Voting closed at **7:48 PM Pacific Time**.

B. Ballot Delivery

- 141 voters voted via the ElectionBuddy email link
- 12 voters were rescued via manual access keys distributed by the host team via Zoom chat

C. Participation

- **218** voter credentials loaded into ElectionBuddy (168 pre-registered email links; 50 manual access keys reserved for real-time distribution)
- **153** ballots submitted

XV. VOTE RESULTS

Results were announced by the Chair from the ElectionBuddy tally immediately following the close of voting. The official certified results, available publicly at **secure.electionbuddy.com/results/6WRZ5G74QNPY**, are the authoritative record. The complete ElectionBuddy results report (Election #464589, generated April 23, 2026 at 8:17 PM Pacific) is preserved as Exhibit B.

All nine ballot items passed. Results are as follows:

Resolution 1 — Stay of Emergency Suspensions; Seat the Certified Winners

Vote	Count	Percentage
Yes	**146**	**96.69%**
No	5	3.31%
Abstentions	2	—
Total votes tallied	**151**	

Resolution 1 is APPROVED.

Resolution 2 — Appointment of an Independent Reviewer

Vote	Count	Percentage
Yes	**148**	**98.67%**
No	2	1.33%
Abstentions	3	—
Total votes tallied	**150**	

Resolution 2 is APPROVED.

Resolution 3 — Moratorium on Seating Non-Winners

Vote	Count	Percentage
Yes	**138**	**97.18%**
No	4	2.82%
Abstentions	11	—

Total votes tallied	**142**	

Resolution 3 is APPROVED.

Resolution 4 — Censure and Vote of No Confidence

Vote	Count	Percentage
Yes	**134**	**94.37%**
No	8	5.63%
Abstentions	11	—
Total votes tallied	**142**	

Resolution 4 is APPROVED.

Resolution 5 — Director Removal (Bylaws § 7.5 / Cal. Corp. Code § 7222)

Each sub-resolution constitutes formal notice of removal under Bylaws § 7.5 and California Corporations Code § 7222. A majority of votes cast is required for removal.

Resolution 5.1 — Removal of Sowmya Subramanian (Director)

Vote	Count	Percentage
Yes (to remove this director)	**126**	**90.65%**
No	13	9.35%
Abstentions	14	—
Total votes tallied	**139**	

Resolution 5.1 is APPROVED. Sowmya Subramanian is removed as Director.

Resolution 5.2 — Removal of Caleb Lee (Director)

Vote	Count	Percentage
Yes (to remove this director)	**121**	**90.98%**
No	12	9.02%
Abstentions	20	—
Total votes tallied	**133**	

Resolution 5.2 is APPROVED. Caleb Lee is removed as Director.

Resolution 5.3 — Removal of Neil Bussiere (Director)

Vote	Count	Percentage
Yes (to remove this director)	**128**	**92.75%**
No	10	7.25%
Abstentions	15	—
Total votes tallied	**138**	

Resolution 5.3 is APPROVED. Neil Bussiere is removed as Director.

Resolution 5.4 — Removal of Meghan Ochs (Director)

Vote	Count	Percentage
Yes (to remove this director)	**113**	**84.96%**
No	20	15.04%
Abstentions	20	—
Total votes tallied	**133**	

Resolution 5.4 is APPROVED. Meghan Ochs is removed as Director.

Resolution 5.5 — Removal of Henry Ryerson (Director)

Vote	Count	Percentage
Yes (to remove this director)	**118**	**87.41%**
No	17	12.59%
Abstentions	18	—
Total votes tallied	**135**	

Resolution 5.5 is APPROVED. Henry Ryerson is removed as Director.

XVI. ANNOUNCEMENT OF RESULTS AND CLOSING STATEMENT

The Chair announced the results of each resolution in the order listed above. Following the results announcement, the Chair stated:

> "These resolutions represent the binding action of the membership under California law. We will formally transmit these certified results to the Board of Directors within 24 hours. If the Board refuses to recognize this authority, these results will be forwarded to legal counsel and the California Attorney General."

XVII. ADJOURNMENT

The Chair declared the meeting adjourned at **8:01 PM Pacific Time.** The formal business of the meeting was concluded at that time. Informal discussion among panelists continued after adjournment; that discussion does not constitute official business of the meeting.

XVIII. CERTIFICATION

These minutes were prepared by the Secretary from the Zoom AI Companion transcript, the ElectionBuddy results report, the Zoom attendee report, and contemporaneous notes. The Secretary also served as ElectionBuddy Administrator and Voter Verification lead for this meeting. They are subject to approval at the next meeting of the membership.

Submitted by:

Alison Monahan

Alison Monahan, Secretary

Date submitted: April 24, 2026

Approved by:

Jeff Jensen

Jeff Jensen, Chair

Special Meeting of the Members — April 23, 2026

Date approved: April 24, 2026

EXHIBITS

The following documents are incorporated into and made part of the official record of this meeting.

Publicly accessible exhibits are available at the URLs noted or upon request. Retained exhibits are preserved in secure custody by the Secretary in encrypted cloud storage (Dropbox) and are not publicly distributed, as they contain member personal information (names, email addresses, and/or attendance data). Retained exhibits will be produced only pursuant to a court order, and only subject to a protective order sufficient to preserve the privacy of member personal information.

Publicly Accessible

Exhibit	Description
B	ElectionBuddy results report, Election #464589 (generated April 23, 2026, 8:17 PM Pacific)
D (redacted)	Q&A panel questions and written responses — names and identifying information removed
E	Second Formal Petition text, including full resolution language — pssialliance.us/petition-2
F	Twenty-three (23) questions submitted to PSIA-AASI leadership in advance of this meeting — pssialliance.us/questions
G	ElectionBuddy public certified results page — secure.electionbuddy.com/results/6WRZ5G74QNPY

H	Special Meeting Notice — official meeting notice published to members, including agenda, calendar of events, petition history, and legal basis — pssialliance.us

Retained by Secretary

Exhibit	Description
A	Zoom AI Companion transcript — truncated to official meeting period (call to order through adjournment); contains panelist and speaker names
C	Zoom attendee report — Webinar ID 847 4832 0139, April 23, 2026; contains member names, email addresses, and attendance timestamps
D	Zoom Q&A log — questions submitted by attendees during the meeting; may contain member-identifying information