



**USA Shooting Q2 Board Meeting**  
**July 8, 2024**

Board Members Present: Chair Jim Mitchell, Vice Chair Jacqueline McCook, Sarah Scherer, Troy Bassham, Tim Rupli, Ward French, Kim Rhode, Frank Thompson, Sandra Uptagrafft, Sara Walker

Board Members Absent: McKenna Geer

Employees Present: CEO Kelly Reisdorf, Kim Covert

Guests Present: Emily Curry (Chair of the Finance Committee), Cindy Moehring (USOPC Governance Liaison), Laura Peeters (Legal Counsel), Chad Whittenburg (Past Chair)

Call to Order: Mr. Mitchell, having established a quorum, called the meeting to order at 2:05 p.m. MT.

Conflict of Interest Disclosures: Ms. Peeters asked if anyone had any conflicts after reviewing the agenda. Ms. Rhode disclosed that she is currently a competing athlete and sits on many boards. Ms. Uptagrafft also disclosed that she is a currently competing athlete. No other conflicts were noted.

USOPC-designated Liaison Role: Ms. Peeters introduced the role that Ms. Moehring is playing as a USOPC-designated Liaison and governance expert

Fiduciary Duty: Ms. Peeters presented an overview of the fiduciary duties of a board member.

Meeting Minutes: Ms. Peeters asked for a motion to approve the April 8, 2024 Special Board Meeting and April 9, 2024 Action without a Meeting minutes. Mr. Rupli made the motion and Mr. French seconded. The motion passed unanimously.

CEO Report: Ms. Reisdorf presented an overview of the organization after 90 days, including a discussion of the organization generally, the Olympic and Paralympic Games, Olympic and Paralympic Teams, and budget.

2024 Budget: Ms. Reisdorf and Ms. Curry then discussed the 2024 budget and the progress made in terms of implementing better processes. A discussion ensued. Mr. Rupli made a motion to approve the budget as presented, Ms. McCook seconded. The motion passed unanimously.



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USOPC Audit: Ms. Reisdorf and Ms. Peeters presented the findings of the USOPC Audit of USA Shooting. A discussion ensued. A further discussion regarding the discipline of rapid fire for the 2028 Games then occurred. Ms. Reisdorf pledged to get back to membership as to the status of this discipline.

Question and Answers: Ms. Reisdorf then presented various questions that were provided prior to the meeting and answered them, including a discussion on the status of the CEO, development programs (Ms. Uptagrafft had some ideas), strategic planning, Ft. Carson, and range availability. A discussion ensued.

At 3:53 p.m. MT, Mr. Mitchell then called for a vote to enter executive session. The vote was unanimous.

At 4:45 p.m. MT, McKenna Geer joined the meeting.

In Executive Session, the following items were approved by affirmative vote of the Board.

- Bylaw Amendment to delete Article XII.C. Advisory Council and rely on Article XII.D Ad Hoc, Task Force and Special Committees when advisory groups are needed
- Bylaw Amendment to Article XIII.I. Past Chair, as follows: "If the immediate past Chair of USA Shooting is not a current Board member, then they may be asked to function as an advisor to the USA Shooting Board. The Board may request the past Chair to attend part or all of a Board meeting in order to speak on the advice requested by the Board. The past Chair shall not have a vote and must abide by the same confidentiality and fiduciary responsibilities as the Board."
- Agreement to rewrite the Bylaws utilizing the USOPC template and having Counsel perform the work.
- Agreement to reconstitute the NGC in its entirety and repopulate it in a timely manner.
- Agreement to empower the Paris Selection Committee to review Shotgun procedures.
- Agreement to remove the "Interim" from Ms. Reisdorf's title, making her CEO.
- Agreement to have Counsel be designated as the "Secretary" of the Board.

The board agreed on the following actions:

- Due to the conflicting provisions within the Bylaws pertaining to the election process for a Club/CTC board position, the board agreed that it cannot fill the position until the Bylaw conflict is resolved. The Board agreed that this inconsistency would be addressed in the Bylaws revision process, and any election of new board members would happen after the new Bylaws have been approved.
- In light of the confusion related to board meeting protocol, the board agreed to adopt specific meeting protocol for Quarterly and Special Meetings.

The Executive Session adjourned at 6:45 p.m. MT