

**Waiver of Notice and Consent To Holding  
of First Meeting of Board of Directors  
of  
Eastern Sierra Avalanche Center**

We, the undersigned, being all the directors of Eastern Sierra Avalanche Center, hereby waive notice of the first meeting of the board of directors of the corporation and consent to the holding of said meeting at 971 Swall Meadows Road, in Swall Meadows, California, on April 24, 2005, at 6:00 P.M., and consent to the transaction of any and all business by the directors at the meeting, including, without limitation, the adoption of bylaws, the election of officers, and the selection of the place where the corporation's bank accounts will be maintained.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature  
Walter Rosenthal, Director

\_\_\_\_\_  
Signature  
Nate Greenberg, Director

\_\_\_\_\_  
Signature  
SP Parker, Director

\_\_\_\_\_  
Signature  
Howie Schwartz, Director

\_\_\_\_\_  
Signature  
Sue Burak, Director

**Minutes of First Meeting of Board of Directors**  
**of**  
**Eastern Sierra Avalanche Center**

The board of directors of Eastern Sierra Avalanche Center held its first meeting on April 24, 2005, at 971 Swall Meadows Road, Swall Meadows, California.

The following directors, constituting a quorum of the full board, were present at the meeting:

Walter Rosenthal, Nate Greenberg, SP Parker, Howie Schwartz, and Sue Burak

The following directors were absent:

none

On motion and by unanimous vote, Walter Rosenthal was elected temporary chairperson and then presided over the meeting. Howie Schwartz was elected temporary secretary of the meeting.

The chairperson announced that the meeting was held pursuant to written waiver of notice signed by each of the directors. Upon a motion duly made, seconded, and unanimously carried, the waiver was made a part of the records of the meeting. It now precedes the minutes of this meeting in the corporate records book.

**Articles Of Incorporation**

The chairperson announced that the articles of incorporation or similar organizing instrument of this corporation was filed with the Office of the Secretary of State on February 17, 2005.

RESOLVED, that the secretary of this corporation is directed to see that a copy of the articles of incorporation or similar organizing instrument of this corporation, file-stamped or certified by the secretary of state or other appropriate state office or official, is kept at the corporation's principal office.

**Bylaws**

There was then presented to the meeting for adoption a proposed set of bylaws of the corporation. The bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the bylaws presented to this meeting be and hereby are adopted as the bylaws of the corporation;

RESOLVED FURTHER, that the secretary of this corporation is directed to see that a copy of the bylaws is kept at the corporation's principal office.

### **Election of Officers**

The chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Walter Rosenthal	President
Nate Greenberg	Vice President
Howie Schwartz	Secretary
SP Parker	Treasurer

Each officer who was present accepted his or her office. Thereafter, the president presided at the meeting as chairperson of the meeting, and the secretary of the corporation acted as secretary of the meeting.

### **Mailing Address**

After discussion as to the exact location of the corporation's principal office for the transaction of business, upon motion duly made and seconded, it was

RESOLVED, that the mailing address of this corporation shall be

P.O. Box 1505  
Mammoth Lakes, CA 93546.

### **Bank Account**

Upon motion duly made and seconded, it was

RESOLVED, that the funds of this corporation shall be deposited with Union Bank of California.

RESOLVED FURTHER, that the treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation be and is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any one of the following persons:

Nate Greenberg  
SP Parker

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein.

RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the board of directors of this corporation and until written notice of such revocation shall have been received by said bank.

RESOLVED FURTHER, that the secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation, and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

### **Compensation of Officers**

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the following annual salaries be paid to the officers of this corporation:

President	\$0.00
Vice President	\$0.00
Secretary	\$0.00
Treasurer	\$0.00

### **Corporate Seal**

The secretary presented to the meeting for adoption a proposed form of seal of the corporation. Upon motion duly made and seconded, it was:

RESOLVED, that the form of corporate seal presented to this meeting be and hereby is adopted as the seal of this corporation, and the secretary of the corporation is directed to place an impression thereof in the space next to this resolution.

### **Other Business**

Other business from the first meeting was:

- Review of the Mt. Tom accident press release. Agreed that the process for commenting formally on accidents should be formalized and discussed by the board first.
- Discussion of how to involve others as volunteers and observers. Possibly able to eventually offer pro-deals or other compensation for their efforts.

- Mission statement proposed: “To advise and educate the public on avalanche conditions in the backcountry of the Eastern Sierra.” Motion to accept mission statement seconded and unanimously approved.
- Discussion of advisories as the primary function of the center. Agreed that the quality of advisories is paramount and that a system must be in place to ensure a high quality product. Discussed with no resolution whether ESAC should use a classic “5-point” avalanche danger scale rating or another system for the Eastern Sierra.
- Agreed to investigate other similar centers like the Crested Butte Avalanche Center to see how they approach advisories, insurance, liability and how they are similar to ESAC.
- Discussed USFS. Agreed that an affiliation between ESAC and the USFS would be beneficial, if possible. Nate will talk to Mike Schlaffmann to get information regarding this.
- Discussed possible sources of private, public, and corporate sector funding. Nate and Sue have some people they will contact for help with fundraising. No objection on the board to a privately funded center if USFS funding does not happen.
- Identified some other important things that need to be done:
  - Get 501c3 status from IRS. Get IRS info from each director.
  - Create and agree on advisory format
  - Create system for information collecting from observers, guides, etc.
  - Get website in order. Set up system for posting meeting minutes on the web.
  - Investigate accidents
  - Hire a forecaster

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: \_\_\_\_\_

\_\_\_\_\_

Signature

Howie Schwartz, Secretary