

# LEAGUE OF AMERICAN BICYCLISTS

## Board Meeting

Washington, DC

Saturday, 19 March 2005

**Attending:** Michael Abrams, John Allen, Mike Greehan, Amanda Jones, Chris Kegel, Joe Stafford, Preston Tyree. (Note **Michael/Mike** – distinction maintained throughout minutes).

**By phone:** technical difficulties, connection made around 9:45 AM: Gary Brustin, Martha Roskowski (lost connection for a while around 3 PM), Paul Wessel (ill with flu, left about 2 PM).

**Absent:** Rich Killingsworth, Don Sparks

**Guests:** Al Brody (Board candidate Region 5), Harry Brull (Board candidate Region 5), Riley Geary (former LAB representative to NCUTLO), Tom Helm (life member, Board candidate Region 2), Bill Hoffman (LCI, life member), Richard Moeur (LAB representative to NCUTCD), Ingrid Schenck (Cycle Oregon), Chuck Smith (Ohio Bicycle Federation)

**Staff:** Andy Clarke, Sami Fournier, Christina Herold, Mele Williams, Marthea Wilson.

Chris called the meeting to order at 9:03 AM

Ingrid Shenck gave a presentation on Cycle Oregon/National Rally September 10-17, a week-long cross-state camping tour supporting local communities; LAB to host dinner one night, Board meeting, annual meeting to be on the rest day, September 15 at Champoeg State Park, about 30 miles SW of Portland. Joe expressed concern about National Rally logistics: site plans, maps, meal times, exhibit area, League getting memberships, recognition. Preston and Andy: Rolling Road I is in the works

Chris: pass concerns to Andy.

Chris opened the meeting up to public comment.

Riley Geary is waiting to see whether NCUTLO is resurrecting an alternate transportation committee.

Smith is pleased with Summit, is getting money to start ad-hoc committees to update the UVC following change in definition to make the bicycle a vehicle.

Michael thanked the board for appointing him, distributed Ohio bumper sticker and events calendar. Ohio is working to get a Share the Road license plate.

Chris: We've made great progress; we still have great challenges. Thanked Joe, who will not be running for re-election.

#### Business

Paul and Gary now joined via conference call.

#### Approval of minutes

Joe moved approval of September 4 meeting minutes as amended, seconded by Michael. Approved unanimously after minor corrections.

Michael moved approval of December 2 and Jan. 19 minutes as amended, Amanda seconded. Approved unanimously.

#### Election issues

Paul described the upcoming elections; ballot requires an address and needs a notice that regions 1, 4 and 6 will be up for election during 2006.

Paul moved acceptance of the ballot form. John seconded.

#### Discussion:

Joe rented a PO box for ballots. March 31 is the membership eligibility cutoff date. Election judges will check member names and addresses using membership number or name and address.

Richard Moeur: clubs can not vote; membership number may be important in determining eligibility and for member confidence.

Marthea: individual and family memberships may vote; photocopied ballots are acceptable.

Paul: concerned that membership number requirement would suppress the vote.

Bill Hoffman: Wants a note on the front of the magazine indicating a ballot inside.

Chris called for the vote: Approved unanimously, Preston abstaining..

Paul moved to authorize rental of the PO box and that a select committee of the Board count ballots. John seconded.

Discussion: Appoint Paul Wessel, John Allen and Joe Stafford, who may get help from members (not staff).

Chris called for vote: Approved. Preston Abstained

Paul: June 5 is the postmark deadline for voting and committee submits count by end of June.

Paul moved and Amanda seconded. Approved. Preston Abstained

Amanda, Michael, Bill Hoffman commended the handling of election issues.

#### Rhode Island 125<sup>th</sup> celebration

John Rohland gave a presentation on the Rhode Island 125<sup>th</sup> Celebration; rides Friday, Saturday Sunday June 10-12, ceremony, evening events, exhibits at Cox Charity Classic races. An NBW event as a gift to the League; Insurance will be through the LAB program.

#### Auditors

Chris asked Paul to introduce new auditors, Tom Raffa and Michael Hayne (?) of Raffa Associates, all they do is non-profit. They gave a PowerPoint (available to Directors).

Hayne (partner in charge of audit) gave a presentation on the consolidated audit of LAB and Life Trust.

Life Trust: an exchange transaction or a contribution? Net effect of the change was about \$1,000. But membership dues are declining.

John asked about the services we do supply: Are some of the membership contributions for services/goods and taxable?

PSAs by Lance and Bike to Work: need to match revenue and expense for donated services.

John asked for comparisons to last year. Auditors don't want to do that. Paul will work with Marthea on that. We have a \$225K decrease in dues and contributions.

Sources of income: Membership 46%, Contributions 25%, Programs 10.6%, grants 9% Other about 10%.

Preston needs a review of the Sarbanes-Oxley act's potential impact on non-profits from Raffa.

#### Finances

Following the lunch break, Preston called the meeting to order in Chris's absence.

Andy has fears on short-term cash situation, \$200K deficit in 2004. Said that the Summit will do better than originally budgeted, 240-250 paid registrants. Gary: payables are going down. Paul: the '05 budget surplus, if achieved, will allow us to reduce the outstanding debt. . Amanda: we skipped two scheduled mailings; challenged Bill Hoffman about bad publicity. Paul raised a point of order that the discussion of LABreform was off-topic. Paul discussed the trust and trustees' meeting. In 2004 the trust payments to the League were \$1,214 above the 10% limit. The trustees have agreed to make it up in '05. Chris thanked Paul.

#### Staff and Committee structure

Paul asked why we have separate Audit and Finance committees, and that the Treasurer not be on the Audit committee. Joe suggested that Sarbanes-Oxley might have a comment. The finance Committee picked Raffa. Preston: there should be separate audit and finance committees; the treasurer is needed on the finance committee.

Preston (had a handout on this): recommended a Development Committee, a Legal Committee, and a restructuring of the Education Committee to include four sub-committees. Committee structure is a way to involve and develop prospective Directors. Development is revenue side, Finances is budgeting side.

Gary said that there could be a conflict of interest if League lawyers handled product liability cases. John agreed. Preston said he would send a list of committees to the Board. We need to get the Strategic Plan to new Directors. Marthea is a staff resource.

Joe: We did develop a personnel policy. Goes with not having Marthea on the committee. Go through the Executive Director. The Board does not directly manage the staff policies.

Mike: We had a lot of work to see that other nonprofits do for staff – health club, shower etc. Marthea made recommendations but personnel policy would be reviewed and communicated to the board by the ED. Changes to the personnel committee should come through the ED.

Andy: ED report (available as a handout).

Advocacy: good work at summit, good response from the Congress, good staff work

262 paid registrants at Summit, out of 315. Last year, number stated was 400.

Time for a new BFC

Education: 4 LCI trainings so far this year, 15 or 16 total. 58 LCIs certified. St. Luis Opisbo not enough trainees, cancelled. Video, SR2S work continue; role with national bicycle safety network. Stronger relationship with AARP and AAA.

Gary has been talking with a lawyer in KY and wants to work on an appeal in a cyclists' rights case. LAB could budget \$2,500.

Clear Channel: yet another shock jock attack in Sacramento; LAB helped the station with PSAs.

Amanda says League staff is working better. Addressing cyclists' rights issues is a great recruitment tool for members.

Recipients of the Bike Town bike should get Bike-Ed.

Andy discussed the National Rally and the 125<sup>th</sup>, on-line museum for the website.

Membership: Paying attention to clubs is paying dividends; 460 total. John: total number of memberships is 18562 down from 21609 in 2003 (including 3 months' expired memberships). John praised the extensive membership data in the Board Book.

Michael says some member clubs were not listed in the Almanac. Date of pulls was in Late December.

Two staff people down. Chris Scott and Patrick McCormick. Anthony Yoder has taken over some of Patrick's work. Some toll on morale, but remain optimistic.

Upcoming events

Velo-City Joe: Is Andy going? Andy: on vacation time, at own expense. He is on the steering committee

BELC: Preston -- target is 250 registrants. Projections in Board Book describe sponsorships but registrants have dropped by half. Projections dropped by half. Majority of sponsorship has not yet been confirmed. Michael: What kind of people have attended in the past? Joe suggests a mission statement. Andy: Board needs to develop a task force to pull it off. John: Problem with two conferences so close in time and location conflict. Combine them in future years? Joe's idea: 402 money, contact the DOT.)

125<sup>th</sup>: ideas: LAB registration, media exposure with LAB name and mission. Materials, Special incentive for registration. Offer perk for signing up. Coupons, bags etc. Address the riders. Get local and national celebrities. Special ask for \$1.25, 12.50, \$125.00, 1,250.00.

National Rally: Exclusive party one evening. Commitment that they will help us promote the League, we get a percentage of gross income. Amanda says we need to work to integrate ourselves -- merchandise, work with local dealers. Member or bike shop for house party. Get a link on their web site. We need advance legwork to know what the overnight stops will be like. Will Town Hall meeting be open only to members? Harry Brull has a daughter who is with the Salem newspaper.

Gala Dinner at Interbike Wednesday Sept 28. \$125 per plate, 400-500 plates of dinner. Mike: Money will come through sponsorships. Amanda will work with Mike on a Task Force; Martha also volunteered. Of the 125 most influential people in bicycling in the last 125 years, those who are living should be invited. Sell video rights to Discovery Channel. Actual and Potential leaders of the community. If they will support us by being a sponsor table they will get a ticket to Interbike. Cash from Interbike. Right of first refusal as Headline Sponsor. Mike: attendees will be able to tour the floor at the Expo.

Harry Brull will get brochures for Bicycle Colorado. Get Brenda involved in 125<sup>th</sup> planning.

#### Other Business

Next meeting: Will be in Thursday September 15, 2005 of Cycle Oregon, all day. The evening should be a town hall meeting open to everyone.

Michael 's appointment to the board was in connection with a truce with LABreform. LABreform was to take down the material that was out of bounds. Hoffman will take off the material that "is damaging your ability to make a living." Chris is disappointed.

Position statement: John mentioned the position statements with revisions from Board input. Amanda moved that they be approved, Michael seconded. Approved unanimously (Martha absent, lost connection.)

Chris: wants the board to help out with fundraising development. Whatever Directors can do would be greatly appreciated.

Mike, Chris and Amanda expressed problems with negative publicity from LABreform. Mike pointed out that LABReform made a deal, the board went along with our part of the deal and LABreform didn't do theirs. They also pointed out that they didn't know how to take down the libelous comments posted in search engine and archive sites, and that Mike pointed out that that doesn't matter -- it's still their job to take them down.

Meeting called into Executive Session.

Amanda moved, Mike Greehan seconded that the meeting adjourn. Meeting adjourned: 4:50 PM