

League of American Bicyclists

Minutes

Board of Directors Meeting

Sands Convention Center
Las Vegas, Nevada

October 8-9, 2004

Board Present:

John Allen, Mike Greehan, Amanda Jones, Chris Kegel, Brenda Pulley, Martha Roskowski, Don Sparks, Joe Stafford, Preston Tyree, Paul Wessel

Board Absent:

Rich Killingsworth
Phyllis Harmon

Staff Present:

Andy Clarke, Patrick McCormick

Opening and Approval of Minutes

The meeting convened at 2.00pm. Chris welcomed everyone and introduced Tim Blumenthal, Bikes Belong ED, who made welcome comments.

Opened for Public Comment

Jean Anderson, LCI, wants a stronger education programs in her community; commented on ballot and member involvement.

Dan Gutierrez, LCI, CABO, also expressed interest in a stronger education program.

Brenda made a motion to accept minutes of March 6, Don seconded. Additions: Joe and Paul presented several changes and corrections. Brenda made the motion to accept the changes, Don seconded. The motion passed unanimously.

The up-dated minutes for September 4 were distributed for later approval.

Board Elections and Governance

Joe made a motion regarding the executive committee (see Motion #1), John seconded. Discussion followed, with Martha noting this would require a Bylaw change. Brenda made the point about composition of Executive Committee. Mike and Paul made the point that appointed members' filling slots would be an issue. Chris was opposed given the need for not tying hands of future boards. Mike

expressed concern over recruitment. In Favor: John, Joe, Preston; Opposed: Chris, Amanda, Don, Paul, Martha, Mike The motion failed 3-7.

Martha opened the discussion of nominations of officers, passed along a list of candidates for officer elections, and asked for additional nominations. Paul made a motion to accept the unopposed candidates (Chris for President, Paul for Treasurer) by voice vote and to vote on the remaining offices (Vice President, Secretary and At-Large) serially; Brenda seconded. In favor: unanimous. The ballots were counted by Jean Anderson and Dan Gutierrez. Results were: Vice President: Preston, Secretary: Don; At Large: Brenda.

2005 schedule of elections: Paul discussed the proposed resolution, "LAB Board Meeting, Oct 2004 proposed Board Resolution Amendment to By-Laws to Effect a Change in the Timing of Election" (see attached). Paul made the motion, Amanda seconded. There were discussion about the rally timing and other issues such as cost of and outside firm counting. In favor: John, Joe, Preston, Chris, Amanda, Don, Paul, Martha, Mike; Opposed: None. Motion passed.

Paul updated nomination issues: he stressed the need to adopt clear policies about procedural issues (see attached). The board discussed proposals for letting candidates have access to member mailing list. John suggested that LAB collect email addresses for this and other purposes. Motions were deferred.

Martha discussed Mark Abrams, who has expressed interest in filling the empty position on the Board, and board qualifications for automatic inclusion on the ballot. Chris gave some background about the "Reform" concerns, referring to a meeting held at the Indiana Rally. Are reformers interested in change or takeover? He reminded the board of its obligations. He gave an explanation of his proposals. In addition to these proposals, he suggested possible member survey and an ad hoc committee for LAB Reform to present to the president. John and Don expressed concern over "all qualified" candidates as resulting in too many. Paul questioned whether the nominating committee could limit the number of candidates. Martha raised a logistical question about possible qualifications of candidates. Chris explained that the idea for a list of qualifications came from the League's practice in previous elections relayed by former League officer Steve Gottlieb. Mike expressed concern over negative comments on the "LAB Reform" website. Don and Brenda expressed concerns over the benefits of negotiating with Reformers; Brenda suggested competitive elections. Paul suggested some positive outcomes such as possible qualifications and having one more than one candidate. Martha asked as chair of nominating committee if the board could suggest qualified people.

Paul made a motion that the Nominating Committee should make an effort to find at least 2 qualified candidates for each election. Amanda seconded. No discussion: In favor: John, Joe, Preston, Chris, Amanda, Don, Paul, Martha, Mike; Opposed: None. Motion passed.

Paul introduced the Nominating Committee's recommendations for candidate qualifications (see Criteria for Recommending Candidates for the Board of Directors). Paul made a motion that the board approve these recommendations, Amanda seconded. Discussion: Don commended the policies. In favor: John, Joe, Preston, Chris, Amanda, Don, Paul, Martha, Mike; Opposed: None. Motion passed.

Paul suggested Patrick put these changes in the magazine. Martha suggested that the Nominating Committee evaluate Mike Abrams and other possible candidates. Paul asked each member to put forward possible names as soon as possible.

Andy introduced the legal opinion regarding the meaning of the "total board".

Don made a motion that the board accept the Board of Ethics statement, Preston seconded. Discussion: Paul raised some issues from the information from the ASAE report and urged tabling the motion until this information could be considered, and made a motion to table, Mike seconded. In favor: John, Joe, Preston, Chris, Amanda, Don, Paul, Martha, Mike; Opposed: None. Motion passed. The committee will draft a revised statement for consideration at the next board meeting.

Brenda suggested that the Executive Committee meet every two months to stay abreast of issues. John wanted to see the minutes soon after any such meeting. Brenda made a motion that the Executive Committee meet every 2 months and minutes be sent within 15 days of the meeting. Paul seconded. Discussion: Amanda supported the idea. Joe asked how often has the committee met. It had met most recently in April. Joe expressed concern over lack of information from the Executive Committee. In favor: John, Joe, Preston, Amanda, Don, Paul, Martha, Opposed: None. Motion passed. Abstained: Mike, Chris.

Financial review

Paul introduced the communications from Langan Associates, the auditor. The auditors did not find any serious items of concern. We have issued an RFP to several audit firms, expecting to find new auditor for the next three years. The Finance Committee will give direction to Andy and staff to help the process. Paul then explained the financial statements running through July 2004. Given the current YTD shortfall of \$223,823, he reviewed Andy's full year projections for 3 case scenarios (best case, worst case, most likely). The most likely scenario will result in a projected deficit of \$234,278 for the year. The deficit resulted primarily from the fact that budgeted income from major contributors (foundations) was unmet. Paul suggested the League is facing a strategic problem, and that we need a new approach.

Paul then moved into the 2005 budget, and continued discussing the need for a strategic approach. Without new sources of income, programs must be cut. The board needs to prioritize programs, and consider options. Joe expressed concern

over how we list expenses in the magazine and suggested that staff time be fully considered in reporting. Paul asked each member to consider the possibilities for recommendations in the future, by reading all of the financial materials and considering priorities. Don asked about income from foundations. Andy explained that some major donors (eg, RWJ Foundation) have shifted focus. Joe asked if we are in a Catch-22 in that we have poor financials to discourage grants. Paul agreed that poor financials put us at a disadvantage in grant applications. Joe asked about cash-flow problems, and Paul explained how some expenses are paid in advance while income may come much later. Membership income is similar (checks come after mailings). John asked if the overall economic situation affects this, and Paul suggested it that it does, at least in part.

Chris listed several options for generating new income, while Preston stressed that income generation has more potential than cost cutting. Joe suggested a budget and audit committee. Paul recommended that we not approve the 2005 budget at this time, but do so by a phone conference, no later than December 3rd. Chris asked what the board could do to help. John expressed concern over membership levels and potential income from the 125th anniversary. Joe asked about the cost for acquiring members, and Andy and Mike responded with an explanation of those costs. Preston brought up club contributions. Don suggested forming a Club Committee to find ways of gaining support. Amanda discussed possible partnering with organizations for mutual support. Chris explained how IMBA has done this, and suggested the education program could add value. Martha suggested that education “ambassadors” and professional services could be a possibility. John suggested that LCIs have potential for income-generation. Joe compared LAB with IMBA and some of the difficulties of a more general nature. Amanda put a positive spin on the board’s deliberations. Preston discussed using mitigation advocacy as in Texas.

Brenda updated board fundraising, and house parties (Chris, Brenda, Don). Even if the money raising was low, the event can raise the League’s profile and bring in new members or supporters. A number of suggestions were presented about more board involvement. Martha made a challenge that each board member commit to \$2,500 each by the end of 2004.

AT 6.30pm the meeting was opened to public comment. Rich Moeur, Arizona DOT introduced himself, and made a brief presentation with handout on the National Committee on Uniform Traffic Control Devices.

Andy gave an extensive report, including the following:

Mission, vision, strategic plan

Andy showed the work this year and projected for 2005, including education, promotion, advocacy, organization and BELC. He reminded us that the League’s new book is out and being well received. Brenda suggested we get a book rep to help market the League’s new book.

Joe asked for details of the BELC, and Amanda and Andy spoke to the success of the program.

Other issues included

Bike Fest National Rally

Joe expressed disappointment about the event. Amanda expressed satisfaction with partners in Oregon. Paul suggested that future rallies be selected by region. There was a spirited discussion. Brenda asked whether the location decision is a board decision or staff issue. Brenda recommended that staff inform the board before a final deal for information and feedback.

The meeting adjourned at 9.30pm.

The meeting reconvened at 8.30am on Saturday. Chris welcomed the board.

Andy continued with updates:

League 125th

Locations discussed in Providence and New York. Chris suggested a travel pop-up tent for all major rides across the country. He suggested that this is a potential for a sponsorship. Don agreed to a lead in the traveling program. Andy will push for a Phil Liggett fundraising event, in NY and John will coordinate a possible New England event.

Bicycle Friendly Community update.

America Bikes.

League Awards

The board agreed that the appropriate committees should decide the awards.

Position statements

John introduced his recommended changes to a number of position statements. He suggested the board consider the possible changes and at the March meeting the board make decisions about the recommendations.

Life Trust

Paul introduced the minutes of the last trustee meeting. The board discussed Life Membership and club membership. Paul made a motion that Life Memberships be priced at \$1,000 with installments possibilities. Preston seconded. In favor: John, Joe, Preston, Chris, Don, Paul, Martha, Mike Opposed: None. Absent: Amanda. Motion passed. Paul reminisced!

Membership Categories

Martha made a motion to accept Mike's recommendation for family membership to read, "a family shall consist of two or more people living at the same address who are related by blood, marriage, civil union or adoption." Preston seconded. In favor: Amanda, John, Joe, Don, Preston, Chris, Paul, Martha, Mike. Opposed: O. Motion passed.

The board asked the staff to look at membership fee level changes to be decided at the March meeting. Martha suggested including a \$125 dealer category. Chris asked the Fundraising Committee to look at the club membership fee structure.

John mentioned the charter club membership as an area for the committee to report.

Brenda discussed the honorary board concept, and suggested that we slow down with it. Preston maintained that now is the time to move with the concept. Chris named Preston to the Fundraising Committee.

Committee Reports

The first report concerned the LAB reform issue. Preston gave an update on the meeting at the Jasper rally. Paul suggested a governance structure to have oversight over advocacy, education and promotion. Following Paul's suggestion, Chris asked the Executive Committee look at designing a way for all programs fit under a committee structure. Martha stressed that staff should continue to seek outside expertise. John brought up the issue of board orientation. Martha asked Preston to get a sense of the strategic direction the reform supporters want to change. Preston agreed to get those specific views. Amanda expressed concern over the idea of a special committee dealing exclusively with the LAB Reform group.

Joe introduced his motion "...to rescind the Bylaws change adopted in Madison, Florida that changed the petition requirements from a fixed number (was 50) to a number based on a percentage of region or national membership change to a number of 100 for regional members and at-large 200", John seconded. A discussion followed. Martha reminded us that this is a Bylaws change requiring 8 votes. A spirited discussion followed. Brenda offered an amendment to the motion that the Nominating Committee study the percentage issue and report back by December 1, 2004. Mike seconded. In favor: Brenda, Mike; Opposed: Joe, John, Amanda, Don, Preston, Chris, Paul, Martha, Mike. Brenda's amendment failed. Martha called question on Joe's main motion; the vote, Don seconded: In favor: Amanda, John, Joe, Don, Preston, Paul, Martha, Mike. Opposed: Brenda, Preston; Abstained: Chris. Martha's motion passed and Joe's main motion was presented: In favor: Preston, Joe and John; Opposed: Amanda, Brenda, Don, Paul, Mike, Martha; Abstained: Chris. Joe's motion to rescind the Bylaw changes did not pass.

Chris asked the Nominating Committee look at the mechanical process, and Martha asked for input as soon as possible.

Preston updated the Education Committee success, specifically with book sales and teacher training and student training has been tested. Preston wants to form a marketing subcommittee in this effort.

Chris asked the nominating committee if it has made a recommendation for the open elected at-large position, Martha responded that they needed to review the new qualifications requirements and Mike Abrams's qualifications. Chris asked this to be put on a fast track. Martha suggested the committee would follow up within a month.

Meeting schedule

Andy presented 2005 calendar. Martha recommended a phone meeting for November 29 to discuss Nominating Committee issues. Paul suggested a phone conversation on Dec 3 to deal with the 2005 budget. The next meeting will be in March 2005 at the Summit, Sat/Sun, March 19th and 20th; then July during the Portland Rally. Brenda recommended a conference call on November 28, 2005 but a decision on this meeting was deferred.

At lunch, Don gave a PowerPoint presentation on the “new Urbanism”.

Chris called for any new business:

Joe reminded the board of his region’s willingness and ability to host a national rally. John mentioned the issue of confidentiality and the ethics statement, and status of the League library.

Executive Session

The board moved into Executive Session. Mike discussed personnel evaluations. He made suggestions for performance factors for Andy’s annual performance and will send the board a full list of criteria.

Mike suggested we get feedback for evaluations as soon as possible. A consensus was that staff employment contracts should not contain severance clauses.

Don asked about some background of ending Harrell Consulting services. It was agreed that a grievance process should be established.

Chris left for the airport and the meeting was turned over to Preston.

The board undertook a spirited general discussion of communications and “customer care: falling through cracks.” The board discussed methods where the staff could be more effective.

The board moved that the minutes from Jasper, Indiana be approved. Brenda made the motion, John seconded. In favor: John, Joe, Preston, Paul, Mike; Abstained: Don, Amanda, Martha; Absent: Chris Opposed: None. Motion passed.

The meeting adjourned at 3.00pm.