

2011 Annual LAB Board meeting
Washington, DC
(action items in red)

Attendance: Hans van Naerssen, Tim Young, Steve Durrant, Amanda Eichstaedt, Mike Nix, Rob Sadowsky, Gary Brustin, Gail Spann, John Siemiatkoski, Eric Swanson, David Madson, Harry Brull, Alison Hill Graves, Diane Albert, Jennifer Grey Fox; Andy Clarke
Staff: Elizabeth Kiker. Lorna Greene

Agenda 11AM to 5:30PM

- Introductions
- Welcome & Chair's remarks
- Election of officers
- Visioning committee report
- Development/fundraising workshop
- Governance committee report
- Other LAB Board matters
- Consent agenda
- Full board executive session

Election of officers: Andy presented the following slate of officers:

- Chair: Hans
- Vice-char: Tim
- Treasurer: Eric
- Secretary: Harry
- At-large: Gail

Motion: Rob/Second: Steve – **Accept Executive Committee slate**

Passed: unanimously

Fundraising discussion Diane Remin of MajorDonors.com led a workshop on the topic of cultivating major donors and Board member giving.

Vision discussion

Full board discussed latest iteration of strategic plan. Will continue discussion at June meeting and present final strategic plan at October Board meeting..

2011 Work Plan goals – not ready yet; should be ready within a month for Board acceptance via conference call

Governance committee:

Tim presented election results – 5 new Board members

Tim pointed out the need to evaluate the current process

Tim introduced draft 2012 **Board** candidate qualifications-after discussion, these it was agreed that they will be send electronically for review and suggestions

Rob suggested adding a willingness to sign the LAB Code of Ethics as minimum criteria for candidacy

John pointed out the need for transparency in the election process

Motion: Rob/Second:Harry - **adopt the candidate qualifications in principle, with word-smithing to follow.**

Committee will present final verbiage in June

Passed - unanimously

Tim introduced the following timeline for 2012 elections: please list/add key dates

- March 7, 2011 – establish Governance Committee
- March 7, 2011 – establish timetable
- October 27, 2011 – report of recommended candidates by Governance Committee
- November 15, 2011 – Board recommends candidates
- December 24, 2011 – deadline for petitions
- January 3, 2012 – ballots available
- February 3, 2012 – close of elections
- March 5, 2012 – new Board terms start

Motion: John/Second: Gail - **to accept the 2012 election timeline**

Passed: Unanimously

By-law changes

Motion: Rob/Second: Eric – **accept by-law changes just agreed upon regarding date changes**

Passed unanimously

Gary pointed out the need to have all by-law changes reviewed by LAB corporate attorney

Article III, Section 2 - Directors

Delete: Five Directors out of a Board of 12, or a similar proportion for a Board up to 17, shall be elected by the Board upon nomination by the Governance Committee. The remaining Directors shall be elected by the members as provided for in Article III, Section 8.

Add; A simple majority of the Directors shall be elected by the members provided for in Article III, section 8. A minority shall be elected by the board upon nomination by the Governance Committee

Motion: Eric/Second: Gail – **Adopt changes to Article III, section 2**

Passed: unanimously

Article III, Section 7 - Petition

To read: Any person who applied to be a candidate, but was not selected for the ballot, and who meets the eligibility requirements defined in Article III, Section 3 may become a candidate for Director by obtaining signatures of five percent (5%) of the total persons who hold regular memberships. Recommendations of the Board shall be announced no less than 45 days before the Board election date, and any petitions for candidate nominations shall be submitted no less than 10 days prior to the start of the Board election.

Motion: John/Second: Mike – **To accept the language above for Article III, Section 7**

Ayes: All but

Nay: Steve

Abstain: Eric

Motion passes

Article III, Section 10-Removal

B. Remove: appointed or elected by the Board

Motion: ???/Second: ???

Passed: Unanimously

The Governance Committee will obtain Illinois law on the subject of Director removal

All By-law changes are effective as of March 7, 2011

Committee structure and memberships

The following additions and changes were made to the Indications of Interest – 2011-2012 Officers and Committees contained in the Board book

Governance – Add Mike and Steve

Development & Membership – appoint David as Chair

Finance & Audit (new committee) Eric as Chair, Diane, Gary [Hans](#), [Andy](#), [staff?](#), and 2 non-Board as members

Final list to be attached

Committees need to write a definition of purpose and goals

Amanda wants to create a committee to preserve League memorabilia. She will be assisted by Elizabeth, Alison, John, and Bill Hoffman

She will fundraise to cover costs – Gail pledged \$2,000.00

Motion: Amanda/Second: Tim – **Accept leadership and membership of committees**

Passed: unanimously

Proposed dues structure

Andy presented a chart of proposed membership dues changes

Rob suggested expanding the student/under-25 to include those on fixed income, low income, etc.

Rob suggested the Life Membership rates were too low

He suggested rates for advocacy organizations may be too low

Alison suggested re-naming dealers to “bikeshops”

She suggested adding “rides” as a category comparable to clubs

She suggested adding “community organizations to advocacy organizations

Motion: Rob/Second: Tim – **Approve the new rate structure along with a survey to determine if the new rates are acceptable**

Passed: Unanimously

Financials

Eric presented the new cash flow report

Hans expressed concern that we were running quite tight

Hans, the ExComm and Finance Committee will work with Andy [soon](#) to make cash flow less tight

Rob asked that recommendations for addressing financial issues be presented at the next meeting

Consent Agenda

Removed: 2011 Board calendar ([removed to discuss 2011 dates](#))

2011 Workplan approval ([not ready for discussion / approval](#))

Items approved or included:

- Minutes of December 3, 2010 Board meeting – approval
- President’sd report (info) – December-Feb highlights, March-May plans
- 2011 Board calendar – approval
- 2011 budget – info; approved in Dec.
- Committee reports – info
 - Executive – Feb. 24, ‘11
 - Life Trust – Feb. 22, ‘11
 - Development – Feb 22, ‘11

Motion: Rob/Second: Tim – **approve consent agenda**

Passed: Unanimously

Board Calendar: confirmed dates for Exec Comm and Board meetings

- June 6, 2011 (4 PM -5PM EDT) – Board meeting (conference call)
- August 29, 2011 – Board meeting (conference call)
- October 22, 2011 – board meeting (location to be determined)
- Executive Committee meetings – noon Eastern time - ½ hour, fourth Friday of each month except 3rd Friday Nov. and Dec.
 - Feb 25
 - March 25
 - April 22
 - May 27
 - June 24
 - July 22
 - August 26
 - September 23
 - October 28
 - November 18
 - December 16

Executive Session

Harry described the process and status of the Personnel Committee's review of Andy's performance

Meeting adjourned at 5:35 EST

Respectfully submitted
Harry Brull

2011-12 Officers and Committees

Executive Committee: Financial and administrative governance, personnel; advisory,

Chair: Hans van Naerssen
Vice Chair: Tim Young
Treasurer: Eric Swanson
Secretary: Harry Brull
At Large: Gail Spann

Committees: All are advisory.

Finance: Develop annual Budget, participate in financial oversight, manage annual audit, make financial recommendations

Eric Swanson, Chair
Gary Brustin
Diane Albert
Hans van Naerssen (Ex Officio)

Andy Clarke (Ex Officio)
Elizabeth Kiker (Staff)

Governance: Assess, recruit, and develop Board Directors. 2011 priorities include overseeing the election process, Board development, succession planning

Harry Brull, Chair
Tim Young
Amanda Eichstaedt
Gail Spann
John Siemiatkoski – not eligible if candidate for election in 2012
Mike Nix
Steve Durant
Hans van Naerssen (Ex Officio)
Andy Clarke (Ex Officio)
Elizabeth Kiker (Staff)

Development & membership: Fund raising & membership strategies, policies. 2011 priorities include 3 year Development Plan, meeting 2011 Development goals

David Madson, Chair
Gail Spann
Alison Graves
Diane Albert
John Siemiatkoski
Gary Brustin
Hans van Naerssen (Ex Officio)
Andy Clarke (Ex Officio)
Elizabeth Kiker (Staff)

Education: Education strategies & policies. 2011 priorities and tasks to be defined.

Gail Spann, Chair
John Siemiatkowski
Mike Nix
Alison Graves
Diane Albert
Steve Durant
Hans van Naerssen (Ex Officio)
Andy Clarke (Ex Officio)
Preston Tyree - Staff
Bill Hoffman – League Member

Advocacy: Advocacy strategies & policies. 2011 priorities and tasks to be defined.

Tim Young, Chair
Rob Sadowski
Jennifer Fox
Gary Brustin
Diane Albert

Hans van Naerssen (Ex Officio)
Andy Clarke (Ex Officio)
Walter Finch - Staff

Visioning Steering Committee : Oversee the Visioning / strategy development & review. 2011 Priority is finish Outcome definition, prepare short term strategies and plans

Andy Clarke (Ex Officio), Co-chair
Hans van Naerssen (Ex Officio), Co-chair
Gail Spann & Preston Tyree: Education and Encouragement
Rob Sadowsky & Bill Nesper: Infrastructure
John Siemiatkowski & Scott Williams: Movement Building
Elizabeth Kiker - Staff

Life Trust: Oversee the Life member Trust Fund. 2011 priority: continue to monitor, strategies to promote Lifetime membership

Eric Swanson
Gail Spann
Board Chair (Ex Officio)
Andy Clarke (Ex Officio)
Elizabeth Kiker - Staff
Lorna Green - Staff
Barbara Sturges – member
Don Sparks – member
Gary Klein