

## LAB Board meeting 3/8/10, start at 1:00 PM EST

Attendance: Hans VanNaerssen, Tim Young, Amanda Eichstaedt, Mike Nix, Rob Sadowsky, , Bill Hoffman, John Siemiatkoski , Harry Brull, Gail Spann, Gary Brustin, and Jeffrey Lynne  
Staff: Andy Clarke, Elizabeth Kiker, and Lorna Greene  
Member: Chris Eatough – Program Director/Bike Arlington (1:17 PM)

Amanda welcomed Gail and Jeffrey to the board. Gail returns after filling Preston Tyree's seat when he joined the staff.

Amanda expressed regret from Eric that he couldn't be here.

. Agenda:

- Introductions
- Approve previous minutes
- By-Law revisions
- Budget approval
- Next board meeting

**Minutes:** After edits were suggested, motion to approve 12/8/09 minutes

**Motion: Rob**

**Second: Bill**

**Ayes: 11**

**Nays: 0**

**Motion passed**

3/2/10 minutes

**Motion: John**

**Second: Jeffrey**

**Ayes: 11**

**Nays: 0**

**Motion passed**

Amanda expressed excitement about progress over the last year. She thanked Tim and the by-laws committee for their work and Andy/staff for their progress on the line of credit and financial situation. She noted that Summit registration exceeded 700 registrants.

### **Officer election**

The following were nominated:

Chair: Hans

Vice Chair: Tim

Secretary: Bill and Harry

Treasurer: Eric

At large: Gail

Amanda serves ex-officio as outgoing Chair

Harry elected as Secretary

Amanda passed on the purple napkin to Hans

Bill presented Hans with The League of American Wheelmen gavel from 1965, which had been passed to him by Ralph Galen, who was President circa 1970

### **By-law revisions:**

Tim presented changes suggested by the attorney. Two types of changes – typos/common sense and issues requiring discussion:.

**Typos/common sense**

- Article I Section 4 Add: **Board Notifications to members:** Will be via electronic or print communication methods.  
**Notices or Notifications:** Notifications to Directors, members or committee members may be via electronic or print communication methods.
- Article II Section 5 Add: Affiliate members shall have no votes.
- Article III Section 2 Add: ...as determined from time to time by the Board of Directors
- Article III Section 2 Add: The remainder shall be elected by the members
- Article III Section 8 A ....Governance Committee
- Article IV Section 6 ....Board Chair
- Article V Section 2 ....to serve as chair

**Motion: Tim**

**Second: Amanda to accept above changes**

**Ayes: 11**

**Nays 0**

**Motion passed**

**Discussion issues**

Article III Section 8 C

- Bill suggested requiring a 2/3 majority to amend voting method
- Rob pointed out that Robert's rules requires a simple majority
- Rob suggested either the by-law or governance committee formulate a method

**Motion:: Bill Second: John to require 2/3 of board to amend voting method**

**Ayes: 2 (Bill and John)**

**Nays: 9\**

**Motion failed**

**Motion: Rob**

**Second: Harry**

**Add: ...and as posted on the League's website**

**Ayes: 11**

**Nays: 0**

**Motion passed**

Article III Section 10 Removal

- Illinois law stipulates that only those who elected a director may remove a director

**Motion: Rob**

**Second: John New Article III section 10 A (separate from board-initiated removal) add.... And unexcused**

**Ayes: 11**

**Nays: 0**

**Motion passed**

**Motion: Rob**

**Second: Amanda Article III section 10 B Board-initiated removal Any Director appointed or elected by the Board may be removed by a 2/3 vote of the board.**

**Ayes: 11**

**Nays: 0**

**Motion passed**

Article III Section 10 B now becomes Article III section 10 C

Andy will check with the attorney to ensure that any of changes made are consistent with Illinois law

**Motion: Rob**

**Second: Amanda to approve all by-laws as amended**

**Ayes: 10**

**Nay: Bill**

**Motion passed**

### **Financial Reports**

Andy reported over 700 registrants and 162 sponsors for the Bike Summit – ahead of budget

2010 Workplan – Andy’s review will be based upon workplan

**Motion: Jeffrey**

**Second: John Approve 2010 Workplan**

**Ayes: 11**

**Nays: 0**

**Motion Passed**

Elizabeth will draft an article highlighting 2010 League priorities – Hans will help.

Hans passed out a tentative timetable for board elections.

Rob asked if we were going to put out a demo of the preferential voting system. Tim noted it would be a good test of the system software.

Bill asked when would petitions open. Hans suggested 9/1/2010 – Bill agreed.

Bill noted that the Board elected directors are mostly appointed in the same year.

Hans suggested that the Nominating Committee recommend an approach to spread the appointed terms.

**Motion: Mike**

**Second: Gail Adopt election timeline**

**Ayes: 9**

**Nays: 0**

**Abstentions: 2 (Gary, Bill)**

**Motion passed**

Demonstration test will occur in May in conjunction with new software.

### **Committee Appointments (Chair\*)**

Governance – Tim\*, Amanda, Mike, John, Gail

Audit – Rob\*, Eric, Bill (several others to be added from outside Board)

Advocacy – Rob, Jeffrey, Hans

Education – Gail, Mike, Bill, John, Harry

Development and Membership – Gail, John

Long-Range Planning – Hans\*, Tim, Mike, Jeffrey, John, Amanda

LifeTrust – Amanda, Gary, Gail

Rob suggested using LRP Committee to define need for committees – Amanda agreed.

Rob suggested recruiting some outside members to serve. He also opined that the Treasurer should support, but not serve on the Audit Committee. The role of the Audit Committee is to review processes, some of which have been formulated by the Treasurer.

**The ExComm will look into new 403-B regulations**

### **Strategic Plan Update**

2010 workplan flows from 2008 strategic plan. 2010 workplan is updated from 2009 workplan with completed items removed.

Legal defense activities are a goal for 2010.

**A**ASHTO guidelines are out for comment

Andy suggested to the Director (of AASHTO) that it would be good to complete by mid-September. However, it would be a stretch.

Education – Curriculum has been overhauled. We now have certified close to 3000 instructors.

The City of Houston is working with us to produce an on-line version of the classroom portion of Traffic Skills 101.

We have a goal of measuring impact of TS-101 on students.

Events

National Rally – Albuquerque June 3-6

Sea Otter

Interbike

No major sponsor yet for Bike Month. Amanda suggested we could partner with strong regional efforts. At the present time, we are forgoing promotion of Bike Month this year.

Organizational development issues – New membership software purchased. It should be operational in next 3-6 months.

Club leadership training has been piloted

Next step is take it to Milwaukee

Insurance program for clubs is strong.

Goal of more 100% clubs – join club and League simultaneously.

Long-Range Planning – Kick off tomorrow

Chicago – June 18/19 Friday night dinner; all-day session Saturday till 4 PM

### **Future Meetings**

Board – telephone meeting Sept./Oct for budget and elections

Phone meeting Dec/January

Face-to-Face meeting - 2011 Bike Summit

Pro Bike/Pro Walk in Chattanooga September 13-15  
We will have a presence there

VeloCity conference in Copenhagen June 22-25. Andy is host.

Executive Committee – in week following financials; Andy will get us dates  
Bill suggested ExComm minutes be posted on the website; this was agreed to by the Board

Annual meeting is Tuesday at 5-6 PM in Reagan Building

Suggestion made to approve minutes within two weeks of meeting (and post to website after Board approval)  
rather than waiting till next meeting

The board moved into executive session (4:15 PM)

The board returned to regular session (5:10 PM)

Hans reminded the board about board-giving responsibility.  
It was noted that Conflict of Interest form should be signed each year.  
Rob suggested a place on the form to list potential conflicts.

**Motion: Amanda**

**Second: Mike adjourn**

**Meeting adjourned at 6:30 PM Tuesday, March 8, 2010**

Respectfully submitted  
Harry Brull