

League of American Bicyclists
March 10, 2009 Board meeting
LAB Offices, Washington, DC

Board attendance (existing members): Gary Brustin, Amanda Eichstaedt, Bill Hoffman, Mike Nix, Bruce Rosar, Eric Swanson, Hans Van Naerssen, Tim Young, Andy Clarke, Harry Brull

Board attendance (new members): Rob Sadowsky-replacing Jim Sheehan, John Siemiatkoski-replacing John Allen

Members in attendance: John Allen

Staff in attendance: Lorna Greene, Elizabeth Kiker, Bill Nesper

Guest: Curtis Deane of Woodley Lion Consulting

Amanda opened the meeting by noting yesterday by-law committee discussion was attended by 9/12 of the board and was a productive discussion. The general consensus was that the concept of Regions was outdated and, in the future, all board members might be considered at-large. A recommended slate would be voted upon by the membership. The use of preferential voting would ensure fairness in the results. The Bylaws Committee will continue to research the issue.

Hans proposed the full board be prepared to vote upon the change at our June meeting in order to implement at our next election.

Q: Rob Will there be an opportunity to petition to the board? He voiced concern that a well-organized minority could be elected.

A: Amanda yes. Eric-Preferential voting prevents that scenario from occurring.

President Report

Summit registration closing in over 600 (30 attending only Safe Routes to School dinner)
560-570 represents record attendance

NBDA, Bikes Belong, IMBA helped attract 70-75 bicycle retailers

Sponsorship budget also exceeded

DOT secretary to address plenary session along with three members of Congress

150 bicycle industry members in town concerned about pending legislation regarding lead in children bicycle wheel brass nipples

Finances 2008 ended with a 69K surplus

Education seminars are going well

First SRAM grant money received

Hans requested a dashboard report on cash flow

Andy said first report will be made using March figures

Vacation accrual Figure of 31K noted. Andy reported that this figure is decreasing as staff are requested to use vacation. Rob suggested his organization allowed, with permission, staff to use vacation prior to actual accrual.

Q: Bruce Do we have data regarding salary costs by program?

A: Andy We have the data. We will add two positions with SRAM funding, adding to three Trek money positions (BFC, state and local advocacy)

Q: Tim Thoughts on the development director position

A; Andy next in line after membership director. Elizabeth is creating one or more grant requests/month.

The need is to develop individual giving

Current budget does not include current or second SRAM proposal. If asuccessful, positions could be filled and membership software acquired.

Membership - Elizabeth is acting membership director. New software being investigated
Rob His organization has a proposal out to develop new software; waiting for funding support

Programs Bicycle-friendly Business awards will be announced Wednesday

Applications for Communities and states due Friday

Six state legislatures made legal changes based upon Bicycle Friendly States program

Bill voiced concern over some of the Maryland law changes

Approval of 12/16/08 Board minutes Motion by Tim; second by Bill carried unanimously

Recommendation made that the annual meeting begin with the commencement of this board meeting and terminate after Wednesday night meeting

Nominations for Executive Committee

Amanda for Board Chair nominated by Hans; accepted unanimously

Hans for Vice Chair nominated by Harry; accepted unanimously

Harry for Secretary nominated by Tim; accepted unanimously

Eric for Treasurer nominated by Bill; accepted unanimously

At-large seat on Executive Council Gary nominated by Amanda; Tim nominated by Hans

Tim selected by ballot

Bill: Q: Did the Executive Committee have any meetings after Sept. 25? A: One was held in November, and notes were sent out. There was a Personnel Committee meeting but no notes were sent.

Next board meeting at Bike Ed conference in san Jose, CA. Tentative start is dinner on 6/16 and all-day session on 6/17. There will be a telephone Board meeting around budget time.

Guest speaker and board training Mr. Curtis Deane spoke to the board about fundraising, particularly individual donors and the board role in the process

Motion to adjourn Tim approved unanimously

Submitted by Harry Brull

3-10-09

League of American bicyclists
June 18, 2009 Board of Directors Meeting
9 AM PDT San Jose, California

Board Members present: Harry Brull, Gary Brustin, Andy Clarke, Amanda Eichstaedt, Bill Hoffman, Hans van Naerssen, Mike Nix, Bruce Rosar, John Siemiatkoski, Eric Swanson, Tim Young (joined by Rob Sadowsky at 10:05 via speaker phone)

Members present: none at start. Chris Quint joined at 9:50 AM. Dan Gutierrez at 10:45 AM.

Amanda welcomed Board and called the roll. She discussed our partnership with Alliance for Biking and Walking and solid relationship with NBDA and Bikes Belong. She acknowledged the progress we have made in the seven years she has been a board member.

By-laws: We are not ready to vote. We will carry through calendar year 2009 with existing by-laws. By-law changes will be finalized by year end.

President's Report (Andy): Attendance at education conference 115-120, same as previous years. We had hoped for twice that.

Bert Hill, of the San Francisco Bike Coalition will be receiving award for Instructor of the Year

Ellen Fletcher will be honored for her work on Palo Alto City council and former LAB board member

The Transportation Committee Chair releases his report today; expect some movement to delay reauthorization

Approval of March minutes: Motion by Bill; second by Mike. Approved unanimously

Financials (Andy): May is down; cash flow issues make April/May look bad.

Trek funding – we perform work ahead of the funding.

NBDA funds are spread across the year.

An acquisition/renewal campaign is in the works.

Membership income has declined; this is part of a national trend.

We will not meet income projections for the Education Conference.

Trek money contains a provision for additional dealer contributions. This additional money, not budgeted, may not be forthcoming due to slower sales.

The trek money is 85K; the dealer contribution is an additional 8-10 K

Q: Hans: Could you put together a year-end projection?

Q: Gary: What's your projection today?

A: Andy: 2nd SRAM grant eases bump in the road and will help us tackle membership issues.

Q: Hans: Have we followed up with non-renewing members to find out why?

Eric: Audit report not yet received. No significant audit exceptions expected.

Concern was expressed that we don't have a real cash flow management report. The current report is not helpful for cash flow/line of credit issues.

Q: Hans: Will you make a commitment to produce a cash flow report.

A: Eric: I will work with Lorna to produce the report.

Life Trust: No firm decisions were made at the Life Trust meeting. Concern was expressed over the issue of sustainable payments by the Life Trust to LAB.

Policy issue: Should life membership be considered deferred payment for lifetime of services or a permanent endowment. Former view represents a cost for service.

Gary Klein advocated a more aggressive investment policy. Currently money is invested in a conservative mutual fund. Gary Brustin suggested obtaining professional advice using a hourly-rate based financial advisor.

Bill noted that people who became life members many years ago did so at substantially lower rates.

Estimated cost of servicing a member ranges from a minimum of \$8-10 to \$25 if programs/staff are added.

Q: Is \$1,000 individual/\$1,500 family the correct fee?

We have promoted life membership and seen a corresponding increase in life members.

Q: Should we continue to promote it/

Andy noted that he was torn on the issue, noting we probably lose money on a year-to-year basis.

The bottom line is that the costs/benefits may cancel each other out.

Tim noted that it is our one tangible asset. They should be cultivated for special requests and planned giving.

Q: Hans: What is the action item?

A: Amanda: Membership and development need to get going.

Eric: We should get investment advice and record policy on how we manage trust. The cost question should continue to be calculated.

Amanda: The membership Director should be tasked cultivating life members.

Gary will check with our accountants and attorneys for advice/referral.

The Life Trust Committee will meet Thursday, June 25.

The audit committee will consist of Eric, Amanda, Hans, and Rob. The Treasurer can/should sit on the audit committee.

Tim noted that best practices have auditors changed periodically.

The finance committee is the executive committee.

Nominating committee update (Hans): Committee has not met this year.

Lisa, Gary, Mike, Tim terms expire March, 2010 – all are board appointments

We should ask if they would be interested in continuing/ determine if we need to add skills or relationships/ recruit if necessary/ elect four Directors

Amanda: We should use August magazine to let members know of our intention to change board structure

Executive and Personnel Committee: Andy's appraisal completed. The executive committee has met twice since March.

Q:Bill: Is Andy's review to be distributed to full board?

A; Tim: Board best practices is that only a summary is shared broadly..

Gary suggested, and Bill concurred, that a verbal summary from Amanda would suffice.

By-law committee update (Tim): Two calls since March. Starting point is 9/07 document.

Section 5: voting, referendum being rewritten. Need to differentiate the annual membership meeting from the annual board meeting.

Illinois law limits range of board size to five (e.g. 12-17)

Add new section 5 with definitions – clarifying words and phrases

Eric, Rob, and Hans will research preferential voting.

Attorney review to ensure changes comply with Illinois law.

Eric pointed out that staggered terms vs. whole board election is a trade-off – continuity vs. representativeness.

Harry pointed out we need a timeline. **Hans will work with staff to prepare.**

Tim/Amanda will write article for web/magazine re regions disappearing

Tim has highlighted consensus changes on latest by-law document. If any board member disagrees, Tim will pull the item for discussion.

State Representative Program (Andy): State Ambassador program got off to a good start six months ago. Now have 15-17 ambassadors. Conference call held. Bad news is that person who managed program left in January. We thought IMBA had a good model program, but they have changed direction and abandoned the model.

Tim raised the strategic issue of synergy between Alliance for Biking and Walking and state ambassadors. Concerns include renegades, staff energy to manage.

Hans pointed out the need to get clarity regarding expectations of state ambassadors.

(Rob signed off at 11:30 AM)

Annual Events Update: Amanda asked if we need to meet in person at Interbike? Consensus was that face-to-face board meeting was not necessary, but board presence would be helpful. Future board meetings will be held by phone in September and December

Next year's national rally in Albuquerque June 5-6, 2010.

Andy raised the question regarding the purpose of the League's presence at the rally. Chief goal would be to develop partnerships and make the rides themselves affiliate members.

Tim asked if we could get one million people on a bike at simultaneous national rallies.

Board position is to ask staff to propose ways to modify rally activity to benefit LAB.

Break for lunch: Reconvene 1:10 PM

Strategy & Planning Workshop: Hans described plan of action today: 1.5-2 hrs. to discuss strategic plan, then vote on any changes like we did in Martinsville. Bill said only

Board should vote, Hans said “best practices” says staff also votes. Tim said that by approving the budget and annual work plan, Board controls what’s going to be done anyway. Amanda: we’re only doing an informal tally, not an official vote.

Priority #1: Promote & Protect rights of cyclists. Have already improved laws in 5 states, avg. scores in states improved, model local laws adopted in Jackson, WY. Not as much progress on legal defense program. One lawyer added as referral. Need to raise funds to have someone on staff responsible. Add 1c. Set national standards.

Priority #2: Advocate. One round complete of bicycle-friendly communities/states/businesses. No Mayors’ Institute in Boulder; Mayor now in the White House. Need to find new ways to reach mayors in 2010. Bike Summit had almost 600 participants; sponsorship amount exceeded. Income & expense in “Create BFA” is entirely grants. Hans asked if Congressional bike caucus should be a line item. Consensus is no. There are stand-alone bills in House & Senate on Complete (Comprehensive) Streets. 2e added: build partnerships w/ nat’l & state advocacy & industry groups.

Priority #3: Education 3a: Rebrand BikeEd; 3b: online self-instruction; 3c: expand delivery of bike educ.; 3d: evaluation & quantification of Smart Cycling program’s reach; 3e: establish approach for bike ed in elem. schools by 2015

Priority #4: Promote Bicycling 4a: LAB presence at events after 2010; redefine rally involvement; 4b: state ambassador program; 4c: expand Bike Month; 4d: promote & reach out to current bike “culture”

Priority #5: Organization. 5a: take more credit—other orgs get credit for things LAB initiated or originated. This makes it harder for us to sell memberships. New membership software should be online by Sept.; major donor gifts & corp. contributions not done; hiring of development director when done, may not have cash on hand for full year salary, but expectation is that the balance will come in to pay it; renewal rate holding @ 75%; don’t have 1000 new members from affiliated clubs. Membership data from last 18 mos. distributed (qv). If renewals <75%, membership goes down. Increase in # of members involved in League programs has stalled w/ absence of membership director. Two of four membership appeals done so far this year; one did nothing, one in mail now.

5b: development plan; 5c: membership growth; 5d: unrestricted income; 5e: set up internal working group to explore next steps in relationship w/ ABW.

Discussion on whether and how to vote on the 20 or so priorities. Andy asked opportunity for staff input before voting. Hans said we have enough to start budgeting for 2010.

Adjourned 3:25PM

Respectfully submitted: Harry Brull (with gracious assistance of Bill Hoffman.

LAB Board meeting by phone, 10/14/09, 1230p edt

Attendance: Harry Brull (to 1;18PM), Gary Brustin, Amanda Eichstaedt, Bill Hoffman, Mike Nix, Rob Sadowsky, John Siemiatkoski, Eric Swanson, Hans VanNaerssen, Tim Young.

Staff: Andy Clarke

Absent: Lisa Falvy

June 18 minutes: Hans moved, John second, to approve. Unanimously approved except Rob who abstained.

Financials: Andy & Eric updated. Andy said we're on course to meet EOY projections, but not necessarily the budget. Biggest challenge is drop in renewals, appeals, contributions. EOY appeal scheduled & hopeful it'll be successful; it has a major donor component, and some lapsed members will get appeal. Other membership groups are experiencing the same; our drop seems to be later than for others. Industry support tiding us over, but at some point we need to make up that shortfall.

Q: Hans: are we even w/ EOY 08 in number of members?

A: Andy: probably experiencing usual attrition of members, but major contributions have dropped off. Renewal rate is at or slightly below average, contributions definitely below average.

Rob: membership at his organization is down 20%, renewal rate down 10%, don't see improvement for 8-9 months.

Eric: worried about having people forget us; he would put more emphasis on renewals over appeal. We've under-achieved on renewals for some time and wants vigorous action on this.

Q: Amanda: where is new membership system?

A: Andy: Michelle has brought in 2 people to work on new software.

Rob: Active Trans. Alliance is investing in software based in Chicago. Maybe LAB could share in use or purchase to get lower price on software.

Andy: we haven't replenished members with new ones; renewal rate is not terribly different from past.

Q: Hans: still haven't seen cash flow statement; he's concerned about this early in next year because cash flow usually is slow in winter.

A: Andy: 1st few months not as bad as thought due to Summit income. April is when we could get caught short due to Summit bills coming in.

Q: Hans: will we get a cash flow report?

A: Amanda: Eric was going to work on this per 6/18/09 minutes.

Eric: it should be done by staff. needs to reflect when we'd need to dip into line of credit.

Andy: would help if Eric & Hans could be on hand to walk staff through what's needed in such report.

Eric: I can work on this after Nov. 3. Audit Committee meeting needed anyway.

Hans said he's available.

Rob said they do a lot of cash flow projections, and he'll be in DC 10/26.

Q: Bill: how much is line of credit (L/C)?

A: Andy: \$200K, doesn't have current amount in front of him.

Gary: at end of Aug it was ~\$120K.

Eric: L/C renewed last month.

Q: Bill: how did major spring acquisition do?

A: Andy: more than broke even, but wasn't at the volume we could have done due to list not as good as it should have been—lots of old addresses, so we ended up with 1/3 of the list.

Region 3 seat: Amanda: Don Sparks submitted his name after she spoke to him after Bruce's death.

Q: Rob: what about diversity? When you appoint people that's the easiest time to get diversity.

A: Amanda: Jeff Lynne & Don were the only two from Region 3.

Rob moved, John second, to call the question. We then voted by individual email to Lorna, to preserve confidentiality.

Outcome: 8-1 w/1 abstention, in favor of Jeff Lynne.

Harry left at this point (1:18P)

Bylaws: Tim: general update is ready for Board review, but more work needed on preferential voting section before recommending. Maybe test the system on a simple question. Will probably eliminate regions & toward preferential voting.
Hans: we've been talking about having all-elected Board; we shouldn't give up appointed seats if it doesn't increase membership voting.

Eric: tough thing is to explain system to members and make sure it works smoothly.

Tim: petition section also needs work.

Bill: if we try it out, it should be on something non-controversial, not a vote on part of the Board.

Eric: we should separate issues of expanding the Board and the system of voting.

Tim asked Andy if staff could look into differences and bids for preferential voting systems.

Summit: Andy: 10th anniversary is this year, date is Mar. 9-11. Primary sponsors still on track. Andy wants Board input on how to get good attendance and experience at the event. We will offer the first 100 signups at \$285 (2001 rate).

Amanda: Tuesday membership meeting will be before dinner (if they want to pay for the dinner). Wednesday evening membership meeting typically competes with other events.

Q: Bill: would this be the annual meeting?

A: Amanda: yes.

Bill: then there are certain things that must be done, and the dinner should be shortened.

Rob: theme should be “the future is now.”

Hans: think of lower fee for LAB members. Also, ask advocacy leaders around the country what we should be doing.

Nominating Committee: Hans: 19 applied for the 4 appointed seats, and we decided to move forward with 8 (now 7 without Jeff Lynne) to present to Board. He’ll send paperwork for all 8 in a week or so.

John: don’t change the recommended slate—send 7.

Budget: Hans: 2010 workplan just sent by Andy to Executive Committee, then will go to full Board. Amanda will be working on Andy’s EOY evaluation.

Amanda: Audit & Education Committees need to meet. Hans: in March, what can we do to become significantly bigger or better in education, advocacy, development, or should we be bigger? Tim: we should refresh our brand.

Hans moved to adjourn, Tim second, approved. Meeting adjourned at 1:50PM EDT.

Respectfully submitted by Harry

(with tremendous appreciation to bill for doing the heavy lifting)

LAB Board meeting 12/8/09 by telephone, start at 2:08 PM EST

Attendance: Hans VanNaerssen, Gary Brustin, Jeff Lynne, Tim Young, Amanda Eichstaedt, Mike Nix, Rob Sadowsky, Lisa Falvy, Bill Hoffman, John Siemiatkoski at 2:13, Harry Brull and Eric Swanson at 3:01; Andy Clarke, Elizabeth Preston.

Agenda:

- Introductions
- Approve previous minutes
- Board Appointments
- Proposal for subcommittees on long term strategic planning
- Financials: Audit recap, 2010 budget process and discussion
- National Policy update
- Bylaws update and status
- Summit – update and logistics/time for board meeting and annual meeting
- January meeting date/time

Minutes: Tim moved, Lisa second to approve Oct.14 minutes. Unanimously approved except Jeff, who abstained.

Board appointments: Hans sent the Nominating Committee's list of highest ranked candidates. Amanda said changes in the process should be done for future elections, not this one, for anyone who wants changes. (John joined here.) Top 4 candidates of NomComm (not all directors have voted yet): Mike 5 votes, Tim 4, Gary & Gail Spann 3 each, Sue Prant & Tim Rove 2 each, Branan Cooper 1. Hans impressed with the quality of the candidates. Amanda asked the Board to vote today on their top 4 via email to Lorna Green. Rob said what's missing is how each candidate helps LAB move forward. Hans said a matrix of each candidate vs. the list of qualifications sent out in October. Rob: matrix not "populated". Hans: each director was to do that themselves, then rank the results and submit their votes.

Subcommittee on long-range planning: Hans asked the Board to decide where we want to be in 10 years (qv). Hans moved: Board will put in place 10-yr. strategic plan. Jeff second. Mike: 10 years too far out; 5 is better. Rob: they have 20-yr. plan at his organization. Also have 3-5 yr. and 0-2 yr. plans but they don't change the 20 yr. plan. Hans said 10 yr. plan has some specifics, not just general ideals. John sees need for 5-yr. plan before 10-yr. but also need 10-yr. vision. Gary asked Andy what his peers are doing. Andy: there is about an equal number of organizations with 3-5 and 10-20-yr. plans. Hans asked who's interested in serving on committee to do long-range plan: Jeff, Mike, Tim, Hans, John, Amanda. Vote: unanimously approved.

National transportation policy update: Rob asked staff to do this regularly—to communicate our positions to Board, members, partners. Bill asked Rob if he wants LAB to develop positions on trans. issues. Rob: he's on NCBW's Board; they hold monthly calls on national trans. policies. Jeff: this should be part of short- and long-term strategic plans. Tim supports this; had to leave at this point (2:46PM). Amanda: discussing topics like this is hard on phone. Hans: we have Advocacy Committee; maybe monthly updates from staff should go there. **(No firm decision regarding methodology appears to be made)**

Bylaws: Bill summarized latest status of bylaws draft. Amanda asked rest of Board to go through latest mark-up and send in comments. Hans: method of voting should be in policy, not in bylaws. Bill: method of voting should be in bylaws, because of the seriousness of the issue. If it's in a policy, a simple majority of the Board can change it. In the bylaws, it takes a 2/3 vote to change. Amanda and Gary agreed, and Gary said counsel should review. (Harry & Eric joined 3:01PM.) Eric said voting method should be in bylaws. **Deadline set of 12/18 for comments on bylaws.**

Financials: Andy: 2008 audit is on PowerPoint, 2009 EOY projections, 2010 budget are to be discussed. Eric: 08 audit was unqualified, but some deficiencies were noted. 09 audit to start in March.- hope to complete by June. Rob: Board should approve audit and Form 990 per Sarbanes-Oxley. Rob moved to approve audit, Mike second. Vote: unanimously approved. **Form 990 to be sent and voted on at next meeting.**

Budget: Bill had some questions on Y/E projections. Jeff said Boca Raton BC will give \$5000 annually.
Q: Bill asked about salaries vs. benefits--% that benefits represent of total salaries changed from 08 to 09.
A: **Andy: he'll check and get back to Bill.**
Q: Gary: what are 2 new staff positions & salaries?
A: Andy: these are funded by SRAM, salaries \$50-55K range.

Hans supports Tim's request for development director. Before making motion on same, what does Andy think of its impact on budget? Hans: Board is inactive in fund-raising. Harry: look at getting development services on a consulting basis. He knows people in the field, maybe do an RFP. John: development is shared responsibility of Board and staff, but need strategy and plan first. First is to do audit of what we're currently doing, then look at potential. A single development person may not have all the needed skills, so we should focus on what aspects of fund-raising we want to do. Andy: we've tried staff and consultants in the past, neither worked well. Andy not comfortable looking at taking \$100K out of other expenses to fund development person. Gary: not looking to add expenses at time of having debt, but willing to take careful risks; he agrees with Harry's idea. Rob: difficult to bring consultant in; better to hire internally. Andy prefers to have staffer rather than consultant. Hans: **John, Andy, others should make recommendations on development for Jan. mtg.**

Amanda thanked Lisa for her service on the Board.

Summit: when will we meet? Orientation/registration opens 5PM Tues., then dinner 6:30-8:30. Annual mtg. for members will be on Tues. evening instead of Wed. evening. Board can meet Tues. or Fri. Hans asked for social for evening before Board mtg. Amanda prefers Tues. (Jeff left at this point—3:58PM.) Eric offered to host dinner Mon. Bill asked for Mon. mtg. Amanda: allow 4-5 hrs. for mtg., say, 1-5PM. but not at HQ. For Jan. mtg., we'll use an online mtg. planner.

Second in-person mtg: Amanda: Interbike could be good place; Rob said that's one week after Pro-Bike/Pro-Walk. Hans: would like to meet in a BFC platinum city. Mike: not meeting at Interbike would mean an extra trip for him and any other directors who are going at Interbike anyway.

Budget: Andy asked if development position is the only "open" item on budget?

Mike moved to adjourn, Bill second; approved. Adjourned 4:10PM.

Respectfully submitted – Harry
(but kudos to Bill for doing the actual heavy lifting!)