

HBC Board Minutes: 3 October 2005

- Attendance:
 - Present: Wilbur Thomas, Bob Dean, John Miller, Dan Reuter, Edie Kalweit, and Alan Wichman
 - Also present: Janis Bremer, Dan Robinson, Carolyn Robinson, and Kay Reis (members)
 - Absent: Mary Swanstrom
- President Wilbur Thomas called the meeting to order at 6:15 PM.
- The board adopted the following agenda:
 1. Review, revise (if necessary), and approve the minutes of the August 2005 board meeting
 2. Treasurer's report
 3. Operating calendar review
 4. Services and Awards Team
 5. Nominations Team
 6. *Tour D'Amico* review—Bob Dean
 7. Prudent reserve and working capital requirements—Dan Reuter
 8. Officers' duties—Bob Dean and Alan Wichman
 9. Motion on meeting place—Alan Wichman
 10. Motion on infrastructure investments—John Miller
 11. Motion to amend article 3 of the bylaws—Wilbur Thomas
 12. Annual meeting—**Wilbur Thomas**
 13. Newsletter and financial reports—Wilbur Thomas
 14. Map incentives—Wilbur Thomas
 15. Safety officer—Wilbur Thomas
 16. Revision of *HBC Ride Leader Guidelines*—Alan Wichman, Bob Dean
 17. Member directory—Wilbur Thomas
 18. Other business

- The board approved the 1 August 2005 meeting minutes, with minor changes for grammar and spelling.
 - Dan Reuter—Treasurer’s report:
 - HBC has \$13,404 in Vanguard mutual funds.
 - HBC has \$5,451 in our Twin Cities Federal account.
 - Dan presented a spreadsheet that showed HBC has a \$3,289 shortfall due to higher expenses and lower profits
 - The HBC board passed the following motion:

That HBC donate \$125 to St. Joan of Arc Roman Catholic Church and \$125 to Cross View Lutheran Church as a thank-you for letting HBC use their facilities during the 2005–2005 cycling season.
 - *Smart Cycling*—Alan Wichman: The last *Smart Cycling* event in 2006 will function as a promotion for the 2006 HBC bicycling season.
 - Services and Awards Team—Janis Bremer, with Dan Robinson and Kay Reis presented this team’s report:
 - 20% of our members responded to this team’s survey and said they wanted a simple, easy-to-understand incentive system.
 - More things are needed to sell to non-members, such as a “really cool jersey.”
 - Voler Team Apparel, a jersey manufacturer, offers the best combination of price, design, quality, and shipping location.
- The HBC board passed the following motion:
- That the HBC board authorizes the Services and Awards Team to spend \$100 to reserve a manufacturing slot with Voler Team Apparel.**
- Nominations Team—Carolyn Robinson, Dan Robinson, and Alan Wichman:
 - Team members described the vetting process.
 - There will be more candidates than positions, to give club members an actual choice.
 - The team recommended the following candidates: Bob Dean, John Hardy, Marcy Kelash, John Miller, Dan Reuter, Mary Swanstrom, Wilbur Thomas, and Alan Wichman.
 - *Tour D’Amico*—Bob Dean:
 - This was HBC’s worst year in terms of revenue.
 - Expenses are difficult to cut except for printing costs (we typically print too many brochures)

- Prudent reserve and working capital requirements—The board passed the following motion:

That HBC work to obtain and maintain a cash reserve equal to 150% of our previous year's operating budget.

(This is about \$22,000, based on this year's operating budget.)

- Officers' duties—Alan Wichman made the following points:
 - The board must work together as a team for a common goal.
 - The president acts as a CEO.
 - The vice president is the president's "right-hand man."
 - Minutes, when approved, should go to our newsletter editor.
 - The secretary should directly handle our correspondence in a timely manner and should be the officer that directly handles our mailbox.
 - The treasurer should take care of check deposits.

The HBC board passed the following amendment to Article 4, Section 6 of the HBC bylaws:

The secretary is responsible for directly collecting mail from the HBC post office box and distributing the mail to the appropriate parties; in the secretary's absence, the secretary may temporarily delegate this responsibility.

- Meeting place—The board passed the following motion:

That HBC board meetings be held, starting 1 November 2005, at the Hiawatha Recreation Center, 4305 42nd St. E. Minneapolis, MN 55406.

- Infrastructure investments—The board passed the following motion:

That any donation made by the Hiawatha Bicycling Club must meet at least one of the stated purposes of the club, as defined in Article I, Section 2 of the club's bylaws. These purposes are:

- To develop, conduct and promote safe and friendly bicycle rides for citizens of the Minneapolis and St. Paul metropolitan area.
- To develop and publicize safe bicycle routes in the St. Paul and the Minneapolis metropolitan area.
- To promote bicycling to the general public, emphasizing effective cycling education and the health benefits of cycling.

The HBC board will not approve any donation proposals that do not meet at least one of the stated purposes of the club.

- The HBC board voted to amend article 3, paragraph 11 of the HBC bylaws to read:
 11. **The board of directors by a majority vote may remove a director at any time if:**
 - A. **The director has missed three (3) consecutive regular meetings of the board.**
 - B. **The director is no longer a member of the corporation (club).**
 - C. **The director has breached any of the following legal duties owed by the director to the corporation (club):**
 - i. **Care. The duty to exercise reasonable care when making a decision for the corporation.**
 - ii. **Loyalty. The duty to act with the organization's best interests in mind, not the director's interests.**
 - iii. **Obedience. The duty to be faithful to and act consistently with the organization's mission as expressed in its mission statement, articles of incorporation, bylaws and tax exemption documents.**
 - D. **The director is convicted of a crime or misdemeanor that involves the club or their duties as a ride leader, officer or director of this corporation.**

The former language of article 3, paragraph 11 was:

11. A director may be removed at any time with or without cause if:
 - A. The director has missed three (3) consecutive regular meetings of the board.
 - B. The director is no longer a member in good standing of the corporation (club).
 - C. The director is convicted of a crime or misdemeanor that involves the club or their duties as a ride leader, officer or director of this corporation.
- Due to a lack of time, the HBC board voted to:

Postpone items 12–18 of today's agenda until the 1 November 2005 board meeting.
 - President Wilbur Thomas adjourned the meeting at 8:30 PM.