

# Bike Delaware Board Meeting July 9, 2013

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Drew Knox, Bill Osborne, John Bare, James Wilson in attendance

Because neither Bill nor John were present at the last board meeting, the June minutes were not approved.

1. The board reviewed and approved (Bill moved and John seconded) Carol's two proposed changes to the Bike Delaware bylaws with two minor changes noted below:

*Section 4.10. Reasonable Compensation (approved version)*

*In the case of employees of the Corporation, the Board will approve compensation arrangements in advance of paying compensation. The members of the Board who approve compensation arrangements will ensure that there is no conflict of interest and review compensation arrangements based on one or more of the following: information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. The Corporation will document and maintain in its files, the date and terms of approved compensation arrangements. This record will include: i. The decision made by each individual who decided or voted on compensation arrangements; ii. The information on which the corporation based its decision and its source; and iii. The terms of compensation arrangements.*

*Section 8.55 Conflict of Interest (approved version)*

*Whenever a director or officer has a financial or interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.*

*For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern.*

The two minor modifications to Section 8.55:

- in the first sentence of the first para deleting "personal"
- in the last sentence of the first para amending typo: *rational* should be *rationale*.

The revised bylaws are ready to be included with the 501(c)3 application.

2. Bill reviewed the slate for proposed board members assembled by the Board Development Committee that was included on pp 9 of the board report. James will set up discussions with candidates.

3. Recap of Laffey-McHugh grant proposal

James recapped Bike Delaware award from Laffey-McHugh for a “one-and-done” grant for \$10,000 to focus on pursuing the idea of “healthy families for active transportation” at the senior level in the Department of Transportation. There was discussion about how to leverage this win to raise additional monies.

4. James recapped the legislative session. We ended up with a much less appropriation than last year, with most of the funds likely targeted for trail construction. One factor is that there are lots of new people on the budget committee. Another is the perception that since the money in the budget from the previous year wasn't spent, why do you need more. A third factor was questioning if this is a good time to borrow money.
5. Proposed joint meeting between DBC and Bike DE. No agenda items were proffered but because there is interest in a better accord regarding a combined bike summit, several board members offered to attend the next DBC meeting in Dover. Drew to follow up with Amy.
6. Marketing plan for jerseys. Status update – artwork is complete and is out for bid.
7. Office space for James. Bill to touch base with Jerry Bilton. Some free space as a squatter is available but this would be rescinded when a renter is acquired.
8. Affiliation with national cycling group. There was discussion about a proposal for a combined national state membership model where proceeds from each Bike Delaware membership would go to the national group as in a 70-30 local-national split. The value is we could offload the membership logistics.
9. Membership renewal is in a state of disrepair. Sally Buttner has resigned as membership chair due to personal and family issues.