

STL  RC
St. Louis Recreational Cyclists
Minutes of Board of Directors (BOD) Meeting
February 6, 2019

1. Board of Directors Present:

Patti Brumleve	John Buck	Pat Cannon	Jim Cobb
Darryl Fabick	Wayne Marsh	Billie Teneau	

Not Present:	David Brown	Joan Fromme
Guest:	Barry Rinderknecht	

2. 10-12-18 BOD Meeting Minutes:

- a. Wayne Marsh distributed copies of the 10-12-18 BOD Meeting Minutes.
- b. After review, the 10-12-18 BOD Meeting Minutes were approved by the BOD Members present.

3. Interim Financial Report:

- a. James Cobb presented an interim financial report dated 02-06-19.
- b. See page 8 of these minutes for the 02-06-19 Interim Financial Report.
- c. After review, the 02-06-19 Interim Financial Report was approved by the BOD Members present.

4. Membership Report:

- a. Patti Brumleve reported that the final number of members in 2018 was 158.
- b. Patti also reported that, as of 02-04-19, the number of members in 2019 is 108.
- c. Wayne Marsh distributed copies of the 2019 Sign-In Checklist form, dated 02-05-19, which listed the names of the 108 members in 2019.
- d. Wayne also distributed copies of a new spreadsheet report, dated 02-06-19, which listed:
 - i. A first column showing the names of the 158 members in 2018.
 - ii. A second column showing the names of the 2018 members who have not yet renewed for 2019 (i.e., = 67).
 - iii. A third column showing the names of the 158 members in 2018 who have renewed for 2019 (i.e., = 91).
 - iv. A list of the new members for 2019 (i.e., = 17).
 - v. The total 2019 members =108.

5. Mississippi Valley Bike and Outdoor Expo Report:

- a. Patti Brumleve presented a report of the January 12-13, 2019 Mississippi Valley Bike and Outdoor Expo.
 - i. All STLRC members who served in the STLRC booth felt that having an STLRC booth at the Bike and Outdoor event was very beneficial as far as reaching numerous potential new members to STLRC.
 - ii. Jim Cobb presented the costs for STLRC to participate in the Expo.
 1. Cost for 10 foot by 10 foot booth = \$165.00
 2. Cost for copies of STLRC flyers, membership applications, business cards and a six-foot banner for use at the Expo. = \$374.00
 3. Total = \$539.00
 4. Jim said a considerable amount of the STLRC items mentioned in item 5.a.ii.2. above are still available to be used at future events like the recent Expo.
- b. Wayne Marsh distributed copies of a one-page sheet which displayed STLRC's "Mission Statement" and "Description" that were copied from the STLRC website. Wayne asked other BOD members present to consider the possibility that numerous other STRLC members may not consider the expenditure of club funds over \$500.00 to be in the best interests for them.
- c. Jim Cobb said that he thought having a booth at the Mississippi Valley Bike and Outdoor Expo fell under the part of the STLRC "Mission Statement" pertaining to "gathering and disseminating information about recreational bicycling."
- d. After discussion of Wayne's concern, the consensus of the BOD members present was that having a booth at the recent Mississippi Valley Bike and Outdoor Expo was appropriate.
- e. Numerous BOD members present also said that this issue of concern could be readdressed at a future BOD Meeting after STLRC's similar participation at the upcoming Womens Bike Summit and after the end of the 2019 biking season.

6. Women's Bike Summit:

- a. Patti Brumleve said that she was still in the process of obtaining detailed information regarding sponsoring a STLRC Booth at the Women's Bike Summit.
- b. After discussion, and in consideration of the items presented in Section 5 above, the consensus of the BOD members present was that Patti should proceed to make preliminary reservations for a booth at the upcoming Women's Bike Summit, with BOD advance approval for expenditures not to exceed \$500.00.

- c. Patti Brumleve suggested that our 2019 STLRC Membership Application and Renewal form be revised to include a line with the wording shown below. Patti said she thought this additional line could provide quantifiable data for evaluating STLRC participation in future expos or summits:

How did you learn about STLRC? _____

7. Logo and Branding Report:

- a. In David Brown's absence, Darryl Fabick asked the BOD members present which of David's draft options for the STLRC website's background was preferred.
- b. Some BOD members present said they preferred the light-yellow background color and a few BOD members present said they preferred the light-blue tones.
- c. Wayne Marsh restated his belief that whenever the STLRC logo is displayed throughout the various tabs of the website, the STLRC logo should contain the images of one or more bicycles since STLRC is a cycling club.
- d. Darryl said that the most current version on the website's Home Page and the Ride Schedule Page both displayed the light-yellow background.
- e. After discussion, the consensus of the BOD members present was to proceed to use the light-yellow background for the website pages.
- f. Patti Brumleve and Darryl Fabick distributed to the BOD members present several copies of the newly printed STLRC business cards. Positive comments were received regarding the new business cards.

8. Planning for the 2019 Annual Meeting and Potluck Dinner:

- a. John Buck said the 2019 Annual Meeting is scheduled for Sunday, March 10, 2019.
- b. The reservations have already been made for the event to be held at the American Legion Post 397 which is near I-270 and Olive.
- c. The exact address is American Legion Post 397, 934 E. Rue De La Banque, Creve Coeur, Missouri 63141.
- d. Jim Cobb stated that the \$50.00 reservation fee was paid to the American Legion on 08-24-18.
- e. John will check with Sharon Friedrich, and others as may be necessary, to ensure that details such as providing paper products for the Potluck Dinner, etc., are covered.
- f. Wayne Marsh agreed to develop an email with details regarding the Annual Meeting and Potluck Dinner that can be sent to STLRC members in the next few weeks.
- g. A Preliminary Agenda for the 03-10-19 Annual Meeting is shown on page 9 of these minutes.

9. Setting the date for the first BOD Meeting after the 03-10-19 Annual Meeting:

- a. The BOD members present checked their schedules for March and April 2019 and chose March 20, 2019, beginning at 10:00 a.m., at the Daniel Boone Branch of the St. Louis County Library, 390 Clarkson Road, Ellisville, Missouri 63011 as the first BOD Meeting after the 03-10-19 Annual Meeting.
- b. Jim Cobb agreed to make a reservation for the desired date and to pay the \$10.00 reservation fee.
- c. Jim informed Wayne that on 02-07-19 he made reservations on 02-06-19 and that the meeting room number will be room #3 from 10:00 a.m. to 1:00 p.m.

10. Ordering Additional STLRC Jerseys:

- a. Pat Cannon gave a final report regarding the purchase of STLRC Jerseys in 2018.
 - i. 68 jerseys were ordered.
 - ii. 67 jerseys were purchased by members, spouses, friends, designer of STLRC logo, etc.,
 - iii. 1 jersey is still on hand (Men's Size 2XL). Wayne Marsh has the extra jersey.
- b. Pat will reconnect with the vendor that STLRC used in 2018 to obtain current details concerning a possible reorder in 2019 (e.g., current pricing, ordering procedures, possible time schedules, etc.,).
- c. Pat will be prepared to discuss this topic in the 03-10-19 Annual Meeting.

11. Nominating Committee Report:

- a. Billie Teneau said that she did not have information to report.
- b. In the following lengthy discussion, the BOD members present reviewed in detail how the Nominating Committee Process, as currently described in the STLRC Bylaws, was intended to work.
 - i. In the fall of 2018, the Nominating Committee, comprised of Billie Teneau, Claudia Spener, and Harold Wisely, was to meet to develop a slate of candidates for the Director vacancies that would arise in 2019 from the completion of the two-year terms of service as a Director for the period 2017 and 2018 and submit to the current BOD a slate of candidates to serve a two-year term of service as a Director, beginning in 2019.

- ii. The Director vacancies that arise in 2019 are related to the following five current Directors who were each elected to serve a two-year term of service, beginning in 2017 and continuing through 2018.
 1. David Brown
 2. Pat Cannon
 3. Jim Cobb
 4. Darryl Fabick
 5. Wayne Marsh
- iii. When the currently serving BOD members receive the slate of candidate names for 2019 Directors that was developed by the Nominating Committee in the fall of 2018, the currently serving BOD members shall make changes to the developed slate of candidate names that they consider appropriate (if any) and shall present the finalized slate of candidate names for 2019 in the notice for the Annual Meeting, scheduled for March 10, 2019 and shall present the finalized slate of candidate names at the Annual Meeting, scheduled for March 10, 2019.
- iv. At the Annual Meeting, scheduled for March 10, 2019, the club members present will elect Directors for the identified vacancies, each for a two-year term of service beginning in 2019. The source for the total list of candidate names to be elected at the 2019 Annual Meeting by STLRC club members will be based on the following two sources.
 1. The finalized slate of candidate names presented by the currently serving Directors.
 2. The names of candidates who are nominated during the Annual Meeting by any club member and also who has the support of two other club members at the Annual Meeting.
- c. It was confirmed that the current Nominating Committee consisting of Bille Teneau, Claudia Spener, and Harold Wiesely had already ascertained that each of the five individuals listed in item 11.b.ii. above, were willing to continue to serve as a Director for a new two-year term of service beginning in 2019 and continuing through 2020.
- d. As has occurred in the previous two years (i.e., 2017 and 2018), Billie, Claudia, and Harold do not have any other names than the names listed in section 11.b.ii. above to submit as a slate of candidates for 2019.
- e. Patti Brumleve said that she had recently been contacted by several current STLRC members who each expressed a desire to be considered as a Director beginning in 2019.
- f. Patti said she had shared with each of those individuals the process stated in item 11.b.iv. above and she suggested they each have a current STLRC member and two supporting STLRC club members make a nomination at the Annual Meeting, scheduled for March 10, 2019, to include the interested candidate's name at the Annual Meeting,

- g. After considering the items presented in sections 11.b. through 11.f. above, another lengthy discussion among the BOD members present ensued.
- i. Several of the BOD members present said that our current STLRC Bylaws seem very cumbersome and apparently are not intended to easily bring new members into the Board of Directors.
 - ii. Several of the BOD members present said they felt we need to be aware of the negative impact that would result if one or more of the currently serving Directors who have substantial roles in the ongoing operation of STLRC should ever not be reelected to continue serving as a Director.
 - iii. Jim Cobb said that the STLRC Bylaws allow the currently serving Directors to appoint other officers and agents as the current Directors may deem necessary for the transaction of the club.
 - iv. Although not specifically stated in the 02-06-19 BOD Meeting, the section of the STLRC Bylaws which supports Jim statement shown in item 11.g.iii. above is “Article VI, Board of Directors, Section 4, Power to appoint other officers and agents, and establish committees – The Board shall have the authority to appoint and subsequently remove such other officers and agents as the Board may deem necessary for the transaction of the business of the club, and also the power to establish committees. The Board shall have the authority to appoint and subsequently remove members of any committee.”
 - v. Several of the BOD members present said we should propose the following revisions to the STLRC Bylaws to facilitate easier consideration of new candidate names to serve as a Director.
 1. Completely eliminate the confusing “Nominating Committee” section of the Bylaws.
 2. Revise the section of the Bylaws pertaining to the requirements for club members to nominate candidate names at the Annual Meeting. Specifically, the statement “and the support of two other members” should be eliminated.
 - vi. Wayne Marsh said that if we, as a quorum of the current Board of Directors present at the 02-06-19 BOD Meeting, desired to submit some new proposed revisions to the STLRC Bylaws, we could incorporate those new proposed revisions in the proposed revisions that the BOD had already identified and approved in the 10-22-18 BOD Meeting.
- h. Billie Teneau then said that in view of all of the information that had just been presented in section 7 of these minutes, she prefers to stop serving as a Director for health reasons (i.e., she was elected to begin a new two-year term as a Director beginning in 2018 and running through 2019).

- i. The BOD members present unanimously selected Barry Rinderknecht to fill the remaining one-year term of Billie Teneau in 2019.
 - i. However after the 02-06-19 BOD Meeting, Wayne Marsh consulted the current STLRC Bylaws, Article VI, Section 7, Director Vacancies, and learned “The Board can fill any of its vacancies up until sixty days prior to the election of Directors.”
 - ii. Therefore, the wording of the STLRC Bylaws regarding “up until sixty days prior to the election of Directors” will also need to be eliminated.
- j. Wayne Marsh agreed to develop the wording for the proposed revisions to the STLRC Bylaws that the BOD members present at the 02-06-19 BOD Meeting discussed regarding the issues raised in this Section 11. and that he would forward the draft wording for the proposed revisions to the STLRC Bylaws to BOD members present at this 02-06-19 BOD Meeting (i.e, Patti Brumleve, John Buck, Pat Cannon, James Cobb, Darryl Fabick, Wayne Marsh, and Billie Teneau) for their approval since they constituted a quorum of Directors at the 02-06-19 BOD Meeting.
- k. The proposed draft of the wording regarding revisions associated with this Section 11 are included in the proposed revisions to STLRC Bylaws that listed on pages 10 through 13 of these minutes.

12. Modification to STLRC Bylaws:

- a. Wayne Marsh distributed copies of the 08-22-18 BOD Meeting Minutes and requested the BOD members present to refer to Section 7.b.i. and Section 7.b.ii. which listed the proposed revisions to the STLRC Bylaws that were identified and approved in the 08-22-18 BOD Meeting.
- b. Wayne then distributed copies of another draft revision to the STLRC Bylaws which contained the revisions approved by the BOD in the 08-22-18 BOD Meeting and also contained his suggested revised wording that he thought better explained the sections of the STLRC Bylaws pertaining to item 12.a. above.
- c. The BOD members present agreed that the additional words better explained the desired proposed revisions to the STLRC Bylaws that were approved by the BOD in the 08-22-18 BOD Meeting.
- d. The attached combined proposed revisions to the STLRC Bylaws are contained in the version that is shown on pages 10 through 13 of these minutes.

13. Succession Plan:

- a. The BOD members present chose to table this issue for discussion at a future BOD Meeting.



February 6, 2019 Interim Financial Report

Cash on Hand \$ 2,476.63

Expenses Paid

Insurance (158 members @ 4.75 ea + admin fee 35.00)	\$	785.50
League of American Bicyclists Annual Dues	\$	100.00
Miss Valley Bike Expo materials (banner, bus cards, flyers, applications)	\$	374.20

Expenses Anticipated Unpaid

Lunar Pages Web Site Hosting	\$	206.40
Kirkwood Pavilion Rental for End-of-Season Pot Luck	\$	45.00
Women's Bike Summit Apr 6	\$	300.00
Total Expenses Anticipated	\$	551.40

Cash on Hand less Total Expenses Anticipated (Non-appropriated funds) \$ 1,925.23

Jerseys Report:	
Receipts (67 jerseys)	\$3,355.00
Cost	\$2,869.00
(Purchased 68 jerseys; cost per jersey=\$42.19)	
Excess receipts over cost:	\$486.00
1 jerseys remaining in inventory	

**STLRC Annual Meeting
Sunday, March 10, 2019
Agenda**

Welcome	Wayne Marsh
Potluck Dinner	STLRC Members & Guests
General Items	David Brown
2018 Annual Report	David Brown
2018 Financial Report	James Cobb
2018 Statistical Items of Interest	Wayne Marsh
STLRC New Logo	David Brown
STLRC Club Rides & Insurance Coverage	David Brown
Website Items	David Brown & Darryl Fabick
Items for Membership Approval <ul style="list-style-type: none">• Proposed Revision to Bylaws• Board of Directors for 2019	Wayne Marsh
STLRC Cycling Jerseys	Pat Cannon
Key Events This Year <ul style="list-style-type: none">• Columbia – Ste Genevieve Ride, Fall Dates not yet determined• End of Season Ride & Picnic, Tuesday, October 15, 2019	Faye Holdenried
STLRC Membership Renewals	Patti Brumleve
Next Directors Mtg: Wednesday, March 20, 2019, 10:00 a.m. Daniel Boone Branch of St. Louis County Library 390 Clarkson Road, Ellisville, Missouri 63011 Meeting Room #3	



St. Louis Recreational Cyclists
Bylaws (Ratified March 5, 2017) in Black
Proposed Changes for March 10, 2019 Annual Meeting
Proposed Additions in Red
Proposed Deletions in Green

Article I: Affiliation

The St. Louis Recreational Cyclists (STLRC) club is affiliated with League of American Bicyclists.

Article II: Purpose

The purpose of the club is to encourage and facilitate recreational bicycling activities as a part of a healthy lifestyle. This shall be accomplished by organizing and conducting recreational rides, promoting biking safety, providing social opportunities for club members, and gathering and disseminating information about recreational bicycling.

Article III: Membership

Section 1. Qualifications – A member is anyone who is at least eighteen years old and has paid the annual dues. A person under the age of eighteen may participate in club rides and activities if sponsored and accompanied by a current member of the club for the specific ride or activity.

Section 2. Dues – Membership dues are effective for the club fiscal year, and shall be determined by the Board of Directors of the club.

Section 3. Revocation of Membership – A member may be removed from the active membership of the club and denied all membership privileges and activities, including voting rights, by a vote of a majority of the Directors present at any meeting of the Board of Directors. Grounds for revocation of membership may be, but not limited to:

- Repeated disregard for safety on club rides.
- Misuse of club funds or property.
- Flagrant sexual or other type of harassment of another STLRC member or a member of the community.
- Committing an action that brings discredit and dishonor to STLRC.
- Personal infirmities or disabilities that preclude a safe riding environment for the individual or the group.

Article IV: Meetings of the Membership

Section 1. Place and time – Meetings of the membership shall be held at a place and time designated by the Board of Directors.

Section 2. Annual meeting – An annual meeting of the membership shall be held in the first quarter of each calendar year.

Section 3. Special meetings – A special meeting of the membership may be called at any time by a majority of the Board of Directors, or by a petition signed by not less than ten percent of the membership.

Section 4. Notice of the meeting – Notice of the time, place, and object of the meeting of the membership shall be given via a notice on the club’s website (www.stlrc.org) or via first class mail or via email to each member entitled to a vote. Such notice shall be made at least ten days prior to the meeting. The notice shall also include a description of the issues on which a vote will be taken.

Section 5. Quorum of the members – For all meetings of the membership, a quorum shall consist of 10% of the qualified members at the time of the meeting.

Section 6. Rules of order – When informal decision protocols are inadequate to resolve an issue at a meeting, Roberts Rules of Order shall be followed.

Article V: Membership and voting rights

Section 1. Voting rights – Any member in good standing shall have one vote on each matter submitted to the vote of the members at any meeting of the membership.

Proxies and absentee voting by mail or email are not permitted.

Section 2. Manner of action – A majority of the members voting at a meeting, or a majority of the Board of Directors at a board meeting, shall constitute a lawful action of the club.

Section 3. Nomination and election of Board of Directors

- At the annual meeting of membership, the members shall elect individuals for the respective upcoming vacant positions on the Board of Directors.
- Candidates for these positions shall be nominated by the **Nominating Committee Current Board of Directors, or by a motion of one club member at the Annual Meeting. and the support of two other members.**
- Prior to any person being considered as a candidate, the person must have agreed to serve as a Director, if elected.
- The term for each Director shall be two years, with a portion of the directors rotating off the Board each year.
- Directors may be reelected to the Board **in the same position previously occupied, or to another position,** by a vote of the membership.

Section 4. Nominating Committee

- A Nominating Committee shall be appointed by the current Board of Directors in the fall of each calendar year and shall consist of one currently serving Director and two other qualified club members.
- The Nominating Committee shall develop a slate of candidates for the respective upcoming vacant positions on the Board of Directors and shall forward the slate of candidates to the current Board of Directors for review and approval in time for the slate of candidates to be included in the notice to the membership regarding the annual meeting.

Article VI: Board of Directors

Section 1. General Powers – The business and affairs of the club shall be managed by its Board of Directors.

Section 2. Qualifications, number, and term of Directors – Directors shall be members in good standing of the club. The Board shall consist of nine Directors. The term of each elected Director shall be two years, except when filling an unexpired term of a previously elected Director. To provide better continuity, the election of Directors shall be staggered in the following manner.

- Five Directors will be elected in odd-numbered calendar years.
- Four Directors will be elected in even-numbered calendar years.

In the first election of Directors in 2017, five Directors will be elected to terms of two years each and four Directors will be elected to terms of one year each.

Section 3. Duties – At its first meeting in each calendar year, the newly elected Board of Directors will themselves elect specific Directors to fill the following positions.

President – The President shall act as Chairperson of the Board, shall have authority for the general and active management of the club, shall preside over all membership meetings, and shall prepare and deliver an annual report of past club activities at the annual membership meeting. **At the annual membership meeting, the President shall announce the date, time, and location of the next Board of Directors Meeting, which will include the newly elected Directors.** The President shall act at the direction of the Board, when representing the club in all contracts or public presentations.

Vice President – The Vice President shall act in the President’s absence and shall perform such other duties as delegated by the Board.

Secretary – The Secretary shall record and file the minutes of all meetings, shall file all contracts involving the club, shall prepare and conduct all elections of Directors, and shall perform such other duties as delegated by the Board.

Treasurer – The Treasurer shall have control of and be responsible for the funds and financial records of the club, shall prepare and deliver an annual accounting at the annual membership meeting, and shall perform such other duties as delegated by the Board.

Five Other Directors – Duties and responsibilities of these Directors shall be assigned by the then elected Directors.

All nine Directors – All Directors on the Board are expected to:

- Attend Board Meetings.
- Serve on committees, as needed.
- Participate in the Board’s decision-making process.
- Support the decisions of the Board.

Section 4. Power to appoint other officers and agents, and establish committees – The Board shall have the authority to appoint and subsequently remove such other officers and agents as the Board may deem necessary for the transaction of the business of the club, and also the power to establish committees. The Board shall have the authority to appoint and subsequently remove members of any committee.

Section 5. Meetings of the Board – The Board shall meet at least two times each calendar year and whenever necessary. **The date of the first meeting of the Directors that will be held after the annual membership meeting shall be set before the annual membership meeting so that the date, time, and location of the meeting may be announced at the annual membership meeting.**

Section 6. Quorum of the Directors – For all meetings of the Board, a quorum shall consist of at least five Directors.

Section 7. Vacancies – The Board can fill any of its vacancies **up until sixty days prior to the election of Directors.**

Section 8. Removal of Directors – A Director may be removed from office by a majority vote of the other Directors at any Board of Directors meeting.

Section 9. Compensation – No Director shall be paid. Directors may be compensated for expenses involved in operating on behalf of the club.

Article VII: Fiscal Year

The club's fiscal year shall be a calendar basis (January 1 – December 31).

Article VIII: Amendments

These bylaws can be changed by a majority vote at the annual membership meeting.

Article IX: Conflict of Interest

No Director or committee member shall participate or vote on any matter which would involve a conflict of interest. Whenever a Director or committee member has cause to believe that a matter to be voted upon would involve them in a conflict, or possible conflict, he or she shall announce and explain the conflict to the other Directors who shall then decide the extent to which the Director with a conflict shall be allowed to participate in the discussions and decisions regarding the matter.

Article X: Records and reports

The Directors shall keep records of all meetings, decisions, minutes, contracts, and receipts to be used to prepare an annual report for the membership at the annual meeting. All records shall be open to all club members, except for records pertaining to confidential matters.

Article XI: These bylaws were ratified by a majority vote of the club members present at the Annual Meeting on March 5, 2017.

If the proposed revisions are ratified on March 10, 2019, Article XI will be revised after the fact to read:

Article XI: These revised bylaws were ratified by a majority vote of the club members present at the Annual Meeting on March 10, 2019.

St. Louis Recreational Cyclists Election of Board of Directors Annual Meeting on March 10, 2019

On March 4, 2018, four individuals were elected to serve a two-year term as a director that began in 2018 and will continue through 2019:

- **Patti Brumleve**
- **John Buck**
- **Joan Fromme**
- **Billie Teneau**

Five vacancies arise in 2019 from the expiration of the two-year terms that began in 2017 and continued through 2018 for the following five directors:

- **David Brown**
- **Pat Cannon**
- **James Cobb**
- **Darryl Fabick**
- **Wayne Marsh**

Choose a total of five names from the following combined list of club members, each to begin a two-year term as a director beginning in 2019 and continuing through 2020:

- **David Brown**
- **Pat Cannon**
- **James Cobb**
- **Darryl Fabick**
- **Wayne Marsh**

Also consider the names of the following club members who may be nominated (if any) during the 03-10-19 Annual Meeting:

-
-
-
-
-
-