



## Board of Directors

### Memorandum

February 12, 2010

To: All LaGrange Members

Re: **Revised Schedule for Board of Directors Elections & Club Positions**

This Memorandum summarizes the results of the voting for the proposed amendments to the Bylaws and the new schedule for the upcoming elections for the Board of Directors, as well as the process that will be used. As previously indicated, the principal reason the Bylaws were amended was to allow a larger Board of Directors with nine (9) directors, which is necessary given the growth in Club membership.

The voting for the Amended and Restated Bylaws was unanimously in favor of amending the Bylaws to the new version. While that is good news, there is some question about whether a quorum of votes was obtained to approve the Amended and Restated Bylaws. In light of all the factors, including the unanimity of the votes, the Board of Directors has determined that the Amended and Restated Bylaws were approved by the membership and that they became effective as of January 22, 2010.

If any member has any objection to the adoption of the new Bylaws, whether on a procedural or substantive basis, please submit it in writing to the Board of Directors no later than February 18, 2010. If there are any written objections, the Board will promptly determine how to handle such objections and a further report will be sent to the Club members. The Board may, in its discretion, conduct a hearing on any such objection, but it is not required to conduct such hearing.

Because the Amended and Restated Bylaws have been approved, the election of five (5) directors will occur this March for two-year terms ending November 2011. Four current directors will serve out their terms until November of 2010, at which time four directors will be elected for a two-year term commencing December 2010 and ending November 2012. From that point forward, there will be annual elections for two-year terms of either four or five directors. The election process will start in October and conclude in November at the annual meeting, and the new directors will begin their terms each year on December 1.

This year, the directors who have decided not to continue as members of the Board are: Joanne Ratinoff, Tom FitzGibbon and Dave Lieberman. The four incumbent Board members will be Duncan Lemmon, Marco Fantone, Claude Innocenti and Dan Weinberg.

The schedule for the elections this year will be as follows:

#### Election Schedule 2010

Date	Event
February 18, 2010	Last day for objections regarding of Amendment and Restatement of Bylaws.
February 22, 2010	Call for Nominations for Directors. Five (5) board seats to be elected in this cycle. Each board candidate will self nominate and must submit a Nominating Statement to qualify for the ballot. The Statement must explain the candidate's experience and qualifications and reasons for seeking election to the board. There is no limit on the length of the Statement, but brevity and conciseness is encouraged.
March 8, 2010	Director Self-Nomination Period ends at 6:00 p.m.
March 15, 2010	Board of Director's Elections commence for five (5) board members. Voting to be allowed: (1) by mail, (2) by fax, (3) electronic submittal via web site, and (4) in person on March 22 at a location to be announced. Voting by electronic mail will not be permitted. Each member in good standing (i.e. all dues paid current) as of the date of their vote may vote only one time for up to five (5) directors and may only vote for each candidate one time (i.e. no cumulative voting). Three independent election monitors will be established

Date	Event
	to manage the voting and announce the results. Improperly marked ballots (e.g. votes cast for more than 5 candidates) will not be counted in any respect. Submittal of duplicate ballots by a member will result in disqualification of any vote by that member. All mail-in ballots must be postmarked no later than March 21, 2010. Paper ballots may be downloaded from the LaGrange web site or picked up in person from any Board member or at Helen's. Specific voting procedures and detailed instructions will be sent along with the ballots on or before March 15, 2010.
March 22, 2010	Election period concludes at 8:00 p.m. with in-person voting to be allowed on March 22 at the times and location to be announced.
April 1, 2010	Five new directors join the board for a (nearly) two-year term to end November 2011.

### Club Positions

As you might expect, managing the operations of a Club this size takes a very large amount of time and energy, and the board of directors does so on a volunteer basis. Given the increasing workload for board members, the Board is also identifying various positions that the Club needs filled on a continual basis to conduct its operations effectively going forward. Some of these positions will be filled by members of the board of directors and it is expected that each director will be either an officer or have a position, or both. It is possible that one person may fill two positions, but we are generally discouraging that to fairly allocate the workload and to allow for more members to be involved in the Club's activities and management. Accordingly, it is expected that additional Club members will need to fill certain positions, and the board of directors shall choose or appoint members to fill the positions not occupied by directors. The officers and Club positions identified by the board of directors are set out on **Schedule A**. The Club positions may be increased, amended, changed, modified or eliminated at any time by the Board of Directors.

Please let any of the Board know if you have questions or wish to discuss any the foregoing. Also, please take the time to vote in the Club elections.

#### Velo Club LaGrange – Board of Directors

Duncan Lemmon  
President

Joanne Ratinoff  
Secretary

Claude Innocenti  
Chief Financial Officer

Dan Weinberg  
Director

Tom FitzGibbon  
Director

Marco Fantone  
Director

Dave Lieberman  
Director

## **Schedule A Club Officers & Positions**

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### **Officers**

To be an officer you must be a member of the board of directors. The board of directors will elect the Club's three officers. This Schedule summarizes the role of each Club officer. The specific powers and responsibilities for each officer is set forth in detail in the Club Bylaws.

#### **President**

The President of the Club shall be the chief executive officer and have the following duties:

- Provide leadership and initiative to the Club
- Preside over the Annual Meeting
- Preside over meetings of the Board of Directors
- Assist with public functions and public relations
- Assist with Sponsorship
- Send out membership applications to new members
- Send out or arrange for sending out annual membership renewal notices and membership packages
- Assist with membership coordination
- Help as necessary to have Club function effectively

#### **Secretary**

The Secretary shall have the following duties:

- Ensure that all necessary corporate formalities are being observed
- Keep and maintain accurate and complete copies of the Club records, including board of directors meeting minutes
- Prepare board of directors meeting agendas and calendar items and circulate notices for Board meetings to the board of directors and the members
- Coordinate the selection of legal counsel for club legal matters

#### **Treasurer / Chief Financial Officer ("CFO")**

The CFO shall have the following duties:

- Keep and maintain accurate and complete records of the Club's financial and bank accounts, including income and expenses
- Provide periodic reports to the Board of Directors as to the Club's financial condition
- Keep track of Club membership roll and coordinate the member list with other positions as appropriate, such as for the Yahoo Group list.
- Prepare an annual budget for review and approval by the board of directors
- Coordinate budget development with input from all appropriate sources as to anticipated income and expenses such as Sponsorship Coordinator, Clothing Coordinator, and Race Director
- Select an accountant to prepare all tax filings for the Club
- Receive member renewal notices and collect annual dues and other payments from members
- Administer and manage the Club's general PayPal account

### **Club Positions**

These twelve positions may be held by members of the board of directors, but if not filled by directors, Club members will be asked to fill these positions. All holders of these positions will report to and take direction from the board of directors. Additional details and responsibilities of these positions will be published on the web site before the elections commence.

#### **1. Sponsorship Coordinator**

- Identify and enter into contracts with sponsors for cash and products, with title sponsor(s) to be subject to approval of the board of directors

- Identify vendors for pro purchases
- Develop a sponsorship committee to help Coordinator with identification of and negotiations with potential cash and product sponsors. Committee members report to Coordinator
- Provide LaVoix Editor with all sponsorship information, logos, and other pertinent information in a timely manner for monthly publication

**2. Race Team Director**

- Prepare Race budget in coordination with CFO and Sponsorship Coordinator
- Sign racers to race for their respective teams (Elite Men, Elite Women, Masters & Track)
- Coordinate programs and goals for Cat. 3-4-5 teams and Women's 3-4 teams and Juniors
- Coordinate Track, Cyclocross and Mountain Bike squads, as appropriate from year-to-year
- Direct and/or assign team captains, directors sportif, and/or team managers
- Develop race program and calendar in coordination with team captains
- Handle all club-related race issues and periodically report to the Board of Directors
- Write a monthly or bimonthly report for La Voix

**3. Governmental & Community Relations Coordinator**

- Chair and coordinate the Club's Governmental & Community Relations Committee
- Set goals and direction for the Club's interaction with governmental agencies, officials and neighborhood associations
- Coordinate communication with public officials and agencies regarding public infrastructure projects that affect cycling and cyclists
- Coordinate interactions with neighborhood and homeowner's associations in frequently used areas (e.g. Brentwood & Mandeville Canyon)
- Coordinate relationships with other cycling advocacy organizations (e.g. Los Angeles County Bicycle Coalition)
- Arrange for Club participation (whether personally or through other committee members) in appropriate commissions and/or task forces relating to cycling (e.g. PCH Task Force)
- Identify and distribute to members for review and comment governmental proposals and plans that affect cyclists (e.g. City of Los Angeles Bicycling Plan)
- Encourage fair enforcement of laws relating to cycling

**4. La Voix Editor**

- Lead all aspects of publishing monthly LaVoix newsletter in a timely fashion
- Coordinate with Sponsorship Director regarding current sponsors for newsletter and for newsletter advertising
- Assist Web Site Coordinator with drafting of web site content
- Coordinate with Communications Director regarding Club photography needs

**5. Communications Director**

- Prepare or arrange for preparation of all necessary press releases
- Coordinate Club-wide communications policy including via Yahoo Group, Club e-mail lists, direct mail, web site and through in-person means and set interactions with other affected persons, e.g. Yahoo Group Moderator
- Coordinate and arrange for completion of all Club photography needs and requirements (e.g. Annual photo, press releases, race photos etc..)
- Coordinate with Sponsorship Director regarding promotion of current sponsors
- Assist Web Site Coordinator with drafting of web site content
- Help CFO as needed with maintaining Club Membership List
- Assist LaVoix Editor with publishing LaVoix newsletter as needed

**6. Event Coordinator**

- Coordinate, (and form committees if necessary) all La Grange sponsored events, rides, and functions and club events, not limited to:
  - La Grange Night at Helens
  - Thanksgiving Day Ride
  - Piuma Hill Climb

- Club Picnic
  - Halloween Ride
  - Founder Raymond Fouquet Birthday Ride
  - President's Day Ride
  - Memorial Day Ride
  - Annual Awards Banquet
  - Provide ride leaders and coordinators for each ride
  - Gather information on local charity rides or centuries and report information to the club
  - Coordinate with Communications Director regarding notice to club regarding all events
- 7. Web Site Manager**
- In charge of designing and updating web site to provide easy access to information to members and to excellent public face of the Club for non-members
  - Coordinate with Communications Director, Government & Community Relations Director, Event Coordinator, LaVoix Editor and Race Director on identification and publication of upcoming events, race results, governmental and community events
- 8. Clothing Coordinator**
- Work to design clothing with input from the board of directors and other interested parties
  - Communicate with clothing vendors to ensure timely availability of the best products for members
  - Arrange for sale and distribution of Club clothing and related sponsorship items
  - Coordinate with Race Director to ensure needs of race teams are being met
- 9. Club Race Coordinator**
- Set date, time and location and all other logistics for Club races, including LaGrange Cup
  - Coordinate with Race Director regarding scheduling and other issues
  - Coordinate with Sponsorship Director and CFO regarding preparing a budget for races
  - Coordinate with Communications Director and Web Site Manager
  - Assemble a team of volunteers and committee members to put on the events
- 10. Scott Bleifer Memorial Fund Coordinator**
- Chair and form committee for administration of Memorial Fund
  - Schedule and hold committee meetings regarding Memorial Fund
  - Make recommendations to the Board regarding collection and expenditure of funds
  - Lead periodic evaluation on how this Memorial Fund integrates with the Club's activities and mission
- 11. Club Ride Coordinator**
- Coordinate scheduling and rules for official Club rides, including on weekdays
  - Be present or arrange for ride leaders on Club rides
  - Coordinate Club involvement with rides sponsored or promoted by other Clubs
  - Prepare information on ride safety and traffic laws and present periodic updates to members
  - Coordinate with Communications Director and Web Site Director for timely presentation of information to members about upcoming rides
- 12. Club External Liaison**
- Serve as a liaison and focal point of contact between the Club and other cycling clubs (e.g. South Bay Wheelmen, LA Tri-Club, Triathletix, Team Helen's, NOW, Amgen, LA Wheelmen etc...)
  - Promote effective inter-club communication and sharing of information
  - Coordinate functions, rides, mixers, meetings with other Clubs
  - Coordinate with Communications Director and Web Site Director for timely presentation of information to members about upcoming rides or events sponsored by other clubs