

Minutes of board meeting of New England Randonneurs, Inc. January 21 2014.

A meeting of the board of directors of New England Randonneurs, Inc. was held at Boston University, 640 Commonwealth Ave. Room 323, Boston, MA on January 21 2014.

Attending the meeting were:

- Dan Greene (president, chairing meeting)
- Tom Worster (clerk, taking minutes)
- Eva Papp (treasurer)
- Jake Kassen (RBA)
- Emily O'Brien
- Justin Brooke
- Jonathan Doyle
- Melinda Lyon (via Skype)
- Tsun Auyeng [Non-voting observer]

The president drew the meeting to order at 8:10 pm.

The clerk recorded that a quorum was present.

Agenda

The president proposed the following agenda by email to directors on Jan 6:

1. Appointment of remaining board members for 2014 following election.
2. Treasurer's report on 2013 finances.
 1. Income and expenses for 2013 and current balances
 2. Outstanding expenses (e.g. last years kickoff party)
3. Membership
 1. What does it mean to be a member
 2. What should do to encourage membership / member involvement
 1. swag?
 2. awards?

4. Ride fees and membership fees.
 1. Review of ride costs from 2013
 2. Other expenses supported by ride fees and membership fees
 3. Bikereg fees, include or not
 4. Fees for 2014 membership and rides
 5. How to handle free membership registrations
5. Beginning of the year party, where and when.
6. End of season party (Annual meeting to elect next years officers?)
7. Monthly sub-200K series and integrating permanents
8. Supplies
 1. Banners and car magnets
 2. Brevet supplies
9. Merchandise
 1. Jerseys
 2. Other merchandise
10. Bylaws and organization
 1. Changes needed to go forward with non-profit status
 2. How do we want to be organized for the future?
 3. Process for changing bylaws
11. Next board meeting

The president explained that time was limited and he would prioritize items 1. thru 4, 7 and 11.

The agenda was accepted unanimously.

Agenda Item 1: Appointment of remaining board members for 2014

The president moved to appoint the following members to the board of directors for a term expiring Dec 31 2014:

- Emily O'Brien, 87 Monument St. #2 Medford, MA 02155
- Justin Brook, 59 Kinnaird Street Cambridge, MA 02139
- Jonathan Doyle, 41 Brimmer Street Watertown, MA 02472
- Melinda Lyon, 45 Brookview Rd Boxford, MA 01921
- David Zion, 6 Lynwood Lane Westford, MA 01886

Tom Worster seconded.

Dan Green, Tom Worster, Eva Papp and Jake Kassen, the only directors elected to a 2014 term, voted unanimously to approve the motion.

The meeting thus proceeded with eight of the nine directors present.

Agenda Item 2: Treasurer's report on 2013 finances

The treasurer summarized 2013 finances:

- Cash on hand in NER back account as of today:
- Total income: 5200.00 – *Totalexpenditures* :7012.91
- Final reconciliation from the 2013 MA 600k has not been provided by the ride organizer so this total includes an estimate for those expenses.
- Expenses included fees of 1889.17 (*Richard Conboy, CPA*) –248.74 cash is in The Brain and needs to be deposited in the bank.
- \$500 expense is owed to Ride Studio Cafe. Details of how to make the payment have yet to be given to the treasurer.

Action: Jake will contact RSC to try to resolve the payment and establish terms going forwards.

Action: Dan will collect the cash from the brain and deposit it.

Action: Dan will get check books from Bruce Ingle.

Action: Bruce's authorization to use the bank account will be revoked and Dan will be authorized.

Discussion

Disregarding the accounting costs, NER made net revenue of \$500 in 2013, significantly lower than in previous years.

Jake commented that considering it was not a difficult year, e.g. no bad weather costs, etc., \$500 in the black is a worrying small buffer.

Jake suggested that NER should aim to have cash reserves that would allow operation of all rides for one year without income. The group had no objection to this as a general guideline.

It was accepted that NER has no goal to steadily accumulate cash but neither does it have as a goal to be cash flow neutral year on year.

Agenda Item 2: Membership

Dan explained that according to Mass. law and NER by laws:

- A member is someone who has applied for membership and paid the annual member fee
- Membership is annual
- Anyone may join
- There are no qualifications to becoming a member and the members and executive may not be selective (without a vote)
- One may become a member at any time by paying the annual fee
- The annual fee for an existing member is due by end of Jan but a grace period allows the individual to be considered a member until end of Mar
- Has a vote in an Annual General Meeting, in any other members' meeting, on changes to by laws or articles of establishment, and in any decisions put to the membership.
- Can nominate persons for executive positions

A member is like a shareholder in a commercial corporation, literally: a stakeholder.

Discussion

There was rough consensus that membership would not be limited to the executive.

There was no consensus on how much would be expected of members. Tom argued that members should be expected to join in the business of the organization by participating in some practically useful way and by exercising their vote. Jake and Emily argued that nothing should be expected of members other than the annual fee.

There was consensus that the season pass should be divorced from membership but that members receive a discount on the season pass.

Dan stated that we must honor our promise to 2013 volunteers that they would receive membership and a season pass in 2014. Tom clarified that we cannot force membership on someone but we can honor the promise by waiving the annual fee for 2013 volunteers.

We will devise a way to minimize data entry for those entitled to free rides or membership, perhaps by issuing BikeReg coupons.

Motion: Dan moved to remove free ride benefits from the definition of membership, to define membership as listed above, i.e. voting rights, fees, etc. Tom seconded. Unanimous approval.

Further refinement of the features and benefits of being a member and whether or not there should be another class of non-voting members is deferred to the future.

Agenda Item 3: BikeReg fee

There was discussion of whether or not to include BikeReg fees in ride fees or for NER to cover these fees. There was rough consensus to do neither.

There was consensus that NER would cover the BikeReg fees for payment via BikeReg of NER member fees.

Agenda Item 4: Ride costs and 2014 fees

Dan reviewed his breakdown of the costs and revenues of the 2013 rides.

There was consensus to maintain for the MA series the same per km ride fees from 2013 in 2014. Thus, for example, entry to the 200k options on longer rides will be priced the same as the 2013 200k, i.e. \$25.

The new sub-200k unsupported rides will be \$5 and free for NER members.

Vermont organizers will set their own fees, provided that they aim to at least break even on events. The VT600k is a possible exception to this policy.

There will be no mail-in registration for anything in 2014. (Except team events.)

Eva proposed to increase the day-of-event surcharge to \$10 across the board. There was mixed response, some supporting (Tom, Justin) and others against (Jake, Emily). No change was made.

Eva proposed to move the close of pre-reg closer to the event in order to encourage pre-reg. This was considered a reasonable request but that ride organizers need to set the cut-off. We will encourage organizers to make the cut-off as late as they can reasonably tolerate, especially for 200k and shorter rides.

Agenda Item 7: Monthly sub-200K series and integrating permanents

Jake reported that First Sunday of each month starting at undetermined locations (cafe, shop) in the Boston area will go ahead. It is not so simple to just run a Permanent as a RUSA Brevet but he had something figured out. It's too late to do a Feb ride but he hopes for Mar. Someone, probably Jake, will be present at the start to issue Brevet Cards, cues, etc. There may be someone at the finish. All intermedia checkpoints will be unstaffed, e.g. information or shop. There is no support in terms of food or other comforts at start, end or intermediates.

Agenda Item 10: Bylaws and organization

Dan stated that he would like to form subcommittees and seek volunteers to work on:

1. changes to the by laws and any other such bureaucratic work in order to put us on a better footing for operations, staying legal and obtaining non-profit tax status.
2. developing a ride organizer's kit
3. (Tom mentioned later that he'd like to form a clothing subcommittee with Melinda in order to bring that work under NER and off her own bank account.)

Agenda Item 11: Next board meeting

We agreed to try to hold the next meeting in a location north of Boston so Melinda can be present. Tom suggested Papa Razzi in Burlington MA. Tom offered car transport for Jake if he needs it.

Dan will try to organize the next meeting to be in the next 2 to 4 weeks.