

GEARs minutes-
4.7.2014
6pm Keystone Cafe

Board members present: Tom, Mel, Gary, Paula, Allie
Non-board members present: Ray, Mike C, Tim V., two community members

By-laws

Discuss name change-
GEARs Education changed to Greater Eugene Area Riders Cycling Club Inc., informally called GEARs

New name approved unanimously
By-laws will now reflect this change

1.2 Principle Office/Registered Agent-

Howard Feinman for both GEARs Inc and GEARs Education

Do we put in by-laws or not? We just need to have one, it doesn't necessarily need to be in the by-laws.

Easy to edit, update year to year if needed

1.4 Purpose

Education and safety is too narrow for the new GEARs Inc.

Recommendation- include current GEARs Inc mission statement (article II in existing by-laws) in this purpose statement

Mission statement on website also needs to be updated to reflect the mission statement in the strategic plan

2.1 Qualifications

Qualifier of "monthly" meeting- remove monthly

2.3 Annual Meeting

Insert "November" into available space; identify that a "place, time, and date to be determined by the Board of Directors"

2.4 Monthly Meetings- retile as "Meetings"

"regular monthly meetings"- too specific; members shall hold "meetings at a time and place..."

2.5 Special Meetings

5% support of members for petition to call a meeting

2.6 Notice of Meetings

Insert "email" into description

Time period is of question (30 to 60 days)- why is this so long?

When have we had to give notice of a meeting at these standards?

We've never conformed to these time standards

Remove 2.6 completely

2.8 Proxy Voting

Remove 2.8 completely

3.2 Number and Election

October vs. November general meeting- remove "at the October general meeting"

3.3 Term

GEARs does not want to control a term length- maintain institutional memory
Remove center two paragraphs, but be sure to maintain provisions if needed

3.4 Regular Meetings

Agenda will be posted to the website for each member of the corporation one week in advance
Identify a way for a quorum of the board to vote to skip a board meeting via email
"except as decided by the Board of Directors"

3.7 Notice of Meetings

remove completely

3.9 Manner of Acting

Covered in 3.8 Quorum

4.4

A. President- edit to reflect Board of Directors; remove bRamble volunteer commitment; add commitment to create and email out agenda for monthly board meeting to Board of Directors
B. Vice President- edit to reflect non-monthly meetings (organize and run general meetings); remove bRamble commitment; remove newsletter commitment; remove committee commitment
C. Secretary- remove agenda responsibility; remove bRamble commitment
D. Treasurer- email monthly financial statements to Board of Directors; participate in board meetings, not monthly meetings; change LAB insurance to liability insurance
E. Members at Large- clarify as "Board Members at Large"; remove committee and bRamble requirements

12 Amendments

Identify process for a member to propose a by-law change
Where: at a meeting of the members

13 Dissolution

"3/4 of the members at a meeting held for that purpose called by the Board of Directors"

IRS approval a concern-

No need for concern; using the same agreements to perform as a 501c3, but implementing new by-laws; maintain "shell" of 501c3 but identify as GEARs Inc.

GEARs Ed. still is present in a financial sense until after bRamble

GEARs Ed is accepting of the reorganization and consolidation of the club (both Tim and Ray present from GEARs Ed)

Approval of consolidation- motion

Vote for consolidation immediately, will review any changes or suggestions to the by-laws from attorney. Seconded.

In favor- 5 GEARs Inc board members vote,

WE ARE CONSOLIDATED!!

Adjourned: 7:49pm