



## Working Bikes Annual Meeting Agenda

February 2, 2022; 7:15-9:00 PM

1. Call to order - 7:15
  - a. Introductions/In attendance
2. Approval of December 1, 2021 minutes - 7:20
3. International Partner – Irene Mukisa (in Kampala, Uganda), Cycles for Farmers
4. Bylaws Revision to Increase Board Size (below)
5. Board of Directors Elections - 7:35
  - a. 2-year terms up for renewal, slate proposed:
    - i. Amy Little
    - ii. Lee Ravenscroft
    - iii. Dave Gorman
    - iv. Jim Lindsey
    - v. Angela Taylor
    - vi. Ellen Gibbon
  - b. New Board Members
    - i. Ruth Rosas 2-yr term
    - ii. Mark Dabrowski – 1-yr term (for staggering)
6. Officer Elections - proposed slate - 7:45
  - a. President - Jim Lindsey
  - b. Vice President - Phil Kaplan
  - c. Treasurer - Amy Little
  - d. Secretary - Dave Gorman
7. 2021 Financial summary and 2022 Budget - 7:55
8. Annual Report Review – 8:05
9. Strategic Planning process to kick off soon! 8:15
10. Operations Updates - 8:20
  - a. Storefront
  - b. Service Department
  - c. Volunteering
  - d. Collections and donations
  - e. Staffing
    - i. Anna’s last day will be 2/19. Best of wishes as she heads to her family property in rural Washington State to construct a home! The Community Programs Manager position has been posted.
11. International Donation Updates - 8:40
  - a. 2021 shipping results
  - b. 2022 shipping goals
12. Cycle of Power/Peace - 8:45
  - a. Upcoming rides / donations - things to look forward to...
13. Brandon’s & Kitchen Crew Updates - 8:50
14. Other Committee Updates - 8:55
15. Additional Business
16. Adjourn - 9:00

## **Proposed Bylaws Revision to Increase Board Size to 10-14 Members:**

### **ARTICLE V - BOARD OF DIRECTORS**

**Section 1: Definition.** The Board of Directors shall consist of persons who are nominated by the Nominating Committee and are elected to the Board by General Membership, and provide leadership of and advocacy for the Working Bikes mission.

**Section 2: Eligibility.** Persons eligible to sit on the Board of Directors must meet all the following criteria of Parts a, b, and c below or be eligible under Part d. No more than two (2) board members made eligible for board service by Part d may serve on the board at any one time.

- a. The person must be a Member of Working Bikes for at least three (3) months prior to nomination to the Board.
- b. The person must demonstrate leadership and commitment to Working Bikes.
- c. The person must earn no salary or wages from Working Bikes, effective immediately upon election.
- d. The person offers, in the opinion of the existing Board of Directors, extraordinary talent, skill, experience, and/or community involvement.

**Section 3: Rights and Responsibilities.** The Board of Directors is responsible for overall policy and direction of Working Bikes, their delegates, and day-to-day operations, and committees. Members of the Board of Directors have all the rights and responsibilities of Members as in Article II. In addition, Board Members are required to, at minimum:

- a. Commit to attending at least four (4) Board of Directors meetings and two (2) General Meetings per calendar year;
- b. Serve on at least one Committee;
- c. Actively leverage personal and/or professional expertise, partner relationships, and other resources to the Board as needed to advance the mission and strategic plan;
- d. Serve as lead organizer/volunteer for at least one (1) public event each year;
- e. Stay informed about Board and Organization matters, participate in discussions and take responsibility for making decisions by voting;
- f. Performs all duties as volunteered or assigned by the Board in a complete, timely and appropriate manner;
- g. Work in good faith with staff, volunteers, Members and Board Members toward the achievement of Working Bikes goals;
- h. Support actions taken after final votes, even when in disagreement with voting outcome;
- i. Be an ambassador for Working Bikes efforts and values to the community, represent Working Bikes to the community, and act as a spokesperson as directed by the Board; and
- j. Act in good faith and in the best interests of the Organization, disclose any conflicts of interest, and abstain from voting on matters where personal interests may conflict with those of the Organization.

**Section 4: Size.** The Board of Directors shall have no fewer than ~~seven (7)~~ **ten (10)** members, no more than ~~eleven (11)~~ **fourteen (14)**. Board size shall be determined at the Board Meeting one (1) month prior to the Annual Meeting; this size shall then be fixed for the next twelve (12) months.

**Section 5: Compensation.** Board Members will receive no compensation other than reimbursement for reasonable expenses, as approved in advance by the Treasurer or Finance Committee.

**Section 6: Terms.** Board Members will be elected for two-year terms, with no limit on number of terms. All terms will begin on March 1st and end on the last day of February. Terms will be staggered such that approximately 1/2 of the Board seats will be eligible for scheduled re-election at any given Annual Meeting. Terms for some Board Members may temporarily be set at one (1) year to create or re-establish the staggered cycle, but all such Board seats must return to a two-year term directly thereafter. Board of Director terms represent Board positions, and not individuals. As such, if a Board Member is elected to fill an unexpected vacancy, that new Board Member inherits the remainder of the existing term and will be eligible for re-election according to the election cycle for that position.

**Section 7: Nomination and Election.** For standard, annual elections, nominations to the Board of Directors may be made in writing (electronic mail or postal mail) to the Nominating Committee by any Member at least 14 days prior to the Board of Directors Meeting immediately preceding the Annual Meeting; this Board meeting will generally take place the second Thursday of January. The Nominating Committee will review and present candidates to the Board, and a simple majority of the Board will determine final candidates for all open seats. This slate will be presented to membership no later than 14 days prior to the Annual Meeting, and voting on Board members will be the second item of business at the Annual Meeting. The slate of final candidates will carry upon a simple majority vote of Members in attendance. If a candidate slate fails to carry, the terms of existing Board Members will automatically be extended for two (2) months, until the next General Meeting, or until a new vote carries, whichever occurs first. The Nominating Committee shall reconvene to revise the slate of candidates and repeat the above voting processes.

**Section 8: Resignation and Leave of Absence.** Board membership is to be considered “membership-at-will”; Board Members may terminate their membership at any time and for any reason. Resignation must be submitted in writing (electronic or postal mail) to the Executive Committee and must be effective no later than thirty (30) days after notification has been made. Board Members may also choose to take a leave of absence for up to six (6) months, for personal, medical or related reasons, with written notice to the Executive Committee. All rights and responsibilities are suspended immediately on the effective date, and shall be reinstated in full at the end of the leave period.

**Section 9: Termination.** A Board Member may be terminated from the Board of Directors by a 2/3 majority vote of Board Members. A motion to terminate must be made and seconded at a Board Meeting, and the Board Member in question must be notified of the motion and provided at least seven (7) days to respond before a vote is taken. Causes for termination include:

- a. Two or more unexcused absences from Board Meetings in one calendar year,
- b. Extreme negligence of their appointed committee or other role, and
- c. The commission of other negligence, malfeasance or other actions harmful to the membership, staff, Board, customers, partners, community or reputation of Working Bikes.

**Section 10: Vacancies:** Vacancies at any given time shall be defined as any open seat among the Board size total determined at the most recent Annual Meeting. The Nominating Committee shall solicit nominations from the Board of Directors for a replacement member and call for a special election, per Section 6. Vacancies must be filled within 90 days of the effective date.

**Section 11: Meetings.** Closed Board of Directors Meetings (open only to Board Members, the Executive Director, invited Staff, and other invited guests as needed) will be scheduled for the second Thursday of every other month, beginning in January of each year. Changes to this schedule may be made upon general agreement among Board Members. A quorum equal to a simple majority of total Board seats in a given year is required for voting. With prior approval from the Board (a simple 51% majority vote by phone, email or in person), non-Board Members, including the Manager, may be present for part or all of a given Board Meeting but may not vote on any motion. The Board Secretary will record minutes and distribute them electronically to Board Members within seven (7) business days after the meeting. If the Secretary is unable to record and/or distribute the minutes, he/she must appoint an alternate to fulfill these requirements.