

Meeting Minutes
Tallahassee Mountain Bike Association Executive Board Meeting
Tallahassee Chapter of SORBA/IMBA

Wednesday, September 01, 2010
High Center
6:30 PM – 8:00 PM

- **Meeting Purpose:** To address concerns regarding the relationship between TMBA and the Bicycle Tallahassee (BT) program. The meeting was scheduled after a conference call between Tom Sauret (SORBA), Tim Murphy (TMBA) and Ken Foster (TMBA/BT). Tom Sauret opened the meeting by reiterating the purpose for the meeting: to discuss and re-evaluate how the leadership is feeling regarding the relationship between TMBA and BT. He also mentioned that he believed we were all here to try and build a mountain bike community and he stressed that he was not here to “boss us around, but because Ken and Tim has asked him to attend. He further stressed that he was here to urge us to work through this issue because the club had “come so far in the last two years” and to develop a solution so that “everyone could win”. Board members, Karen Loewen and Dixie Davis were present. Scott Shirley was in attendance at the request of Ken. Jose Sanchez the final Board Member had resigned his post as Vice President by the start of the meeting. He was not present.
- **Background on kids programs associated with IMBA/SORBA:** Tom explained that IMBA does not have any youth programs associated with it. However, SORBA had a Trips 4 Kids (T4K) program associated with one of its chapters and that there was nothing in the bylaws that stated having a kids’ bike program associated with an IMBA/SORBA chapter would be inappropriate. He also explained that IMBA supported “Take a Kid Mountain Biking” so “philosophically” there was no problem with the two organizations (TMBA and BT) being associated with each other. He further stressed that we as a larger community need to support the next generation of cyclists, so having a youth program associated with TMBA is, in his words, “a good thing”.
- **General discussion on the specific concern/conflict of interest:** Scott asked that the specific concern be stated explicitly as a way to open the meeting. Tim stated the problem is that a program (BT) has been created that is answerable to TMBA and there is a position in that program (Executive Director) that is going to be held by Ken and so, he will be supervising himself. Tim stated the problem was not with the program, but with the implementation of the program and with the structure of the program.
- **Discussion on the Board of Directors Meeting (4/28/10):** Next, there was a discussion regarding whether or not the TMBA Board of Directors had clearly voted for BT to be a program of TMBA. Tom read from the minutes of the last Board Meeting held on 4/28/10 and questioned whether or not the wording may be a bit vague. Karen stated that there were no objections at the meeting, though there was a discussion of some stipulations outlined. Tom suggested we do a better job with our minutes in the future. He explained that we should make sure we clearly note who made a motion; what the motion was; and, who seconded it.
- **Specific discussion on conflict of interest and the separation of TMBA and BT:** Tim explained that he was concerned because Ken as president of TMBA would be responsible for BT due to the way the T4K Charter is written. Tim felt that there would not be a problem

if BT's Executive Board was separate because then it could supervise Ken without conflict. Karen asked why BT was not its own separate chapter under SORBA? Tom said SORBA would not take on BT as a chapter. Tim explained that the T4K Charter required a 5013C designation and that TMBA's was used to designate BT as a T4K Charter. Tom said that was OK to do. Scott explained that due to liabilities concerns he had advised Ken that BT be a separate entity from TMBA. Ken stated that they were separate corporations. Tom said the liability issues were handled via SORBA, but he thought Scott's advice was sound to separate the two organizations. Scott, therefore, advised that the two organizations be split.

- **Discussion on separation of two organizations:** The discussion next moved to how and when BT could become its own organization. Tom mentioned that it did not matter to SORBA how long it would take. Karen brought up that it can take a great deal of time to secure a 5013C designation for an organization. Ken asked if he could still be president of TMBA, even if BT was separate. Tim said there may be a problem with conflict over raising funds because donors may be confused about which organization they were supporting. Some discussion on exactly how the confusion could arise in donor's minds and Scott suggested that there would need to be clear coordination and communication between the two organizations to avoid this type of conflict. Scott also explained that because TMBA was a separate corporation its membership was protected from the liabilities associated with BT because of the corporate veil.
- **Concern regarding the development of BT as a program of TMBA:** Next, the discussion revolved around a second issue which Tim raised about the manner in which BT was developed. He stated that if BT and its development as a program of TMBA had been brought up before the general TMBA membership first, questions and concerns regarding these issues such as finances, structure, leadership, etc. could have been handled then, rather than now. Tim said if he had had a chance to discuss BT before it was made a program he would have voiced his concerns at that time. Ken stated that we had talked about BT at the meetings. Tim stated that the problem was there was not a lot of detail given about BT. Tim stated that if BT had been brought before the club there would have been opportunity for input from the club and a vote from the entire membership. Ken stated that there was a vote from the Board and that he was more concerned about keeping the mountain bike community "rolling in a positive direction" and with getting BT going than he was issues like its structure.
- **TMBA Bylaws:** This topic then led to a short discussion on the fact that TMBA does not have an official set of bylaws. Tom stressed that we need to generate a set and then submit them to SORBA. He also explained that there are templates we can use on their website or, he can email us some examples. He explained that we would include information on the responsibilities of the Executive Board (officers), but the majority of the document would be concerned with the rights and privileges of the general membership. We would include a mission statement, as well. Since BT was such a major proposal, Tim was upset that the decision to develop BT was not brought to the entire club for a vote. Karen stated that it was voted on by the Board and that appeared to be all that was needed for Ken to proceed with his BT plans.
- **TMBA Mission/Purpose:** The next topic that developed concerned TMBA's purpose and mission. Tim and Karen had different views on the club's goals. The issue of whether or not TMBA was concerned with raising money, as well as, building trails and advocating for bike were discussed. Also, how much time the club should spend on building trails as opposed to

organizing and participating in rides was also discussed. Tom mentioned that all clubs have had discussions like this regarding the balance of building trails versus getting together to ride bikes.

- **Suggestions on resolution:** Scott suggested that we brief the TMBA membership on BT and all its details and also that there be a plan made to separate BT and TMBA. Dixie mentioned that a positive result of this issue and meeting would be the formal development of a structure for TMBA. She suggested a secession plan so that there can be a smooth transition to the next set of Board members and an outline of responsibilities be generated for the Board members. Tom suggested we look at the Dalton, GA Chapter to get ideas on how to develop a secession plan.

The following motions were approved by the TMBA Board Members:

- **Motion #1** – Dixie made a motion for club bylaws to be approved and voted on by the general membership by the 11/20/10 SORBA Board meeting. Ken seconded and all voted for the motion.
- **Motion #2** – Karen made a motion that BT be given eighteen months to separate from TMBA to create its own 501C corporation. Dixie seconded. Ken abstained from voting and the motion passed.
- **Motion #3** – Karen made a motion that one member from TMBA be appointed to the BT Executive Board. Ken seconded the motion and all voted for the motion.
- **Motion #4** – Dixie made a motion to appoint Karen as the first TMBA representative to serve on the BT Executive Board. Ken seconded the motion and all voted for the motion.
- **Motion #5** – Ken made a motion to give a full reporting of BT including all programs, finances and its fundraising strategy. Dixie seconded the motion and all voted for the motion.

Discussion on the separation of finances for TMBA and BT followed the passing of these motions. The group decided that it would not be necessary to make a motion on the separation of funds.

In attendance:

Dixie Davis
Ken Foster

Karen Loewen
Tim Murphy

Tom Sauret
Scott Shirley

Report prepared by Dixie Davis and reviewed by Ken Foster and Tim Murphy.