



Board of Directors

Memorandum

January 11, 2010

To: All LaGrange Members

Re: **Revised Schedule for Proposed Amendment of Bylaws, Board of Directors Elections & Club Positions**

This Memorandum summarizes the proposed amendments to the Bylaws and the upcoming elections for the Board of Directors, as well as the process that will be used. It also identifies the key dates for the amendment of the Bylaws and the elections.

The Club was founded in 1969, but was an unincorporated association at the beginning of its existence. In 1984 the Club was incorporated as a California public benefit corporation. It was granted tax-exempt status based on its activities promoting amateur athletics. The bylaws were prepared at about that time. The bylaws provide, among other things, that there should be three (3) directors. The Club, primarily due to lack of sophistication and understanding, has not always followed the letter of the bylaws in its manner of operations. For example, at times in the 1980s and 1990s, officers were elected by the membership, rather than directors. At other times, board members were elected by votes of the Board. The Club members have been aware of these activities and processes and effectively ratified these actions and changes.

Over time, given the changes to the realities of operating the Club, including as a result of its growing size, the Club has increased the number of directors, although the Bylaws were not formally amended to reflect that change. In the past, the number of directors has varied, but in the last five to seven years it has been settled on approximately nine (9) directors. At present there are seven directors and two vacancies. The board of directors proposes to amend and restate the Bylaws (the "Restatement") to (1) confirm that the new number of directors going forward is nine, (2) to confirm that they will be elected to two-year terms that will occur on a staggered basis, with five (5) directors being elected one year and four (4) directors being elected the next year, (3) to change the titles and descriptions of the officers, and (4) to make conforming changes to the bylaws to reflect the Club's manner of operation and to bring them into the 21st century, such as by allowing electronic communications with members.

Assuming the Restatement to the Bylaws is approved, the election of five (5) directors will occur this February 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.

The schedule for the election s this year will be as follows:

Election Schedule 2010

| Date | Event |
|------------------|--|
| January 14, 2010 | Proposed Amended & Restated Bylaws sent to the Club for review and voting for approval commences. Voting choices will be in favor of the Restatement or against. Voting methods to used: (1) by mail or (2) electronic ballot submittal via web site. The specific details regarding voting will accompany the Proposed Amended & Restated Bylaws. |
| January 22, 2010 | Voting on Approval of Restatement of Bylaws closes at 6:00 p.m. |
| January 25, 2010 | Call for Nominations for Directors. Five (5) board seats to be elected in this cycle, assuming Restatement of Bylaws is approved. 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 |

| Date | Event |
|-------------------|---|
| | 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. |
| February 8, 2010 | Director Self-Nomination Period ends at 6:00 p.m. |
| February 12, 2010 | Board of Director's Elections commence for five (5) board members. Voting to be allowed: (1) by mail, (2) electronic submittal via web site, and (3) in person at a location to be announced, which will serve as an Annual Meeting. Voting by electronic mail will not be permitted. Each member in good standing (i.e. all dues paid current) as of February 12 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). Independent election monitors will be established 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 unless the Replacement Ballot Form is used to indicate that the later-submitted ballot is to supersede the original member ballot. All mail-in ballots must be postmarked no later than February 17, 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 February 12, 2010. |
| February 19, 2010 | Election period concludes at 8:00 p.m. with in-person voting to be allowed at the meeting location to be announced. |
| March 1, 2010 | Five new directors join the board for a 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 for the Restatement of the Bylaws and 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

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