

## Minutes of the San Francisco Bicycle Coalition Board of Directors Meeting Tuesday, January 22, 2019

	Andy Thornley
	Amandeep Jawa (by phone)
	Jane Natoli
	Jean Kao (Treasurer)
	Jeremy Pollock
Directors in	Jiro Yamamoto
attendance	Lindy Kae Patterson
	Marie Jonas
	Nic Jay Aulston (President)
	Robin Abad Ocubillo
	Rocky Beach
	Shirley Johnson
Directors	Adam Keats
absent	Mary Kay Chin (Secretary)
Staff	Brian Wiedenmeier (Executive Director)
Stall	Rahul Young (Deputy Director)
	Scott Yarbrough (member)
	Susan Mooney (member)
	Kelli Shields (member)
Guests	Tyler Morris (member)
	Patrick Traughbar (member)
	Preston Rhea (member)
	Kristine Pederson (member)

StartThe San Francisco Bicycle Coalition Board of Directors meeting was convened with quorum at<br/>6:30pm.

Agenda Item	Purpose	Presenter
1 Consent calendar	Action	Nic Jay Aulston

Consent calendar:

a) November 27, 2018 meeting minutes

b) January 3, 2019 meeting minutes

The consent calendar was divided into two votes.

Jeremy motioned to approve the November 27, 2018 board meeting minutes. Jane seconded. Ayes: Andy, Jane, Jean, Jeremy, Jiro, Lindy Kae, Marie, Nic Jay, Robin, Rocky, Shirley Noes: None Abstentions: None Absent: Adam, Deep, Mary Kay

The motion passed.



Jane motioned to approve the January 3, 2019 meeting minutes. M Ayes: Andy, Jane, Jean, Lindy Kae, Marie, Robin, Rocky, Shirley Noes: None Abstentions: Jeremy, Nic Jay, Jiro Absent: Adam, Deep, Mary Kay	arie seconded.	
The motion passed.		
2 Old business	Information	Nic Jay Aulston
Previous action items are posted on DropBox.		
3 Executive Committee Report	Action	Nic Jay Aulston
<ul> <li>a) Emails received by the board Only one email received; it was spam.</li> <li>b) Volunteer to track action items &amp; send out action item remi Jane volunteered.</li> </ul>	inders	
<b>c)</b> Whistle blower policy review - Jean The whistle blower policy (see appendix A) applies to board, staff, a future staff meeting.	and members. It will be	presented to staff at a
Deep joined by phone at 6:42pm.		
Andy motioned to approve the whistleblower policy. Shirley second Ayes: Andy, Jane, Jean, Jeremy, Jiro, Lindy Kae, Marie, Nic Jay, R Noes: None Abstentions: Deep Absent: Adam, Mary Kay		
The motion passed.		
<b>d)</b> Treasurer's report – Jean The treasurer's report (see appendix B) covers finances through No time for fundraising. Fundraising picked up in the fall and finances a in the treasurer's report; it will be captured in the December finance	are looking good. Winte	
The draft budget is coming up for review soon. Jean encouraged th preparation for budgeting.	e board to review the fi	nancial spreadsheet in
e) Director recognition Nic Jay thanked board directors Adam, Lindy Kae, and Rocky, who	are leaving the board,	for their service.
4 Executive Director's Report	Information	Brian Wiedenmeier
See strategic plan dashboard, appendix C.		
Infrastructure		
<ul> <li>There was a ribbon cutting ceremony on Howard Street for</li> <li>The SFMTA is holding an open house on Saturday for Fols</li> </ul>	-	



protected bike lanes on both streets.

- Boarding islands have been completed on Valencia Street in front of schools between Duboce and 14<sup>th</sup>, Streets. This section of the project was controversial due to children crossing the bike lane. There have been no injuries so far. Volunteers and SFMTA staff have been onsite during pick-up and drop-off times. Rain has delayed the application of striping.
- Townsend Street protected bike lanes between 5<sup>th</sup> and 7<sup>th</sup> Streets are completed, but not between 4<sup>th</sup> & 5<sup>th</sup> Streets.
- Polk and 2<sup>nd</sup> Street improvements are expected to be nearing completion by the end of spring or early summer. Now it's somewhat confusing where to park and load/unload. This is a temporary situation as the projects aren't finished yet.

#### Programs

Staff signed a contract with Golden Gate Transit and will be training hundreds of bus drivers including developing better curricula, as well as doing outreach at Golden Gate Transit's busiest stops to educate people to combine bikes with buses and bikes with ferries.

#### Staff

New hires include:

Nesrine Majzoub – marketing and communications associate, focus on online and digital communications Joanne Burgiss – program coordinator, managing community bike builds and the valet bike parking program

#### **Board election**

- The board election starts tomorrow. Members will receive an email from ElectionBuddy with their personal voting code.
- The member meeting and candidate forum is tomorrow night at Sports Basement Grotto.

5	General Public Comment	Information	Guests

Tyler Morris said Golden Gate Transit driver training is great, especially because they operate outside the city, too. Tyler is a board candidate and thanked the board for its service.

Preston Rhea expressed appreciation for the board's work. He thanked Brian for working with candidates to communicate an effective process for the election. He had a great time at the Bluegrass & Bikes fundraiser last week.

Kelli Shields echoed appreciation for the difficult work of the board. She has attended many board meetings and is running for election to the board.

Scott Yarbrough said he appreciates the board and the organization's work. He requested that alternatives to board endorsement of board candidates be considered. He suggested ways to communicate skill sets without making a formal endorsement. He is concerned that board endorsements institutionalize discourse.

6 Committee Reports	Action	Committee Chairs

### a) Organizational Strengthening - Jane and Jeremy

Jane introduced Susan Mooney, consultant, who shared interview and survey results for an organizational strengthening exercise. She presented a high-level overview of the themes that emerged.

The sample size was small. Nine board directors responded to a written survey and Susan interviewed 12 people, all of whom are SFBC members.



Susan said the findings showed the SFBC is strong in what we do. The challenge is the how we do it. Some said that the SFBC suffers from mirroring the politics of San Francisco and encouraged the SFBC to be something different, not part of the political machine.

### Strengths

- People know and support the mission and goals; communications are working
- The SFBC is perceived as having power in city hall
- Staff is effective

#### Needs and opportunities

- Clarify roles people believe very different things about the role of all parts of the organization: board, staff, and members
- Difference of opinion about who our constituents are the community or people who ride bikes
- Grass tops versus grass roots
- Need to be in alignment

### Develop a theory of change

- The strategic plan is solid, but it's not supported with a long-term shared framework of how we as an organization are going to implement it
- A theory of change clarifies purpose, strategy, and niche. What's the problem you're trying to solve? Clarify your purpose. All bicyclists? All infrastructure? What's our part of solving that problem? How do we go about achieving that change?

### Healing and clean-up from past mistakes

- People are holding anger about the bylaws debacle; need to clean up past injuries
- Must be skilled at resolving conflicts and differences of opinion
- It would be a devastating step back if a leadership transition occurs as a result of unresolved conflict

### Increase investment in equity work

- · Perceived as making advances in equity; more diverse representation on board and staff
- Concern about power of race and gender in the organization
- Support for demographics goal in strategic plan, but also skeptical
- Inclusion is the next step; some people feel silenced and unheard
- Equity is where all is in alignment and everyone in this city can ride their bikes with freedom

The board thanked Susan for her work and was in general agreement with the assessment.

Susan recommends continuing with a stewardship committee. She advised to develop a theory of change before discussing roles. She said the board needs to assess available bandwidth and then determine what can be fit into the allotted time. This is long-term work.

Meeting break started at 7:44pm Meeting reconvened at 7:51pm

### b) Director Elections Committee - Shirley

Shirley reviewed the remaining tasks on the director elections timeline (see appendix C). Brian said the singletopic email (item 24 on the timeline) will be sent to all voting members, because it is coming from the SFBC, not ElectionBuddy.

Shirley reminded the board to provide input to the lessons learned document about the board recommendation process. For next year, she suggested that the board ask itself: What is the problem we're trying to solve with



board recommendations? Are there alternative ways to solve it?

### c) Board Development Committee – Robin

Robin introduced a draft blog post intended to illuminate for the membership why the board recommended the eight candidates it did. The committee recommended approval as written.

Andy motioned to approve the draft blog post as written. Marie seconded.

Shirley noted that there were still four unresolved comments in the draft blog post. The board then debated whether to consider any further comments or to accept the committee's recommendation without further discussion.

Shirley amended the motion to correct the two grammatical errors, as commented in the draft blog post, and to include the following verbiage:

"Board recommendations are not intended to diminish the qualifications of the other candidates. We look forward to serving with whomever gets elected."

Jane seconded.

Ayes: Andy, Jane, Jean, Jiro, Lindy Kae, Marie, Robin, Rocky Noes: None Abstentions: Deep, Jeremy, Nic Jay, Shirley Absent: Adam, Mary Kay

Robin asked Jiro to abstain, which Jiro agreed to do, but the vote recorded in these minutes is Jiro's original vote.

The motion passed.

### d) Governance Committee – Shirley and Deep (for Adam)

Shirley reminded the board that the governance committee was evaluating the possibility of changing terms to three years with five directors elected each year. We received a legal opinion from Neo that we would need member approval of a bylaws amendment to make these changes. Deep said that the general feeling of the entire committee was that term limits and staggered three-year terms would be good for the next board to explore.

|--|

#### a) Director general comments/requests

- Nic Jay thanked all directors for their commitment to the board.
- The board thanked Nic Jay for his leadership.
- Shirley thanked Jeremy and his band for playing at "Bluegrass & Bikes: A Fun-Raiser" held January 15. There was a good turnout for this SFBC fundraiser and thousands of dollars raised, exact amount still being determined.

### b) Action Item Review

- 1. Refresh yourself on the budget process
- 2. Attend Folsom & Howard open house on Saturday
- 3. Provide input to the lessons learned document for board recommendations
- 4. Deep will send an email to the audit committee with a follow-up item

8	Adjournment	Action	Robin Abad Ocubillo



Marie motioned to adjourn the meeting. Andy seconded.

Ayes: Deep, Jane, Jean, Jeremy, Jiro, Lindy Kae, Nic Jay, Robin, Rocky, Shirley Noes: None Abstentions: None Absent: Adam, Mary Kay

The board meeting of the SF Bicycle Coalition Board of directors for January 22, 2019 was adjourned at 8:23pm.

List of Ap	pendices
Identifier	Title
А	Draft whistleblower policy
В	Treasurer's report
С	Strategic plan dashboard
D	Director elections timeline

Signature	
Shirley Johnson	Shirly J. Johnson



Appendix A: Draft whistleblower policy

# San Francisco Bicycle Coalition

Whistleblower Policy

The San Francisco Bicycle Coalition requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the San Francisco Bicycle Coalition, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

# **Reporting Responsibility**

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the San Francisco Bicycle Coalition can address and correct inappropriate conduct and actions. It is the responsibility of all directors, officers, employees and volunteers to report reasonable concerns about violations of the San Francisco Bicycle Coalition's policies or suspected violations of law or regulations that govern the San Francisco Bicycle Coalition's operations.

# **No Retaliation**

No director, officer, employee, member, or volunteer (each, an "**SFBC Agent**") who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the San Francisco Bicycle Coalition, either internally, to their supervisor or to the Compliance Officer (as defined herein), or externally, to a government or public agency, shall suffer harassment, retaliation, or adverse employment consequence as a result of such good faith report. An SFBC Agent who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including, for an employee, termination of employment.

# **Compliance Officer**

The San Francisco Bicycle Coalition's "**Compliance Officer**" shall be the officer responsible for ensuring that all director, officer, employee, program volunteer, and member complaints about unethical or illegal conduct are investigated and resolved. The Treasurer shall serve as the corporation's Compliance Officer, provided, however, that in the event of the Treasurer's absence or disability, or where the Treasurer may be involved in the unethical or illegal conduct, the Executive Director shall serve as the Compliance Officer on a particular matter will advise the other officer (unless such officer may be involved in the unethical or illegal conduct that is the subject of the compliant) and the Board of Directors of all complaints and their resolution. Additionally, the Executive Director shall report at least annually to the Treasurer on compliance activity relating to accounting or alleged financial improprieties (except on matters in which the Treasurer may be involved).

# **Reporting Procedure**

Employees, officers, and directors should share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern for an

employee. However, if an employee is not comfortable speaking with his or her supervisor or if such employee is not satisfied with the supervisor's response, he or she is encouraged to speak directly with the Compliance Officer. Further, if an employee reasonably believes that some policy, practice, or activity of the San Francisco Bicycle Coalition is in violation of law, he or she must file a written complaint with the Compliance Officer detailing such violation or suspected violation and the basis for such belief. For suspected fraud, or when an employee, officer, or director is not satisfied or is uncomfortable with speaking with the Treasurer, as the Compliance Officer, individuals should contact the Executive Director or President directly.

Anonymous complaints that are capable of reasonable verification under the circumstances shall be brought to the attention of the Treasurer and/or the Executive Director, depending on whether one of these officers identified as a potentially culpable party in the complaint.

Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the San Francisco Bicycle Coalition's Executive Director, who has the responsibility, with the Compliance Officer, to investigate all reported complaints.

# Accounting and Auditing Matters

The Compliance Officer shall immediately notify the Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

# Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

# Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

# Handling of Reported Violations

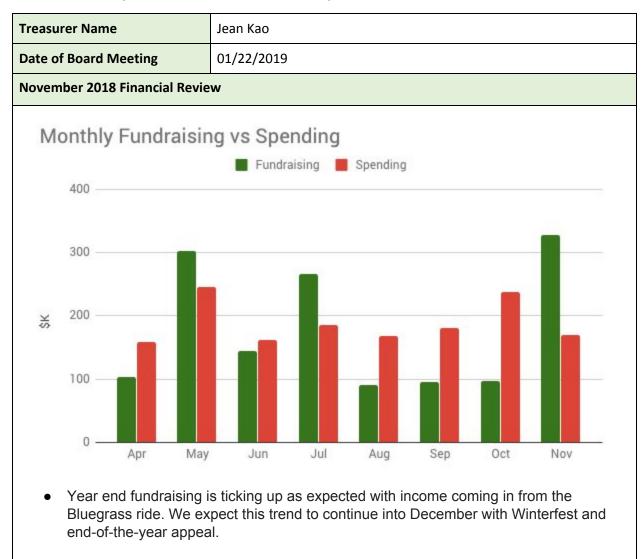
The Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated by the Compliance Officer and appropriate corrective action will be taken if warranted by the investigation.

{Name} Executive Director San Francisco Bicycle Coalition {Contact information} Policy approved by the Board of Directors on \_\_\_\_\_.



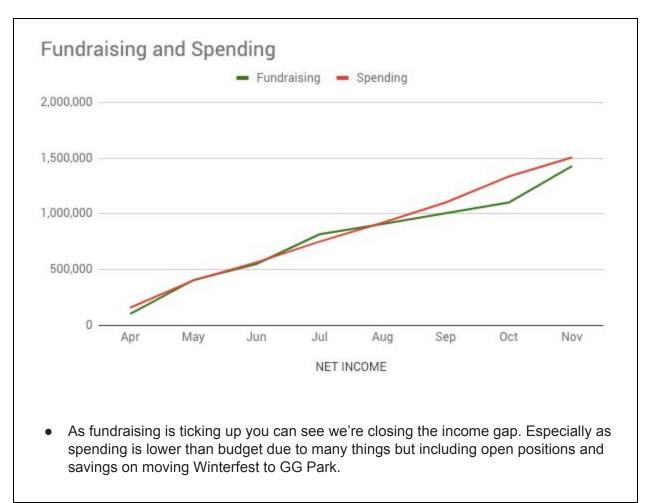
Appendix B: Treasurer's report



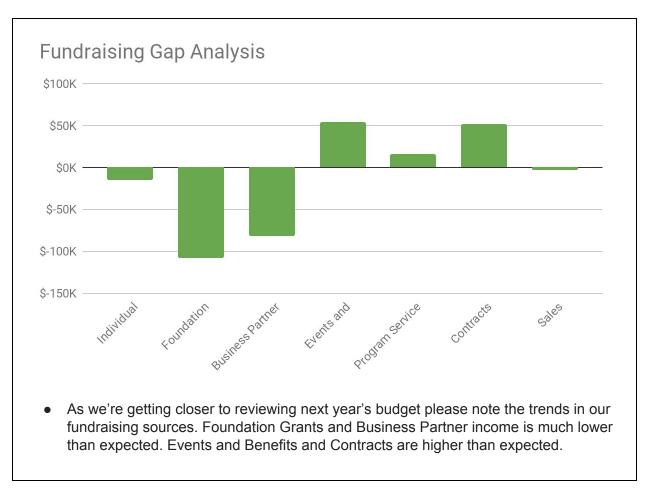


# Treasurer's Report to the San Francisco Bicycle Coalition Board of Directors











Appendix C: Strategic plan dashboard

San Fran	ncisco Bic	ycle Coalitio	n	Dashb	oard Over	view									
Strategic	Plan 2018	-2022													
Goal I				Goal II			Goal				Goal	IV			
1.1				2.1			3.3				4.1				
	5.33	80%	3.31		No	0%		9644	1%	0%		20149	10033	0	
1.2				2.2			3.2				4.2				
	0	31%	0%		No			No				376	0	Yes	Yes
1.3				2.3			3.3				4.3				
	10	0	0		No			10720	150	0%		No	No	80	No
1.4															
	Yes	0%	0												
1.5															
	No	0%													
1.6															
	0	11757	0%												
1.7															
	No	0%	0%												

San Franc	sisco Bicycle Coalition						
Strategic P	lan 2018-2022						
GOAL I: De	emand high-quality infrast	ructure and push for v	isionary improvements	s to connect th	e city		
Objectives							
1.1 Establis	sh physically-protected bike	anes as the standard fo	r bike improvements, es	pecially on Visio	on Zero high-inj	ury corridors.	
	Miles of protected bike lanes	Approved bike lane projects including protected bike infrastructure	Annual miles of new & upgraded infrastructure along high injury corridors				
Goal	30	25%	18				
Actual	5.33	80%	3.31				
1.2 Fight fo	r land use policies, street de	sign, and operations that	at prioritize safe, comfort	able sustainable	e transportation	over fast driving	•
	"Hot spot" improvements	Increase in perceived safety of biking	Decrease in bike crash rate				
Goal	150	50%	50%				
Actual	0	31%	0%				
1.2 Evene	l con frag angege within park	a and an aity atracta					
1.3 Expand	I car-free spaces within park						
	Regular open streets events per year	New permanent open, car-free spaces	Larger-scale car-free event				
Goal	15	5	1				
Actual	10	0	0				
1.4 Work to	eliminate double-parking ar	nd illegal loading/unload	ing in bike lanes.				
	Enable double-parking reporting through 311		Bike lane encroachment reduction, citywide				
Goal	Yes	60%	40%				
Actual	Yes	0%	0				

1.5 Ensure	bike access and capacity or	bridges and local and r	egional transit.	
	Funding for Bay Bridge Western Span	People arriving to Caltrain & BART by bike		
Goal	Yes	50%		
Actual	No	0%		
1.6 Make b	ike parking secure and plent	iful.		
	Additional bike racks/corrals installed	Valet bikes parked	Increase number of attended/secure parking facilities	
Goal	3000	75000	300%	
Actual	0	11757	0%	
1.7 Decreas	se bicycle theft.			
	Establish bike theft unit	Decrease in bike theft	Increase in bike registration	
Goal	Yes	50%	50%	
Actual	No	0%	0%	

San Francisco	o Bicycle Coalition								
Strategic Plan	2018-2022								
GOAL II: Build	public support and po	olitical power to win aff	ordable and sustainab	ole transportati	on for all San F	ranciscans.			
Objectives									
2.1 Secure sign	nificant, new funding sou	rces for bicycle infrastru	cture by winning local a	nd regional fund	ing measures.				
	Win all endorsed revenue measures	New revenue allocated to bike & ped projects							
Goal	Yes	10%							
Actual	No	0%							
2.2 Ensure new	v and emerging mobility	technologies and service	es, especially transporta	tion network co	npanies (TNCs)	and delivery ser	vices, are safe a	and complemen	t bicycling.
	Enact Policies								
Goal	Yes								
Actual	No								
2.3 Elect powe	rful champions for bicycl	ing as mayor of San Fra	ncisco, in key superviso	rial districts, and	to other import	ant offices citywi	de.		
	All endorsed candidates elected								
Goal	Yes								
Actual	No								

San Franci	isco Bicycle Coalition					
	an 2018-2022					
GOAL III: G	Frow, engage, and empowe	er our membership to	strengthen our organiz	zation and deepen	community supp	oort for bicycling
Objectives						
J 2-						
3.1 Increase	e the number of members th	rough grassroots organ	izing and strategic coalit	ion building.		
		Annual list growth	Increase in business members			
Goal	12000	5%	50%			
Actual	9644	1%	0%			
3.2 Build an	organization whose member Annual demographic report	ers, board, and staff refl	ect San Francisco's dem	nographics.		
Goal	Yes					
Actual	No					
3.3 Engage	members and individuals to	power our advocacy ar	nd increase our effective	ness.		
	Annual volunteer hours	Members trained	Member engagement at each level			
Goal	10000	250	10%			
Actual	10720	150	0%			

San Francis	sco Bicycle Coalition					
Strategic Pla	in 2018-2022					
GOAL IV: In	troduce San Franciscans	s of all ages, identities,	and backgrounds to t	he joy of bicycling and	l encourage more Sa	n Franciscans to bicycle more of
Objectives						
4 1 Reach th	iousands of people through	hicycle education and	school safety programm	ing emphasizing rules o	of the road	
		Young people, parents				
	Adults reached	and caregivers reached	Increase in biking to school			
Goal	50000	30000	25%			
Actual	20149	10033	0			
4.2 Support I	bicycling for everyday trans	sportation among comm	unities that experience b	parriers to riding.		
	Bikes distributed	Increase in women, trans femme ridership	Advocate for expansion of accesible & affordable bike share	One annual event in each district		
Goal	1000	50%	Yes	Yes		
Actual	376	0	Yes	Yes		
4 3 Educate	all road users how to share	e the road safely and res	spectfully			
		and road salely and les	pooliuny.			
	SFPD Focus on the Five goal met	Accountable traffic enforcement advocacy	Professional drivers trained	Ticket diversion program established		
Goal	Yes		2500	Yes		
Actual	No	No	80	No		

Appendix D: 2019	director	elections	timeline
------------------	----------	-----------	----------

#	Proposed Date	Activity	Comment
1	Tuesday, June 26, 2018	Regular board meeting; (1) Present final recommendation on election time and voting method (no board vote needed) (2) Discuss board endorsements (3) Present draft election timeline	
2	Summer Tube Times		Too late for candidate recruitment article in summer Tube Times; it went to the printer on June 14
3	Tuesday, July 24, 2018	Regular board meeting; board vote on (a) record date (other dates considered targets) - APPROVED at 7/24 board meeting (b) blog post to recruit candidates - APPROVED at 7/24 board meeting Discuss improvements to board endorsement/recommendation process - NOT DONE; postponed to next board meeting	Blog post should come from Board Development Committee Director Elections Committee to work with Board Dev to update the candidate handbook for next board meeting: <u>https://docs.google.com/do</u> <u>cument/d/1VmVo8QEZ2G</u> <u>UyimP2xo1P7_u1jWPMta</u> <u>H6m-QrlghCzqY/edit</u>
4	Tuesday, August 28, 2018	Regular board meeting; board vote on (a) board endorsement/recommendation process - DELAYED TO NOVEMBER BOARD MEETING (b) blog post for candidate recruitment with election materials including timeline, skills needed and candidate handbook	Blog post to be drafted by Board Development Committee
5	By August 30, 2018	Blog post for candidate recruitment with election materials including timeline, skills needed and candidate handbook - DELAYED	

6	September 4 (backup date September 11)	Biker bulletin link to blog post recruiting candidates and announcing election timeline - DELAYED TO OCT 2	Posted Sept 28, announced in biker bulletin Oct 2
7	Late September to early October delivery	Candidate recruitment article in Tube Times - NOT DONE	Board Development Committee working with staff to write content
8	<del>Friday, October 19, 2018</del> Friday, October 26, 2018	Request interested members to submit intent to run by completing a candidate questionnaire; candidates who submit by this date will be considered for board endorsement	Any candidate who submits intent to run by this date will be guaranteed a one-on-one meeting with a current director before year end Same questionnaire as last year.
9	Monday, October 22 Monday, October 29 through December 14 <del>19</del> , 2018	Current directors not running for re-election meet one-on-one with candidates to explain board service, answer questions, and assess candidates for board endorsement	
10	<del>Wednesday, December 19</del> Saturday, December 15, 2018	Board Development Committee meeting to finalize recommendation for board endorsements	
11	mid-December delivery	Announce election voting dates in winter Tube Times	Must be 30 to 90 days before voting starts (Thursday, October 25 to Monday, December 24, 2018)
12	Thursday, January 3	Special board meeting to vote on board endorsements as recommended by the Board Development Committee	
13	Friday, January 4 through Monday, January 7	Inform candidates whether or not they were board-endorsed	
14	Wednesday, January 9, 2019	Record date; deadline to renew or join to be eligible to vote	Must be within 60 days of election, per bylaws
15	Wednesday, January 9, 2019	Candidate affirmation by submitting candidate statement and photo	Two weeks before voting starts

16	Thursday, January 10, 2019 <del>(or Monday,</del> <del>January 14)</del>	Staff meets with candidates to review the election process	
17	Friday, January 11, 2019	Candidate statements posted online	
18	Tuesday, January 15, 2019	Biker bulletin links to candidate statements	
19	Wednesday, January 23 - Wednesday, February 5, 2019	Voting period	This constitutes a "reasonable time" as per the bylaws
20	Wednesday, January 23, 2019	Member meeting/candidate forum	
21	Wednesday, January 23, 2019	Email with voter code sent by vendor	
22	Tuesday, January 29, 2019	Deadline for candidates to submit supplemental statement for Feb 1 email	
24	Friday, February 1, 2019	SFBC sends single-topic email with candidate supplemental statements as text in the email	Brian to explore whether this could come from the vendor and be sent only to those who have not voted yet.
25	Wednesday, February 5, 2019	Vendor sends last-day reminder email to those who have not voted yet	
26	Friday, February 15, 2019	Announce election results in blog post	
27	Tuesday, February 19, 2019	Announce election results in biker bulletin	
28	Saturday, February 23, 2019	New director orientation followed by board retreat (exiting directors welcome, but not required)	Orientation and retreat managed by Board Development Committee
29	Tuesday, February 26, 2019	Regularly scheduled board meeting	Elect officers

Relevant bylaws passages for reference

Article IV. Section 11.A.iii iii. Time for Return of Ballots. All ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

Article IV. Section 5 Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

Article V Section 4.C. Deadline for Appearing on the Ballot. The Board of Directors may determine a deadline, reasonably in advance of an election, for nominations in order for nominee's names to appear on the ballot. Absent any such determination by the Board, the deadline shall be two weeks prior to the date of initial distribution of ballots to the members.

Article V Section 5.C. Voting at Meetings. In the event that a decision is to be voted on at a meeting rather than by written or electronic ballot, unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

Article V. Section 6. Time and Manner of Notice of Meetings. Notice shall be given to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice may be contained in the regular mailed or electronic newsletter of the Coalition, and shall be delivered to the last mailing or email address provided by the member to this corporation for purposes of notice not less than thirty nor more than ninety days before the date of such meeting.

Article V. Section B. Nominations by Board of Directors. The Board of directors may adopt a procedure for a (*sic*) Board-approved nominations.