

# **BICYCLE ADVENTURE CLUB**

## **BOARD POLICIES**

**Approved**

**February 2020**

These policies supplement the bylaws and if there is any inconsistency between the bylaws and board policies, the bylaw provision will prevail.

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POLICY TYPE: ENDS

POLICY TITLE: MISSION AND VALUES

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The mission of the Bicycle Adventure Club is to connect members socially through organized bicycle tours while valuing:

- 1) All our stakeholders: members, leaders, ride participants and support staff.
- 2) Our commitment to the “adventure” of bicycle touring.
- 3) Facilitating social interaction among our members.
- 4) Participants of a ride helping to make the ride enjoyable and successful for everyone.
- 5) The time and effort our volunteer leaders put into providing quality, affordable tours of good value.
- 6) Riding safely and politely on all tours.
- 7) The respect our members show for other cultures.
- 8) Transparency and open communication in the management of our organization.
- 9) Our environmental stewardship while cycling.
- 10) Our members’ independence and self-reliance on tours.

POLICY TYPE: ENDS

POLICY TITLE: PRIORITIES

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The priorities of the Bicycle Adventure Club include:

- 1) Widespread participation by Club members in safe bicycle touring trips led by other Club members
- 2) Facilitating social interaction amongst Club members
- 3) Ongoing communication with Club members on tour opportunities and other Club activities
- 4) Periodic training opportunities for Club members who wish to become or enhance their skills as Ride Leaders
- 5) Ongoing encouragement of members to become Ride Leaders.
- 6) Ongoing dialogue with Ride Leaders to convey Club requirements and to receive their input on how Club policies and procedures could be enhanced.

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: GENERAL OPERATIONAL REQUIREMENTS

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The following is a summary of the *Operational Requirements* policies. Full details of each are found on the page indicated at the end of each section.

- 1) **Budgeting/Forecasting:** Budgeting in any fiscal period or the remaining part of any fiscal period shall not deviate materially from the BAC's objectives and priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight. (page 4)
- 2) **Financial Conditions:** With respect to the actual, ongoing condition of the organization's financial health, the Treasurer may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the BAC's objectives and priorities. (page 5)
- 3) **Succession:** In order to protect BAC from the sudden loss of the services of any Board Committee Chair and to facilitate the orderly transition at the end of the Committee Chair's term, each Committee Chair should ensure that one or more persons are familiar with the Committee's issues and processes. (page 6)
- 4) **Risk Management:** The Treasurer may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked. (page 7)
- 5) **Communication and Counsel to the Board:** Information and advice to the Board will have no significant gaps in timeliness, completeness or accuracy. (page 8)
- 6) **Document Retention:** Documents will be retained as required by law or is considered reasonable. (page 9)
- 7) **Treatment of Members and Their Information:** With respect to interactions with Club members, or those applying to become Club members, Board members, volunteers, and any contracted resources shall not cause or allow conditions, procedures, or decisions which are disrespectful, unnecessarily intrusive, or which fail to comply with the provisions of applicable Federal and State of California privacy laws. (page 10)

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: BUDGETING/FORECASTING

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Budgeting in any fiscal period or the remaining part of any fiscal period shall not deviate materially from the BAC's objectives and priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.

- 1) The Treasurer shall prepare a budget annually with input from the Board member with responsibility for the BAC website, and present it to the Board for review and approval.

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: FINANCIAL CONDITION

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With respect to the actual, ongoing condition of the organization's financial health, the Treasurer may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the BAC's objectives and priorities.

Accordingly, the Treasurer may not:

- 1) Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
- 2) Make any purchase or commit the organization to any expenditure more than \$500 that was not previously approved by the Board either through the annual budget process or through a subsequent Board motion.
- 3) Pay any invoice including travel claims without adequate supporting documentation.
- 4) Pay for any service before the services have been provided unless the Board explicitly approves it.
- 5) Make any payments either to or on behalf of Ride Leaders in excess of the amount of funds being held on their behalf in the Ride Trust Account.

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: SUCCESSION

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In order to protect BAC from the sudden loss of the services of any Board Committee Chair and to facilitate the orderly transition at the end of the Committee Chair's term, each Committee Chair should ensure that one or more persons are familiar with the Committee's issues and processes.

- 1) The Treasurer must not have fewer than two other individuals familiar with the Treasurer's issues and processes.



POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: RISK MANAGMENT

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The Treasurer may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, the Treasurer may not:

- 1) Fail to insure against major casualty losses and against liability to the Board members that may arise in the execution of their duties except for those due to intentional neglect or default, to the staff or to the organization itself in an amount consistent with what a prudent person would obtain.
- 2) Unnecessarily expose the organization, its Board or staff to claims of liability.
- 3) Receive, process or disburse funds under controls which are insufficient to meet generally accepted audit standards.
  - a) Provide debit or credit cards to BAC Board members unless there is a demonstrated ongoing need for the card.
- 4) Invest or hold operating capital in speculative instruments, including uninsured checking accounts and bonds of less than AA rating.
- 5) Invest funds being held in trust on behalf of Ride Leaders in any investment vehicle that is not insured by the Federal Deposit Insurance Company (FDIC).

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD

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Information and advice to the Board will have no significant gaps in timeliness, completeness or accuracy.

All Committee Chairs may not:

- 1) Neglect to provide information required for Board discussion and decisions in a timely, accurate and understandable fashion.

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: DOCUMENT RETENTION

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Documents are not to be destroyed unless permitted by law or is considered reasonable.

- 1) Documents to be retained permanently in either paper or electronic form include:
  - a) Articles of incorporation and subsequent amendments
  - b) Bylaws
  - c) Board meeting minutes
  - d) Board policies
  - e) Trademark registrations
  - f) Copyright registrations
  - g) Biennial reports submitted to the California Secretary of State
  - h) IRS determination letter of tax-exempt status
  - i) Year-end financial statements
  - j) IRS Form 990 *Return of Organization Exempt From Income Tax* form
  - k) Form 199 *California Exempt Organization Annual Information Return*
  - l) Correspondence associated with the suspension or termination of a member's membership
  - m) Correspondence associated with the suspension of a member's ride leader privileges
  - n) Membership records
  
- 2) Other records will be retained electronically as follows:
  - a) General Ledgers (7 years)
  - b) Business expense records (7 years)
  - c) Journal entries (7 years)
  - d) Invoices (7 years)
  - e) Credit card receipts (7 years)
  - f) Details on Ride collections and disbursements (7 years)
  - g) Bank statement and reconciliation (7 years)
  - h) Electronic fund transfer documents (7 years)
  - i) IRS Form 1099-MISC *Miscellaneous Income* (7 years)
  - j) Insurance policies (7 years)
  - k) Contracts (3 years after termination)
  - l) General correspondence (3 years)
  - m) Ride cue sheets, maps, hotel lists, etc.

POLICY TYPE: OPERATIONAL REQUIREMENTS

POLICY TITLE: TREATMENT OF MEMBERS AND THEIR INFORMATION

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With respect to interactions with Club members, or those applying to become Club members, Board members, volunteers, and any contracted resources shall not cause or allow conditions, procedures, or decisions which are disrespectful, unnecessarily intrusive, or which fail to comply with the provisions of applicable Federal and State of California privacy laws.

Accordingly, Board members and any contracted resources may not:

- 1) Use methods of collecting, reviewing, or storing member information that fail to protect against improper access to that information.
- 2) Collect any member information for which there is not a clear necessity.
- 3) Fail to provide appropriate safeguards for the electronic transmission of member information.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNANCE COMMITMENT

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The Board, on behalf of the members of the Bicycle Adventure Club, will govern the Club with a strategic perspective consistent with its corporate purpose to connect members socially through organized domestic and international bicycle tours.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNING STYLE

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The Board will govern with a style that emphasizes:

- .1 outward vision rather than internal preoccupation
- .2 diversity in viewpoints
- .3 collective decisions (not individual decisions)
- .4 being proactive rather than reactive.

More specifically, the Board will:

- 1) Operate in all ways mindful of its trusteeship obligation to the members of the Club.
- 2) Ensure the continuity of governance capability through orientation of new Board members to the Board's governance process.
- 3) Cultivate a sense of group responsibility by using the expertise of individual Board members to enhance the ability of the Board as a body.
- 4) Monitor and discuss the Board's process and performance annually. Self-monitoring will include comparison of Board activity and discipline to policies in the *Governance Process* category.
- 5) Enforce the necessary discipline to govern with excellence. Such discipline will apply to:
  - a) Policy making principles
  - b) Respective roles
  - c) Speaking with one voice
  - d) Rules of order
  - e) Attendance.
    - i) Each board member must make it a priority to attend all board meetings and to miss a meeting only under exceptional circumstances.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD JOB DESCRIPTION

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The job of the Board is to represent Club members in determining and ensuring appropriate organizational performance recognizing the inherent limits due to the Club's operating structure.

- 1) The Board has limited access to paid support. Only those providing office support (responding to member queries, maintenance of membership records, emails to memberships as a whole and to Ride Leaders as required, redirecting mail received as required) and maintenance of the Club website are paid based on a contractual arrangement.
- 2) The Board is dependent on individual Club members to determine when and where rides will be offered. The Board as a body has no ability to direct any Club member to be a Ride Leader.
- 3) All Board members are either elected to, or volunteer for specific roles and responsibilities.

Accordingly, the Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.

- 1) *Ends*: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
- 2) *Operational Requirements*: Constraints on the authority of Board members that establish the prudence and ethics boundaries within which they carry out their operational responsibilities
- 3) *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own task.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: IDENTIFICATION AND ELECTION OF BOARD MEMBERS

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1. The Board must be strategic about its recruitment of Board members and base it on an ideal composition for itself based on BAC's current priorities.
  - a. Qualities, characteristics, and perspectives that should be possessed by its members include:
    - i. Ability to work with others
    - ii. Board governance experience
    - iii. Comfortable with change
    - iv. Communication skills—oral and written
    - v. Financial management expertise (e.g., accounting, budgeting)
    - vi. Gender balance
    - vii. Internal controls knowledge
    - viii. Insurance
    - ix. Legal
    - x. Participates in BAC rides as a single
    - xi. Project management experience
    - xii. Ride leadership experience
      1. Rides in the US/Canada
      2. Directed rides outside of the US/Canada
      3. Commercially assisted tours
      4. Creation of new directed rides for BAC
    - xiii. Policy development experience
    - xiv. Senior management experience
    - xv. System management experience
    - xvi. Willingness to compromise
  - b. No one person will possess all of these skills and it may not be possible to ensure that all skills are possessed by one or more Board members. Each Board member should possess at least four or five of these skills.
  - c. Should vacancies arise due to the resignation of a Board member and the Board decides to fill the vacancy
    - i. If the annual call for nominations has been issued and the period for the solicitation of proxies has not yet started, the vacancy should be filled as part of the annual election process for Board members
    - ii. If the vacancy arises outside of the period from September 1<sup>st</sup> to January 15<sup>th</sup>, a formal call for nominations from the membership must be made keeping in mind the skill gap created by the resignation. The nominated



candidate who best fits the identified skill gap should then be appointed to fill the balance of the term of the member who resigned.

- d. The Board may consider nominating a Board member to a second term such that the individual would serve a maximum of six years. Reasons for nominating a Board member to a second term include:
  - i. Expectation that the individual will fill an Officer position on the Board
  - ii. Major Board initiative in which the individual is expected to play a key role
  - iii. Significant contribution the individual has made to the organization during his/her time on the Board and the expectation that he/she will continue to make a significant contribution to the achievement of the Board's objectives
  - iv. Willingness of the member to serve another term on the Board.

Proxies for the re-election of a Board member will be solicited in the same manner as if he/she were running for election to the Board for the first time.

2. The annual timeline for the identification of potential new Board members and their election is as follows:
  - a. For discussion at August or September Board meeting--Identification of skill gaps based on those leaving the Board, who is likely to be elected the Board Chair in Feb/March of the next year, and who will remain on the Board
  - b. 1<sup>st</sup> business day of October—formal call for nominations highlighting skill gaps that the Board is seeking to fill
  - c. October 31<sup>st</sup>—close of nomination period
  - d. Nominating committee interviews with candidates, reference checks if considered appropriate, and recommendation to the Board of the names of candidates to nominate
  - e. Approval by the Board of the candidates it is nominating (number of nominated candidates equal to the number of vacancies that need to be filled)
  - f. 1<sup>st</sup> business day of December—announcement of candidates the Board is nominating
  - g. January 14<sup>th</sup>—close of period during which members may be nominated for election to the Board through petition by 2% of the membership
  - h. January 15-February 15—solicitation of proxies for nominated candidates by the Board
  - i. AGM in late February/early March—election of new Board members through voting in person and exercise of the proxies by the Board Chair

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: ROLE OF OFFICERS OF THE CORPORATION

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Three members of the Board shall serve as officers of the corporation. In addition to their responsibilities under the bylaws, the officers shall have the following responsibilities:

1. **Chairperson:** The role of the Chairperson is, primarily, to preserve the integrity of the Board's process and, secondarily, to represent the Board to the members. The Chairperson and his/her designate is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than Committee Chairs dealing with operational matters.
  - 1) The role of the Chairperson is:
    - a) To ensure that the Board adheres to its bylaws and policies.
    - b) To chair Board meetings with all commonly accepted power of the position (ruling, recognizing)
    - c) To ensure that deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point
    - d) To represent the Board to outside parties and the membership in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
  - 2) The Chairperson also serves as the Chief Executive Officer and is:
    - a) The ultimate decision maker for matters that fall under the Board's Operational Requirements policies unless responsibility has been specifically delegated to another Board Officer, a Board Standing Committee or a Member Committee.
2. **Secretary:** The Secretary is responsible for ensuring that:
  - (1) The proceedings of all meetings of the members and of the Board are recorded and the records maintained. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and, if special, how authorized; the notice given; the name of persons present at board and committee meetings; and the number of members present or represented at members' meetings.
  - (2) All corporate records (e.g., articles of incorporation, bylaws, board policies, membership records, correspondence, etc.) except those that are the responsibility of the Treasurer are retained according to the approved retention policy.
3. **Treasurer:** The Treasurer is responsible for ensuring that:
  - 1) full and accurate records of all BAC financial affairs, funds and securities are maintained
  - 2) the corporation's books of account, accounting records, and accounting procedures are maintained

- 3) payments to Board members or others for expense incurred and suppliers for approved invoices from the organization's operational bank account are issued
- 4) payments as directed by Ride Leaders from the Ride Trust Fund account are issued
- 5) the required tax filings are submitted on an annual basis
- 6) such financial statements and reports are prepared and given to the members and directors as required by law<sup>1</sup>, the bylaws or the board of directors
- 7) Club assets are adequately protected and financial risks are adequately mitigated through the implementation of appropriate internal controls and the purchase of insurance coverage
- 8) the Club's annual budget is prepared for presentation and approval by the Board
- 9) assistance is provided as required to Ride Leaders in preparing their final ride accounting
- 10) final ride accounting is reviewed for compliance with the *Ride Leader Policies and Guidelines* and communications occur as required with the Ride Leader/Ride Coordinator to obtain additional information as required and to communicate areas of potential noncompliance

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<sup>1</sup> Mutual benefit corporations must prepare an annual fiscal report within 120 days of the end of its fiscal year and notify members of their right to receive this report.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: COMMITTEE PRINCIPLES

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There will be two types of Committees—those that help the Board in carrying out its governance responsibilities and those that directly address day-to-day operational requirements of the organization (Member Committees). Any committee that includes non-board members shall have no authority to take action on behalf of the organization outside the authority delegated to it under this policy. In case of doubt, the committee shall confer with the board before taking any action to bind the organization.

- 1) All committees:
  - a) Must be comprised of two or more members.
  - b) Should include non-board members wherever it is practical.
  - c) Should have more than one person familiar with the activities of the committee such that someone else could step into the role of Committee Chair with minimal disruption.
  
- 2) Board Governance committees will assist the Board by preparing policy alternatives and implications for Board deliberation (e.g., periodic survey and impact on future Club direction) and by ensuring succession planning takes place (e.g., identification and recruitment of new Board members)
  - a) Standing Board committees will include:
    - i) Nominating committee struck on an annual basis in the late summer to oversee the nomination process.
      - (1) Membership will be limited to those who expect to be continuing on to the next term of the Board.
      - (2) In identifying future potential Board members, the Committee
        - (a) will be intentional in its recruitment and engagement of board members to ensure wide “community” representation and attracts various perspectives
        - (b) will take into account the needs of the Board for specific expertise or skills
        - (c) should ensure that prospective Board members have ideally led or co-led at least one BAC trip prior to being nominated to the Board.
      - (3) The Committee will:
        - (a) identify, recruit, check references, and interview Club members as necessary to identify suitably qualified individuals who agree to being nominated.
    - ii) Policy Committee struck on an annual basis to support the maintenance of the Board’s written policies applicable to its governance process, operational requirements and those for the conduct of approved rides by Club members.
    - iii) Ad hoc committees as required.
      - (1) Any ad hoc committee must have specific terms of reference when struck including the time period over which it will carry out its assigned responsibilities.

- 3) Member committees have day-to-day responsibility for assigned areas of operational activities (e.g., membership relations, ride management, ride leader training and development, and website)
- a) Each committee is responsible for
    - i) Developing procedures or other documentation to enable it to efficiently and effectively carry out its operational responsibilities.
    - ii) Recruiting new members to the committee
    - iii) Ensuring that a report is submitted prior to each Board meeting that provides a summary of its activities since the last meeting, planned upcoming activities, any other items of which it believes the Board should be advised of, and recommendations for any action requiring Board approval.
  - b) The committee chair must be approved by the Board and remains in the position until a successor is approved.
    - i) The committee may recommend to the Board a candidate for the position of Committee Chair.
  - c) Key roles and responsibilities of each Member committee includes the following:
    - i) **Ride Management Committee:** The committee is responsible for
      - (1) the development and maintenance of the ride proposal review and approval processes,
      - (2) The Committee Chair is responsible for:
        - (a) Assigning each tour proposal submitted by a BAC member to a tour review team
          - i) All tour review team leaders will be designated as such by the Ride Management Committee Chair
          - ii) All tour review team members will be approved by the Ride Management Committee Chair
          - iii) The entire review team may participate in reviewing a tour against Board policies and guidelines as detailed in the Ride Leader Policies and Guidelines and providing comments.
          - iv) The tour review team leader is responsible for assigning a Tour Reviewer for each tour proposal. Tour reviewers are responsible for acting as the primary point of contact with Ride Leaders/Ride Coordinators to:
            - 1. review ride proposals for compliance against Board policies and guidelines as detailed in the *Ride Leader Policies and Guidelines* and to communicate required changes that will bring ride proposals in compliance
            - 2. circulate ride proposals to Board members to vote on approving the ride

3. to review and authorize payment requests from Ride Leaders/Ride Coordinators
  4. address any questions or concerns Ride Leaders/Ride Coordinators may have in the period leading up to the ride, during the ride, or after the ride
  5. debrief the Ride Leader/Ride Coordinator within 60 days of the completion of the ride
- (b) acting as the primary point of contact for members with questions about proposing or leading rides
  - (c) facilitating communications between Ride Leaders/Ride Coordinators who are contemplating tours during similar time frames and/or locations
  - (d) recommend to the Board that a firm be added or deleted from the list of approved tour companies that may be used by members for rides outside the US or Canada.
- ii) **Ride Leader Training and Development Committee:** Responsible for:
- (1) Recommending when and where Ride Leader training will be offered
  - (2) Providing input to the annual budget on the expected level of contribution by BAC to the costs of any training events contemplated during the year
  - (3) Making arrangements for the necessary logistics (e.g., hotel meeting room for training activities, establish cost of rooms for participants with hotel, happy hour, group dinner, etc.)
  - (4) Reviewing and updating as required existing curriculum materials to ensure that they are consistent with the most recent version of the *Ride Leader Policy and Guidelines*.
  - (5) Developing necessary communications materials associated with advertising the event to the membership
- iii) **Membership Relations Committee:** The Committee is responsible for:
- (1) Overseeing and maintaining communications with the membership at large. This includes general information content on the website, materials provided to new members, policies applicable to the membership at large, and the Monthly Update.
  - (2) Recommending to the Board the action to be taken when a member is alleged to have contravened the Standards of Member of Conduct, other provisions of the bylaws, or the Ride Leader Policies and Guidelines. The Committee may use whatever means they deem appropriate to gain a better understanding of the matter. If consultation with the Board's legal counsel is deemed appropriate, up to \$750 may be spent without seeking prior approval from the Board.
  - (3) Coordinating the sending of "get well" cards to members who are injured on a BAC ride
- iv) **Website Committee:** Responsible for oversight of the BAC website and associated applications. This includes:

- (1) Making recommendations to the Board on potential changes to the BAC website/application along with providing advice on the associated costs;
- (2) Providing input to the annual budget for the BAC website/application line item;
- (3) Directing and approving all work performed on the BAC website / application
- (4) Reviewing and recommending for approval all invoices associated with ongoing operations of the BAC website/application. This includes costs associated with hosting, maintaining, enhancing, or analyzing its functionality.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

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The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

- 1) Board members must adhere to a legal duty of loyalty<sup>2</sup>, making decisions based on the best interests of the Club. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
- 2) Board members have a duty of care to the organization, which includes attending meetings, being familiar with the articles of incorporation, bylaws, board policies and organizational activities, making reasonable inquiry where appropriate and engaging professionals where circumstances demand.
- 3) Board members must avoid any conflict of interest or the appearance of a conflict of interest with respect to their responsibilities to the organization.
  - a) All real or potential conflicts of interest must be declared and the Board member must recuse him or herself from any Board discussion and decision making about the matter.
    - i) Real or perceived conflicts of interest will be assumed to exist in any decision making associated with a tour where the Board member is part of the leadership team for the tour.
  - b) The identification of any real or perceived conflicts of interest that were not identified on a timely basis may be sufficient grounds to terminate a Board member's or former Board member's membership in the Club.
- 4) No member of the board is entitled to receive, either directly or indirectly, any salary, wages, fees, commissions or other amount for services rendered to the organization in their capacity as a director except as specifically provided.
  - a) If a board member is to receive either directly or indirectly, any salary, wages, fees, commissions or other amount for services rendered, the services and associated compensation must be clearly identified in advance by a written contract approved by

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<sup>2</sup> According to Section 7231 (a) of the California Nonprofit Mutual Benefit Corporation Law, *A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances.*



- a majority of the other Board members. It also must be clear that all reasonable efforts have been made to find an alternative service provider.
- b) Board members will be reimbursed for all reasonable expenses as authorized by the Board of Directors.
    - i) Mileage and per diem rates will be based on those established annually by the GSA.
    - ii) All Board members expenses must be documented on a Board Member Expense form and be authorized by the Treasurer; the Board Chair or the Vice-Treasurer shall authorize the Treasurer's Expense forms.
  - c) A lifetime honorary membership shall be awarded to each Board member after he/she has completed two years of service on the Board. This membership may be rescinded by the Board for behavior that would normally result in the termination of any club member's membership.
- 5) Board members must keep confidential information they have received as Board members whenever it is in the best interests of the Club. Specifically:
- a) That part of a meeting when sensitive issues or personnel matters may be disclosed shall be kept confidential. Subject to the inspection rights granted to directors and members under California law, the proceedings of any meeting of the Board which is conducted *in Executive Session*, including the minutes or any records, shall be kept in confidence by every member of the Board and any other person invited or permitted to attend the meeting.
  - b) This duty to keep matters confidential continues indefinitely after a member has left the Board.
- 6) Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- 7) All Board members must sign an attestation at the first meeting of the Board following the Annual General Meeting that they have reviewed the Board Members' Code of Conduct and that they agree to abide by it and are currently in compliance with it.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: ANNUAL BOARD PLANNING CYCLE

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To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of its priorities annually and (b) continually improves its performance through attention to Board education and to enriched input and deliberation.

- 1) The cycle will commence each year with a Board retreat that immediately follows the Annual General Meeting.
  - a) As part of the annual retreat, the Board will
    - i) Identify Its key business risks and options for minimizing and mitigating
    - ii) Identify priorities for the coming year
    - iii) Approve a budget for the coming year consistent with its priorities
    - iv) Provide a general orientation on Board member responsibilities and Board governance processes
    - v) Review the Board Member's Code of Conduct
- 2) During the second quarter the Board will review its insurance coverages
- 3) During the third quarter of the year, the Board will define an ideal composition for itself based on current priorities and expertise, and identify where gaps exist
- 4) During the third or fourth quarter of the year, the Board will review its bylaws to assess their continued appropriateness and to determine where changes may be appropriate.
- 5) During the fourth quarter of the year, the Board will review a list the individuals for consideration to have their membership fees waived for one year the next time their membership fees are due. Membership fees will be waived in recognition of a member's contribution to the Club as a volunteer.
- 6) At the first meeting in each calendar year the Board will review its compliance with its own governing documents (e.g., bylaws, policies) and applicable laws and regulations over the past calendar year.
- 7) Prior to the Annual General Meeting, the Board will review the financial statements for the most recently completed fiscal year (based on the calendar year). If available, it will also review Form 990, Return of Organization Exempt from Income Tax which must be submitted on an annual basis to the Internal Revenue Agency.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEETING PROCESSES

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Board meetings will focus of forward looking actions and minimize the time spent on routine operational matters.

- 1) Decisions will ideally be made through a consensus development process so as to encourage a full discussion and the development of a decision that all or at least the largest possible majority of board members can support prior to a vote.
  - a) Formal votes will only be called if a consensus cannot be reached.
  - b) A favorable vote by a majority of the members voting, regardless of abstentions is required for approval.
  - c) The minutes will only indicate if the motion passed or was defeated.
  - d) Dissenting members may request that their objections be recorded in the minutes.
- 2) Consent agendas will be included in all regular board meeting agendas.
  - a) Committee chairs must provide written reports for all items identifying what decision is expected of the Board. Any regular reports being received by the Board (e.g., monthly financial report, ride statistics, membership statistics, and review of IRS Form 990 before it is submitted) will be included on the consent agenda unless a Board member has a specific concern they wish to raise.
- 3) Policies and policy revisions will not be adopted until they have been considered at a minimum of two meetings, unless there is unanimous consent to waive this requirement due to the urgency in implementing the change.
- 4) A Board member may ask for a review of a previous decision if he/she has reasonable grounds to believe that the Board acted without full information or in a manner inconsistent with its fiduciary duties<sup>3</sup>.
- 5) Regularly scheduled executive sessions will provide the venue for handling issues that are best discussed in private (e.g., personnel matters involving Ride Leaders or ride participants)
- 6) At the first Board meeting following the Annual General Meeting, the Office Manager will take the chair and call for nominations for the position of Board Chairperson. Following the election, the new Chairperson shall take the chair and continue with the meeting.

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<sup>3</sup> Duty of care, duty of loyalty, and the duty of good faith.

- a) If more than one person is nominated as Chairperson, each will be given up to five minutes to provide details on why they think they are well suited to carry out the responsibilities.
  - b) Once each candidate has spoken, a secret ballot will be held to elect the Chairperson.
- 7) The Office Manager will be an ex officio, non-voting member of the Board.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBER ORIENTATION

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The Board will have a formal process for new Board member orientation involving three types or levels of orientation:

- 1) Orientation to the organization will include the provision of the following documents in advance of a new Board member's first meeting:
  - a) History of the Club<sup>4</sup>
  - b) Club's articles and bylaws
  - c) Board Policies including the Ride Leader Policies and Guidelines
  - d) California Nonprofit Mutual Benefit Corporation Law (section 7110 to Section 8910 of the California Corporations Code)<sup>5</sup>
  
- 2) Orientation to the Board which will occur at the first meeting of the Board following the Annual General Meeting. This discussion will serve to re-orient existing members as well as introduce new members to these concepts. Discussion will focus on:
  - a) Role of the Board as a governance body and the importance of its relationship with Ride Leaders and the membership as a whole
  - b) Review of the Board governance model and governance policies and the basic values underlying the work of the Board.
  - c) Introduction to the Board calendar.
  
- 3) Orientation to the individual role of a Board Member. This will address:
  - a) Specific responsibilities of a Board member.
  - b) Role of committees, resources available to committee members
    - i) Some committees have developed detailed procedures for carrying out their work.
  - c) Methods of reporting and communicating
  - d) Performance expectations for individual Directors.

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<sup>4</sup> *Evolution of the Bicycle Touring Club from the International Bicycle Touring Society*, John McManus, February 2015 (<https://www.bicycleadventureclub.org/docs/Evolution%20of%20Bicycle%20Adventure%20Club.pdf>)

<sup>5</sup> [https://leginfo.legislature.ca.gov/faces/codes\\_displayexpandedbranch.xhtml?tocCode=CORP&division=&title=1.&part=&chapter=&article=](https://leginfo.legislature.ca.gov/faces/codes_displayexpandedbranch.xhtml?tocCode=CORP&division=&title=1.&part=&chapter=&article=)

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD COMMUNICATIONS WITH MEMBERSHIP

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The Board has a strategy for regular and effective communication and consultation with the membership about the Club's achievements and work. Key elements of this strategy include:

- 1) Club website that provides information on:
  - a) past and upcoming rides and training opportunities,
  - b) documents that support Ride Leaders
  - c) documentation of interest to Club members such as Board policies, minutes of Board meetings
- 2) An email sent out monthly to all Club members providing information on new rides, upcoming rides with space, members who have joined in the past month, etc.
- 3) Survey of participants after a ride has been completed
- 4) General surveys of the membership on a periodic basis to gather information that will help inform future Board decisions.