

Cascade Bicycle Club Board Meeting
March 18, 2015
5:30 p.m.

C4 Board Motion to Restructure the c4

Whereas the board of directors desires to preserve Cascade's political influence and its rich history over the last 45 years of improving lives through bicycling; and

Whereas the board of directors desires to work with the Cascade Bicycle Club Education Foundation (the "Foundation") to determine how best to restructure the operations of the Cascade Bicycle Club and the Foundation to allow both organizations to grow and fulfill their purposes while complying with rules and regulations; it is hereby

Resolved, that a joint task force be created in cooperation with the Foundation, with each organization appointing no more than three people to the joint task force;

Resolved, that Nate Glissmeyer, Elizabeth Kiker, and Jeff Aken, are hereby appointed to the joint task force;

Resolved, that the joint task force shall be tasked with investigating how best to restructure this organization and the Foundation to clarify each organization's activities and operations such that Cascade can continue its political activities and influence and the Foundation can expand its rides, education and other charitable activities and fundraising opportunities on behalf of their members and supporters; providing for another 45 years of growth and success;

Resolved, that the joint task force shall have the authority to talk with members, other organizations and legal counsel in determining recommendations;

Resolved, that the joint task force shall present its recommendations to the board of directors by no later than August 1;

Resolved, that the joint task force shall consider the items set forth on the attached Exhibit in developing its recommendations.

Exhibit A

The joint task force's recommendations shall consider the following:

- That much of Cascade's political influence derives from access to certain resources, including a healthy mailing list. Therefore, maintaining access to these resources is important.
- To simplify compliance with applicable regulations and minimize administrative burdens, the operational overlap between Cascade and the Foundation should be no larger than required to achieve each organization's mission.
- That the task force should consider distinct names for Cascade and the Foundation to eliminate any confusion about which entity is responsible for which programs and activities.
- Expenses for the work of the task force should not exceed \$50,000, and the task force will review its expenses with the executive committee on or before June 2, 2015.

C3 Board Motion to Restructure the c3

Whereas the board of directors desires to preserve Cascade's rides, education and charitable activities and its rich history over the last 15 years of improving lives through bicycling; and

Whereas the board of directors desires to work with the Cascade Bicycle Club (the "Club") to determine how best to restructure the operations of the Cascade Bicycle Club Education Foundation and the Club to allow both organizations to grow and fulfill their purposes while complying with rules and regulations; it is hereby

Resolved, that a joint task force be created in cooperation with the Club, with each organization appointing no more than three people to the joint task force;

Resolved, that Catherine Hennings and Daniel Weise are hereby appointed to the joint task force;

Resolved, that the joint task force shall be tasked with investigating how best to restructure this organization and the Club to clarify each organization's activities and operations such that the Club can continue its political influence and the Foundation can expand its rides, education and other charitable activities and fundraising opportunities on behalf of their members and supporters; providing for another 45 years of growth and success;

Resolved, that the joint task force shall have the authority to talk with members, other organizations and legal counsel in determining recommendations;

Resolved, that the joint task force shall present its recommendations to the board of directors by no later than August 1;

Resolved, that the joint task force shall consider the items set forth on the attached Exhibit in developing its recommendations.

Exhibit A

The joint task force's recommendations shall consider the following:

- That the Foundation, as a charitable organization, should be as inclusive as possible and be a home for all cyclists.
- That the majority of programs and activities currently conducted by the Club could be conducted by the Foundation.
- That the task force should consider distinct names for the Club and the Foundation to eliminate any confusion about which entity is responsible for which programs and activities.
- That the Foundation cannot support or aid the Club in a way that would jeopardize the

Foundation's tax-exempt status nor undertake any activities that could be perceived to do so.