

Tri-City Bicycle Club  
Board Meeting Minutes for the Month of April, 2011  
April 28, 2011

The TCBC April Board meeting was held at Round Table Pizza, Leslie Rd., Richland.  
The following Board Members were present:

Rob Witcraft, President  
Ed Nordquist, Vice-President  
John Ittner, Treasurer

The following board members were not in attendance:  
Dave Shrimpton, Lora Bannan

The meeting was called to order at 6:05pm by Rob Witcraft.

John announced that Dave Shrimpton had notified the club that he would be unable to serve as Secretary, having been transferred from the Tri-Cities to South Carolina. Since the Board effectively consists of six members, including the above, Ride Coordinator, and Newsletter Editor per the By-Laws, a quorum is four (1/2 of Board members plus one). The Ride Coordinator position is unfilled and the Secretary and Newsletter Editor were both absent.

To obtain a quorum, Dave Shrimpton was called by phone and asked to join the rest of the Board in approving Teresa Rodda as interim Secretary. The vote to approve Ms. Rodda as interim Secretary was unanimous.

The Board then voted to proceed with disbanding the club due to the desire of current board members to be replaced and due to the lack of participation in club activities by the majority of club members. Without the positions of Secretary and at least one other officer filled, the club cannot continue as a corporation under Washington law and must dissolve.

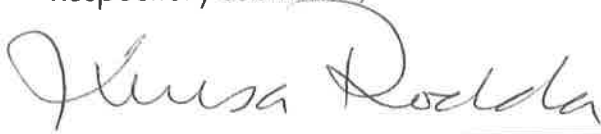
The procedure to be used to initiate dissolution was proposed as follows:

1. Notify TCBC members of the Board's decision to disband. John will propose language for this notice for Board agreement.
2. Allow a reasonable time for other members to step in and assume the current Board positions: President, Vice-President, Secretary, and Treasurer.
3. If sufficient members agree to assume the four positions, they will be named as the club's board and all responsibilities, including the club bank account, will be turned over to them.

4. If there is insufficient interest on the part of club members to replace the current board, the club will proceed to dissolve in accordance with Washington law.
5. Dissolution will proceed as follows:
  - a. Reimburse club member dues, based on days remaining in membership term after April 28, the day of this meeting;
  - b. Divide the remainder of the club treasury equally among the following organizations:
    - i. League of American Bicyclists
    - ii. Bicycle Alliance of Washington
    - iii. Adventure Cycling Association
    - iv. Safe Kids Coalition
    - v. 3 Rivers Bicycle Coalition
  - c. Close bank account after all transactions have cleared.
  - d. Relinquish Post Office Box.
  - e. Notify Washington State Corporations Division.

The meeting was adjourned at 7:40pm.

Respectfully submitted,



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Teresa Rodda, Interim Secretary