

Minutes of the November 6, 2018 Meeting  
of the  
Board of Directors  
of the  
New York Cycle Club

Present were: Jerry Ross (VP Rides), Yvette Kasic (VP Programs), Bob Gilbert (Treasurer), Michael Weitzman (ENY Director), Jennifer Betras (Special Events Coordinator), Michael Gately (A Rides Coordinator), Michael Roth (B Rides Coordinator), Julie Blackburn (C Rides Coordinator) and Peter Storey (Secretary).

Jerry, as presiding officer, called the meeting to order at 6:40 PM.

**1. Approval of October Minutes.**

On motion duly made and seconded, the minutes of the October meeting were **approved**.

**2. 501(c)(3) Conversion.**

Jerry raised a proposal for the Club to convert from its present status as a 501(c)(7) social club under the Internal Revenue Code to a 501(c)(3) charitable organization. Simultaneously, the Club would convert from a non-charitable not-for-profit corporation under the New York Not-for-Profit Corporation Law to a charitable not-for-profit corporation under that law.

Doing so would have several advantages, among other things: (i) clarifying our exemption from New York City and State sales taxes, (ii) facilitating contributions to ENY and its beneficiary charities by sponsors (who would treat these contributions as charitable contributions, rather than as marketing expenses) and (iii) in some circumstances, enabling members and other participants in ENY and other Club activities to solicit pledges and claim corporate matching funds. Disadvantages would include greater paperwork and some limitations on political activity. It was noted that the Bicycle Club of Philadelphia and Potomac Pedalers are 501(c)(3) entities. The Five Borough Bike Club is a 501(c)(4) entity, a status that permits more political activity, but does not permit donors to deduct donations.

It was noted that proceeding with the conversion would entail amendment of the Club's Certificate of Incorporation and may require conforming changes to the By-Laws. Both steps require the approval of the membership.

On motion duly made and seconded, and after discussion, it was:

**RESOLVED**, that the New York Cycle Club (the "**Club**") seek to convert to a charitable corporation under the New York Not-for-Profit Corporation Law and Section 501(c)(3) of the United States Internal Revenue Code (the "**Code**") and any successor provisions; and

**RESOLVED**, that the proper officers of the Club (being the President, and Vice President, the Treasurer and the Secretary) shall prepare and submit to the Board of Directors and to the membership for approval amendments to the Club's Certificate of Incorporation and By-Laws appropriate to effectuate such conversion; and

**RESOLVED**, that a special election be held in which the membership is asked to approve such amendments, together with such conversion as a whole; and

**RESOLVED**, that said proper officers are hereby authorized and directed to execute, deliver and file in the appropriate offices of the State of New York and the United States such amendments to the Certificate of Incorporation, together with U.S. Internal Revenue Service Forms 1023 and 990 and all such other documents and materials, and to do all such other acts and things, including making the election afforded by Section 501(h) of the Code, as they or any of them deem necessary, desirable or appropriate to effectuate such conversion.

3. ***Holiday Party.***

Jennifer proposed that the annual Holiday Party be held at the Penrose, a venue on the Upper East Side that will accommodate approximately 300 people. She proposed that the Club invest \$10,000 of its own funds and charge \$30 per ticket for the party. On motion duly made and seconded, and after discussion, the Board **voted** to approve the proposed expenditure and ticket price.

4. ***ENY.***

Mike Weitzman and Bob reported that ENY 2018 was all closed out, apart from a small number of unsold jerseys. The event raised a surplus of between \$38,000 and \$40,000, which he proposed be donated in equal shares to Kids' Ride Club and I Challenge Myself. On motion duly made and seconded, the Board **voted** to approve the donations.

5. ***Fall Foliage Rides.***

Michael Roth reported that the foliage was great, but the weather decidedly mixed. As a result two of the rides had to be moved to Sunday, with consequent effects on attendance. Still, Michael thought the series had been a success.

6. ***Appointment of VP Programs.***

On motion duly made and seconded, Yvette Kasic was elected VP Programs for the remainder of the year.

In that connection, there was discussion of logistics for the November Club meeting, which will feature Earl Walton of Tailwind Endurance and his presentation on Winter Cycling: Best Practices in Indoor Cycling.

7. ***C Rides.***

Julie reported that the C-Level Fall Foliage Series, which was held on Sundays had

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been a success, and had been welcomed by the C Rider community. She also noted that Carol Waaser is working on scouting C-Level dirt rides.

8. ***Appreciation of Eden Weiss.***

On motion duly made and seconded, and with no discussion necessary, the Board adopted the following resolution:

***RESOLVED***, that the Board of Directors of the New York Cycle Club wishes to express its appreciation to Eden Weiss for his many years of service to the Club over sixteen years of membership, including notably his six years as the Club's Vice President of Programs during which he produced fifty-eight programs over the administrations of five different presidents and his willingness to assume the presidency of the Club under difficult circumstances. We are saddened by the need for his resignation of these offices and wish him all the best going forward.

9.

10. ***Appointment of Webmaster.***

On motion duly made and seconded, Natan Elman was elected Webmaster for the remainder of the year.

11. ***New Website.***

Discussion of progress on the new website was postponed in the absence of the Content Editor.

12. ***New Club Jersey.***

Discussion of the Alex Ostroy proposal for the new Club jersey was postponed in the absence of the Content Editor.

13. ***Message Board Policies and Standards.***

There followed an inconclusive discussion of the recent incivility on the Message Board surrounding the election. Members expressed concern that violations of our Code of Conduct had occurred and questioned whether any consequences would ensue.

14. ***Small Changes to Ride Listings.***

Further discussion of the issue of being able to make small changes to ride listings without re-approval was deferred to next month.

The Meeting then adjourned.

Respectfully Submitted,

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/s/ Peter K. Storey, Secretary