



## Board Meeting Agenda

September 10, 2014

56 Arbor Street, Suite 310A, Hartford

- 6:30 pm Call to order; establish quorum - Laura
- 6:30 pm Review, discuss notes from July 2014 board meeting - Laura
- 6:35 pm Review, discuss and accept financials – Laura
- 6:45 pm Executive Committee Report – Laura, Chris Brown
- 6:55 pm Nominating Committee Report – Laura
- 7:00 pm Executive Director Report, Q&A – Kelly
- 7:10 pm Statewide Ride Action Plan and Discussion – Chris Skelly, Laura
- 7:40 pm Board Policy Documents – Laura
- Discuss and vote on proposed Board Member Agreement and Conflict of Interest Policy
- 8:00 pm Annual Dinner & Silent Auction (Mon Nov 24, CCSU)
- Update & Next Steps - MaryEllen
  - Resolution on ED signatory authority – Laura
- “Resolved: That Kelly Kennedy, Executive Director of Bike Walk Connecticut, Inc., is empowered and authorized to execute contracts on behalf of the Company.”*
- 8:15 pm Review and schedule action steps coming out of this meeting and July meeting
- Open Items Remaining from July Board Meeting**
- Board Calendar - Laura
  - Business Plan Next steps – add tasks we committed to in the Business Plan to the calendar and strive collectively to meet them, with Exec Comm overseeing implementation
  - Resume discussion about board liaisons to bike shops, chapter concept
  - Bike Ed Planning – Richard, Chris
  - Succession planning for Treasurer position
- Action Steps from this meeting**
- 8:25 pm Please put these next meetings on your calendar:
- Board meeting: Wed. Nov 12, 2014;
  - Exec. Comm. Meetings Wed. Oct 8, 2014 and Wed. Dec. 10 2014
- 8:30 pm Thank you and adjourn

Bike Walk Connecticut

PO Box 270149, West Hartford, CT 06127-0149 | bikewalkct@bikewalkct.org | www.bikewalkct.org

## Bike Walk CT Board Meeting Notes - 7/9/14

- Notes prepared by Laura Baum
- Present: Laura, Kelly, MaryEllen, Ray, Chris Brown
  
- MaryEllen will call Michael Deleon. Then will ask Richard by email to follow up as well.
  - Kelly says there's another contact at CSG who took Tony's Traffic Skills 101. LB email kelly to figure out who this is.
- Check with Ken about 990 filing
- Fundraiser
  - Kelly could use help collecting job descriptions for fundraiser position.
  - Martha Page, Bev might be good resources
  - Laura look on Hartford Foundation site for resources
  - Ray will email Jim Travers asking for suggestions on fundraiser descriptions
- Do an electronic vote for business plan and ED salary piece
- Kelly or Chris Skelly should email the board to let them know to stay quiet on the statewide tour potential
- Time to put some official announcement about not doing DHT
- Document retention
  - Some of these fall within description for officers
  - Laura will look into whether state laws have changed
  - Don't adopt a policy that we can't follow. Make sure officers can do what we say they'll do
- Board Recruitment
  - Leadership Greater Hartford
  - Need an updated board member agreement
  - Kelly wants someone with fundraising experience
  - Better state coverage
  - Political connections, government affairs experience
  - Mike Piscatelli - Sandy already asked him but he said he had no time. Now he has a different position in Economic Development.
  - Tom Kehoe - Kelly did call him to check in
  - Aetna
    - Ask heather if she has any connections at Aetna that might like to serve on the board?
  - Women...
  - Ray and MaryEllen have agreed to serve on nominating committee
- Travelers
  - Tour, bike education and dinner
  - They could be sponsors for the dinner

**Bike Walk Connecticut**  
**Profit & Loss**  
 January through August 2014

	Jan - Aug 14
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
<b>43400 · Direct Public Support</b>	
43450* · Individ, Business Contributions	1,863.17
43450 · Individual Contributions	
43453 · Annual Appeal	100.00
43454 · Employer Matching Gifts	2,100.65
43450 · Individual Contributions - Other	1,356.25
<b>Total 43450 · Individual Contributions</b>	3,556.90
<b>Total 43400 · Direct Public Support</b>	5,420.07
<b>47200 · Program Income</b>	
47290 · DPH Complete Streets	6,590.01
47250 · Bike Education	2,693.36
47220 · Memberships	
47222 · Membership Dues	6,027.39
47221 · Bike Shop/Business Memberships	1,000.00
<b>Total 47220 · Memberships</b>	7,027.39
47240 · Rides and Walks	
47245 · Discover Hartford Tour Sponsors	500.00
<b>Total 47240 · Rides and Walks</b>	500.00
<b>Total 47200 · Program Income</b>	16,810.76
<b>Total Income</b>	22,230.83
<b>Gross Profit</b>	22,230.83
<b>Expense</b>	
<b>62100 · Contract Services</b>	
62150 · Outside Contract Services	5,450.00
<b>Total 62100 · Contract Services</b>	5,450.00
<b>63000 · Program Services Expenses</b>	
63980 · CT DPH Complete Streets	3,511.04
63400 · Bike Education	
63405 · Contractural Services	400.00
63420 · Coordinator/Instructors	400.00
<b>Total 63400 · Bike Education</b>	800.00
63500 · Bike to Work	
63530 · Publicity	987.00
<b>Total 63500 · Bike to Work</b>	987.00
63600 · Advocacy Expenses	5.00
<b>Total 63000 · Program Services Expenses</b>	5,303.04
<b>65000 · Operations</b>	
65011 · Board Development	143.80
65090 · Office Space- Rent	3,635.00
65080 · Equipment	125.00
65340 · Benefits/Employment Taxes	3,500.33
65330 · Salaries	40,376.67
65110 · Marketing/Promotion	34.98
65001 · Business Registration Fees	160.00
65005 · Bank Service Charges	
65005.2 · PayPal Service Charge	139.93
65005.1 · Payroll Processing Charges	871.13
65005 · Bank Service Charges - Other	-632.88
<b>Total 65005 · Bank Service Charges</b>	378.18

3:51 PM  
09/08/14  
Cash Basis

**Bike Walk Connecticut**  
**Profit & Loss**  
January through August 2014

	<u>Jan - Aug 14</u>
65010 · Books, Subscriptions, Reference	15.00
65015 · Membership Dues	739.00
65020 · Postage, Mailing Service	106.74
65030 · Printing and Copying	386.51
65040 · Supplies	1,552.08
65050 · Telephone, Telecommunications	941.30
65060 · Website	24.94
65120 · Insurance - Liability, D and O	1,379.95
65200 · Technology, software, etc.	974.70
65310 · Conference, Convention, Meeting	949.69
65320 · Travel	825.69
<b>Total 65000 · Operations</b>	<b>56,249.56</b>
<b>66000 · Payroll Expenses</b>	<b>0.00</b>
<b>Total Expense</b>	<b>67,002.60</b>
<b>Net Ordinary Income</b>	<b>-44,771.77</b>
<b>Net Income</b>	<b>-44,771.77</b>

**Bike Walk Connecticut**  
**Balance Sheet**  
**As of August 31, 2014**

	<u>Aug 31, 14</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Other Income	-25.00
13000 · Petty Cash	-288.95
10000 · Webster Bank - checking	51,625.65
11000 · PayPal	1,145.59
12000 · CD	10,584.73
<b>Total Checking/Savings</b>	<u>63,042.02</u>
<b>Total Current Assets</b>	<u>63,042.02</u>
<b>TOTAL ASSETS</b>	<u><b>63,042.02</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
20000 · Accounts Payable	-765.00
<b>Total Accounts Payable</b>	<u>-765.00</u>
<b>Credit Cards</b>	
14000 · Webster Bank Credit Card	28.21
<b>Total Credit Cards</b>	<u>28.21</u>
<b>Other Current Liabilities</b>	
24000 · Payroll Liabilities	3,769.56
<b>Total Other Current Liabilities</b>	<u>3,769.56</u>
<b>Total Current Liabilities</b>	<u>3,032.77</u>
<b>Total Liabilities</b>	3,032.77
<b>Equity</b>	
32000 · Unrestricted Net Assets	104,781.02
Net Income	-44,771.77
<b>Total Equity</b>	<u>60,009.25</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>63,042.02</b></u>

## Notes & Action Steps from Aug 13 2014 Executive Committee Meeting

Present: Laura, Chris Brown, Ken, MaryEllen by phone, Kelly

Please check your action items by September board meeting, but ideally sooner! (Ken has 1; MET = 1; KK = 8, Laura = 4, Chris B = 1)

### 1. Financials - summary, average monthly expenses to date, succession planning for treasurer - Ken.

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- Total current assets = 68,192.
- YTD net loss = 40,621.
- 13884 outstanding from DPH.
- Avg monthly burn rate = 3820.
- Current reserves = 17 months' operating expenses.
- Revisited discussion of maintaining 3-6 months operating expenses in reserve, first discussed at Feb 2013 strategic planning session. Discussed planning expenditure cuts should our reserves hit a minimum threshold.
- **ACTION ITEM:** Ken to start compiling account info and basics of the treasurer's role in re payroll, 990 filing, Quickbooks, banking, checkwriting, 1099s, 1041s, paypal, credit card, other?

### 2. Business Plan Status - Discuss Exec Comm's role in keeping it on track. What needs to be addressed next? - Laura, all

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- Extensive good discussion about next steps for implementing business plan and nature of board members' roles.
- Not sure we affirmed EC's role is ensure that business plan stays on track—did we?
- % work effort remains confusing to everyone. Would it be better to simply note lead, primary supporting, and secondary supporting roles instead?
- Board member recruitment a top priority. 5 current openings, with Ken and MET additionally hitting their term limits and going off board at end of 2014. Full board slate =15.
- Per business plan, new recruits to have advocacy or fundraising expertise, or connections to potential major donors/supporters, e.g. Aetna. Geographic representation important, but so is specific value added to board.
- Discussed fundraising and board fundraising role at length. Small, compact print doc and other versions of "sell package" needed for Board, including talking points, power point.
- We must crystallize our value proposition.
- We must develop a concrete fundraising plan with assignments to board members.
- **ACTION ITEM:** MET to consult Chris Montross at Aetna for possible board candidates.
- **ACTION ITEM:** KK to consult Dave Hildebrand at Aetna.
- **ACTION ITEM:** Laura to reconvene nominating committee (Laura, MET, Ray, Sandy, Martha).
- **ACTION ITEM:** Laura to consult Mass Bike about board's fundraising role.
- **ACTION ITEM:** KK to revisit Gary's material from branding session and take a stab at proof points. Hoping Gary can help!
- **ACTION ITEM:** KK to prioritize initial fundraising options.
- **ACTION ITEM:** KK to list potential major funders for next board meeting. We debated a brainstorming session about who has connections where...

### 3. Review and discuss policies intended for July board meeting. Goals:

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- a. Get EC consensus on content of 1) **conflict of interest** policy and 2) **board member agreement**, recommend adoption at Sept board meeting. See attachments which were intended for discussion at last board meeting. Lack of quorum was an impediment to progress.

## **Quarterly Business Planning Consultation with Barry Finkelstein**

Barry, Laura and Kelly participated in a conference call on September 4 regarding specific aspects of Bike Walk CT's business plan. The following notes include Barry's suggestions in a few places.

### **Statewide Ride, Discover Series Rides**

- Reviewed the committee's proposal and recommendations and are excited about the opportunities – concerned about the capacity to do both for 2015. Proceed with next steps as follows.
- Kelly to draft RFPs for statewide ride and discover series, get input from Laura and committee, present to board for discussion and decision.
- Flesh our budgets: consider revenue potential, sponsorship potential, state grant potential, volunteer needs, potential contractual costs for statewide ride vs. discover series
- Go/No Go decisions to be made at Sept 13 board meeting.
- Statewide ride would make most sense for fall - probably September, possibly October 2015
- Would board be willing to take on first discover series ride for Spring?

### **Feasibility of hiring a development director given current financials.**

- Business plan suggests hiring a development director, but we agreed doesn't make sense given our current financial position.
- Our current reserves of \$60,860.55 (not counting almost \$14K due from DPH) is equivalent to 6.8 months of operating expenses.
- We could run out of money before a development director has a chance to succeed. The time frame for developing a solid case for giving, identifying prospects, building relationships and closing deals is usually somewhat lengthy.
- Investing in a contractor for a revenue-producing ride/ride series makes sense instead. The event coordination work associated with the rides can jump start donor/sponsor cultivation too.
- We need to reduce our expenses wherever possible, and engage the board in fundraising efforts.

### **Role of Exec Comm.**

- Ensure that the business plan stays on track and gets carried out.
- Make business decisions if necessary between board meetings
- Present recommendations to full board
- Set board meeting agendas

### **Fundraising and membership expectations of board members and what to say to board member recruits**

- We currently have 5 vacancies and will have 2 more as of January, when MaryEllen and Ken reach their term limits.
- Vacancies create an opportunity to do something different to help the organization make the transition to the next level: recruit 2-3 people expressly for a fundraising committee, who would join 1-2 people from the existing board. Also, look at some new recruits for advocacy experience and interests.
- Is the \$2000/person goal we discussed before still reasonable? Give or get?
- Not all directors are members. Barry recommends that all be members at some minimum contribution level (perhaps \$100/year). It's a much stronger case for prospective donors if we can say that the entire board is committed financially. Barry advises that all board members should be buying tickets for all our events (annual dinner, summit when we have one, bike tour when we have one).
- Resurrect bike shop liaison idea. Try it on a pilot basis with 3-4 board members. Provide a script and short checklist of what to accomplish by when to make it as easy as possible. Do it for three months and assess lessons learned; tweak and expand if it proves useful.

- b. Identify a **record keeping & retention policy** that we can and will abide by with intent to recommend adoption at Sept. board meeting. Discuss board member and officer roles and responsibilities, lack of staff capacity, vis a vis draft recordkeeping policy.
  - c. Commit to research **whistleblower** policy we can abide by for Oct. EC meeting.
- Did not discuss whistleblower policy, other than practically speaking, it feels like we have more urgent priorities.
  - Discussed purpose behind adopting these policies: 1) It's good governance and good management. 2) 990 specifically inquires about them. 3) Presents a more professional image to potential donors and funders, the more sophisticated of whom will look us up on Guidestar.
  - Touched on MassBike board member policy. Discussion followed about getting training or how to coach board members "to provide adequate resources for the organization to fulfill its mission." (from 10 basic responsibilities of boards, from board source and incorporated into MassBike Board Member Agreement.)
  - **ACTION ITEM:** We will adapt the CT Power & Energy Conflict of Interest statement and propose its adoption at Sept. board meeting. **KK** will prepare.
  - **ACTION ITEM:** **KK** will start organizing recordkeeping and retention items, noting responsible parties (ED vs Treasurer vs Secretary, and perhaps other), using shared file structure that matches sample recordkeeping policies.
  - **ACTION ITEM:** **Laura** will look into adopting Google Docs for Nonprofits.

#### 4. Update on statewide ride

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- **ACTION ITEM:** Laura and KK to meet with Chris Skelly on 8/20.

#### 5. Discuss issues involved in hiring a fundraiser.

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- Goal: Get consensus on next steps, with short time frames and specific point people. Discuss board engagement in "capacity campaign."
- Given our net loss trend this year, it's not clear we have the reserves to pay real money for a quality fundraiser, and since fundraising deals don't start and close over short terms.
- Discussed meaning of "capacity" (ability and resources—people and money--to pull off your mission and programs)
- Mentioned possibility of using some reserves to hire staff or vendor to direct statewide ride, the purpose of which is to be a game- changing fundraiser.

#### 6. Bike Ed.

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- Discussed need for a staff person who is accountable for this work, uncertainty about what market will bear as far as Bike Ed class costs, likely need for an underwriter to break even.
- **ACTION ITEM:** **Chris B** joining Bike Ed committee, stepping in for Richard as lead while he is recovering.
- **ACTION ITEM:** **KK** to forward bike ed background material to Chris B.

#### 7. Revive discussion of local chapter concept.

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- Time ran out before we discussed this one, but perhaps incorporate as part of fundraising plan.

Next Exec. Mtg 10/8



# BikeWalkCT- Review of Statewide Bicycle Tour

## Process

- Committee members: Tony Cherolis, Richard Durishin, Chris Skelly
- Reviewed existing cross state touring rides (BikeMaine, Bike Virginia, Berkshire to Boston, Bonton Roulet, Yankee Roundabout, RAGBRAI)
- Interviewed Kim Perry (Bike Virginia), Eric Weis (ECG), Matt Moritz (RAGBRAI rider/tour leader), Pete Salamone (former tour co owner)
- Developed alternatives, recommendations and next steps

## Complementary Approaches Appealing to Different Riders

- Multiday bicycle tour across CT- sponsor, PR, state tourism funding potential.

AND

- Series of Discover Ct rides. These would be daily rides modeled after Discover Hartford but would take place in 3 different host cities per year- known model, city and bike shop support, social justice mission.
- Both will require more paid staff and significant volunteers.

## Multiday Bicycle Tour

- Year 1: 4 day tour showcasing cities in coastal CT
- Year 2: If we are successful in Year 1, 4-6 day tour showcasing some of CT's most scenic areas with rides in each of the 4 quadrants of the state.
- 2 route options per day: 35-40 miles and 60-80 miles with more challenging terrain
- Loop style rides from minimize disruption/keep costs down
- Nightly entertainment sourced in local communities
- Accommodations in colleges/universities or prep schools assuming alcohol can be served. Could have hotel buy up option. Using schools will drive timing of tour.
- Price point of \$100-\$125 per rider per day for camping style/schools and \$200 per day for hotels (double occupancy) with some meals. Very preliminary profit assumption \$30 per rider day. So 250 riders for 4 days yields \$30,000.
- Sponsorships needed to help offset publicity and staff costs.

## Series of Discover CT Rides

- 3 host cities vary each year. Selected based on local support a full year in advance.
- Possible cities to approach: Hartford, New Britain, New Haven, Waterbury/Danbury/Bethel, Groton, Stamford, West Hartford, Norwalk, Simsbury.
- We develop RFP and sent to cities to volunteer. Each city would submit letter of interest with specifics on where to start the tour, city attractions to “discover” and other relevant information.
- BWCT board member/volunteer would be host city committee chair with expectations specified and support of BWCT. Host city organizing committee would be formed with city government or a local cycling club.
- Aligns with history and mission of BWCT to get more people to ride bikes and social justice. More affordable option for riders.
- Price point of \$35-\$50 per rider. Series pricing available. Profit assumption of \$10,000 per ride.
- Sponsorships needed to fund .5FTE/event planner.

## Recommendation

Develop both ride types and  
let's get going!

## Next Steps-Multiday Tour

- Develop detailed budget.
- Develop 1<sup>st</sup> year coast ride route.
- Define specs for RFP for bike tour operators.  
Get quotes.
- Focus group with early organizing committee.
- Pursue statewide grant funding.
- Meet with potential sponsors.

## Next Steps- Discover CT Series

- Initial outreach to 5-6 high potential cities- New Britain, West Hartford, Brookfield/Bethel/Danbury, Norwalk, Stonington/Mystic/Groton/New London
- Develop RFP language for broader city/local community outreach
- Select 3 host cities based on host city proposals
- Refine budget assumptions
- Pursue state grant funding

## CT Marketing Challenge Grant

From web and KK discussions with Kip Bergstrom and grant manager:

- Up to 50K for marketing. 1:1 match required, but need not be cash
- The proposed projects considered for funding must have
  - a definable impact on the tourism industry,
  - encourage innovation and job development.
- The following types of projects will receive greater consideration:
  - **new** or **unique** projects,
  - projects that **encourage tourism visitation to a region rather than a single community**,
  - projects that **expand existing tourism marketing efforts**, and
  - projects that **promote overnight stays**.
- Any proposed project must support or further the State's Strategic Marketing Plan for Tourism and use the "**still revolutionary**" brand.

## Appendixes

- Analysis of statewide bicycle tours
- Discover CT analysis



## **Bike Walk Connecticut Board Member Agreement**

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Bike Walk Connecticut greatly appreciates your willingness to serve as a member of the Board of Directors. Your energy, talents, and perspective will be invaluable to the development of the organization! The following expectations will help ensure that this is a satisfying and productive activity for both you and the organization.

### ***Qualifications***

A Board member will:

- Be a dues-paying member of Bike Walk Connecticut
- Be committed to the mission, goals and programs of Bike Walk Connecticut
- Have available time to work to advance these goals and programs

### ***Meetings***

Board members are expected to attend and participate in all scheduled board meetings (six or more per year) and committee meetings. There may be a Board retreat each year. If unable to attend a regular meeting, notify the President or Executive Director of the absence at least 24 hours prior to a scheduled meeting. Excessive absence from board and committee meetings may be grounds for removal from the Board.

### ***Fundraising***

All Board members are expected to be involved in fundraising activities. This includes:

- Making an annual financial contribution that is generous for you
- Actively assisting with fundraising and ensuring that the organization has the resources necessary to carry out its mission. This includes working to increase memberships and sponsorships.

### ***Time Commitment***

Board Members are expected to:

- Contribute 7-10 hours per month on committee/task force work
- Take a leadership role in, and actively participate on, at least one board committee or task force
- Support major Bike Walk Connecticut events by attending and asking others to attend

### ***Ambassadorship***

Board members shall serve as ambassadors of Bike Walk Connecticut. Some examples of this role might include but are not limited to the following:

- Suggest new Bike Walk Connecticut board members and aid in recruiting members
- Be a spokesperson for the organization in the board member's network of friends and colleagues

## Bike Walk Connecticut Board Member Agreement

- In your town: be educated about local bike/ped issues and stay in touch with any bike/ped-related groups Participate in advocacy activities with state and local leaders and legislators

### *Accountability*

Each Board member must work to ensure that all actions of Bike Walk Connecticut are in accordance with its bylaws. The Board will exercise fiduciary responsibility for Bike Walk Connecticut and ensure the continuity of its operations. The Board must ensure that no policies or activities will jeopardize the not-for-profit status of the organization or reflect unfavorably upon Bike Walk Connecticut as an organization devoted to public service. Board members will be provided with timely communication with Executive Director and board officers, advance notice of meeting agendas, financial reports, and training as needed.

### *Ten Basic Responsibilities of Nonprofit Boards*

Bike Walk Connecticut board member expectations are based on the following Ten Basic Responsibilities of Nonprofit Boards described by BoardSource, which all board members are expected to understand and support:

1. Determine the organization's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. Select the chief executive. Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
4. Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
5. Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
6. Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
7. Recruit and orient new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
8. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
9. Determine, monitor, and strengthen the organization's programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
10. Support the chief executive and assess his or her performance. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.

### **Board Member**

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Board Member Name:** \_\_\_\_\_



# Bike Walk Connecticut Board of Directors Conflict of Interest Policy

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## *Purpose of this Policy*

Officers and directors of Bike Walk Connecticut, Inc. have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. Federal law and IRS regulations impose penalties on individuals who profit unduly from nonprofit organizations.

The purpose of the policy is to protect Bike Walk CT and its tax-exempt organization status when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of Bike Walk CT or might result in excess benefits to a party to a transaction with Bike Walk CT.

This policy establishes only the framework within which Bike Walk CT wishes to operate its business. This policy is intended to provide general direction so that directors and officers of Bike Walk CT can seek further clarification on issues related to the subject of acceptable standards of operation.

This policy is intended to supplement, but not to replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## *Bike Walk Connecticut Conflict of Interest Policy*

A conflict of interest may exist when the interests or concerns of any Director or Director's immediate family, or any party, group, employer, client or other organization to which a Director has allegiance, may be seen as competing with the interest or concerns of Bike Walk CT.

When a potential conflict of interest arises, the affected Board member shall immediately disclose such possible conflict to the President and Secretary of the Board, who shall take appropriate action. If the possible conflict of interest is relevant to a matter requiring action by the Board of Directors, or one of its Committees, the Director shall disclose the conflict and shall not vote on the matter.

Moreover, the director having a conflict shall retire from the room in which the Board (or its Committee) is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration.

The minutes of the meeting of the Board or Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors (or its Committee), excluding the person concerning whose situation the question has arisen.

## *Annual Statements Required*

Each Bike Walk CT director and officer shall annually sign a statement that affirms such person:

- Has received a copy of this conflict-of-interest policy,
- Has read and understands the policy,
- Agrees to comply with the policy, and
- Understands that Bike Walk CT is exempt from federal income taxation and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## *Affirmation*

I have read the above statement, understand it, agree to comply, and agree to make appropriate good faith efforts to disclose my possible conflicts of interest.

**Board Member Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Board Member Name:** \_\_\_\_\_





**BOARD OF DIRECTORS**

**OFFICERS**

Laura Baum  
*President*

Christopher Brown  
*Vice President*

Emily Wolfe  
*Secretary*

Ken Livingston  
*Treasurer*

**DIRECTORS**

Richard Durishin

Gary Griffin

Kelly Rago

Christine Skelly

MaryEllen Thibodeau

Ray Willis

**EXECUTIVE DIRECTOR**

Kelly Kennedy

## Certified Resolution

I, Laura Baum, President of Bike Walk Connecticut, Inc. a corporation organized and existing under the laws of the State of Connecticut (the "Company"), do hereby certify that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of the Company on **September 10, 2014**, and that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect:

**Resolved: That Kelly Kennedy, Executive Director of Bike Walk Connecticut, Inc., is empowered and authorized to execute contracts on behalf of the Company.**

**In Witness Whereof**, the undersigned has affixed her signature this **10<sup>th</sup> day of September, 2014**. The Company has no corporate seal.

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Laura Baum, President



**STATE OF CONNECTICUT**  
**NONDISCRIMINATION CERTIFICATION – Representation**  
**By Entity**  
**For Contracts Valued at Less Than \$50,000**

*Written representation that complies with the nondiscrimination agreements and warranties under Connecticut General Statutes §§ 4a-60(a)(1) and 4a-60a(a)(1), as amended*

**INSTRUCTIONS:**

For use by an entity (corporation, limited liability company, or partnership) when entering into any contract type with the State of Connecticut valued at less than **\$50,000** for each year of the contract. Complete all sections of the form. Submit to the awarding State agency prior to contract execution.

**REPRESENTATION OF AN ENTITY:**

I, **Kelly Kennedy**, **Executive Director**, of **Bike Walk Connecticut**,  
Authorized Signatory Title Name of Entity

an entity duly formed and existing under the laws of **Connecticut**,  
Name of State or Commonwealth

represent that I am authorized to execute and deliver this representation on behalf of

**Bike Walk Connecticut** and that **Bike Walk Connecticut**  
Name of Entity Name of Entity

has a policy in place that complies with the nondiscrimination agreements and warranties of Connecticut General Statutes §§ 4a-60(a)(1) and 4a-60a(a)(1), as amended.

\_\_\_\_\_  
Authorized Signatory

\_\_\_\_\_  
Date **September 10, 2014**

\_\_\_\_\_  
Printed Name **Kelly Kennedy**