

Minutes of the February 2, 2022
Meeting of the
Board of Directors of
The New York Cycle Club, Inc.

Held Via Zoom Due to the COVID-19 Pandemic

Present were: Leora Rosenberg (Club President), Neile Weissman (Public Relations Director), Gerald Ross (VP of Rides), Colin Taber (B-Rides Coordinator), Allan Friedman (ENY Director), Robert Gilbert (Treasurer), Sheila O'Connor (Content Editor), Edward C. Delk (Secretary), Kym Blanchard (Membership Director), Steve Vaccaro (VP of Programs), Marc Simkin (C Rides Coordinator), Charmaine Dixon (Volunteer Coordinator), Denise Alvarez-Heller (Special Events Coordinator), Natan Elman (Webmaster), and Peter Storey (past President).

Michael Diener joined as a guest.

Leora, as President, called the meeting to order at 6:18 p.m.

1. Approval of Minutes

On motion duly made and seconded, the Board approved the minutes of its meeting on January 5, 2022.

2. Change in A-Rides Coordinator

Leora informed the Board that Michael Bernstein resigned his position as A-Rides Coordinator because of conflicting personal commitments. She expressed her thanks for Michael's years of service. Leora nominated Michael Diener for the position until reelected or replaced at the next election in November 2022. Leora introduced Michael Diener to the Board, detailing his service as a leader in the A-STS and leading morning A-Ride laps in Central Park. Michael expressed his interest in taking on leadership of the A-Ride series and in expanding the A-Ride lap series to Prospect Park. The Board members discussed the proposal and voted unanimously in favor of Michael as the new A-Rides Coordinator.

3. Annual Budget and Charitable Giving

Bob began a discussion of the proposed annual budget and charitable giving plan by referencing materials he'd distributed before the meeting. Among other things, Bob reported the Club's net income as \$50,175.58 for 2021, or \$20,927 (actuals) excluding Escape New York ("ENY"). He said the budget proposal for this year is similar to past years, accounting for events like the Holiday Party and the Volunteer Party, subject to changes and approval. The Board then discussed various items in the budget and related matters. This included, among other things, a proposal to reimburse Steve for a speaker fee he paid out-of-pocket to a guest speaker at one of the Club meetings last

year, which was approved by the Board.

The discussion moved to the topic of the Club making charitable grants. Ed reminded attendees that during the meeting in December 2021, the Board approved the following proposals: (1) \$12,500 be granted to each of Kids Ride Club and I Challenge Myself; (2) \$5,000 be reserved for other charitable purposes to be identified by the Board in the future; and (3) \$18,000 be reserved for the next ENY event and set aside in a separate account (not commingled with other Club funds); *provided that* to the extent any of such reserve is not used for the next ENY event, such unused portion shall be reserved for other charitable purposes to be identified by the Board in the future.

Neile addressed a proposal he submitted in advance of the meeting that the Club give \$5,000 to local groups that further cycling, with an application deadline of March 15, 2022. He included a link to a proposed online application form. The Board discussed Neil's proposal and another idea for the Club to make small grants to cycling organizations and activities that support the Club mission. Gerald expressed concern with publishing an open public invitation for grant proposals, which in his view could attract a large number of requests of varying quality. Instead, he suggested that the Club consider grant proposals that have been vetted by Club members, so long as any approved grants are consistent with the Club's governing documents and IRS conditions for tax-exempt status. Ed suggested that grants be limited to charitable organizations engaged in cycling activities in the New York metropolitan area. Among other issues, the Board discussed risks associated with grant programs such as "handout" scenarios and potential favoritism. The members generally agreed that transparency is critical and that the Board balance charitable efforts with a manageable number of applications. The Board decided to table the issue of deciding on a particular charitable giving proposal, and, upon motion made and seconded, approved the proposed budget.

4. COVID-19 Vaccination Tracking

Leora introduced for discussion a proposal by several leaders of the SIG/STS programs that the Club adopt and enforce a mandatory vaccination requirement for all participants in such programs during 2022. Under the proposal, the Club (and not leaders of the SIG/STS programs) would police this requirement by requiring participants in those programs to disclose their COVID-19 vaccination history to the Club, which would track this information through a website or another online tool. The SIG/STS leaders making the proposal would not agree to participate unless a solution to the verification requirement was implemented in advance of the start date of the programs. Leora expressed her view that the SIG/STS program would probably not commence this year without an accommodation for this proposal.

Marc summarized his discussions with several Board members in the weeks preceding the meeting, as well as related correspondence. These communications included detailed arguments against and in favor of the proposal, a review of privacy and cybersecurity concerns, the risk of mission creep (e.g., expanding the vaccination

requirement to all Club group rides), potential technology solutions and hazards, and many other issues. Marc described an idea to implement the online system in a way that automatically deleted uploaded images of vaccination cards, as well as requiring all Board members to sign a non-disclosure agreement if they viewed the vaccination records. The Board members discussed the proposal and addressed a wide range of issues, such as how to define “fully vaccinated”, whether less burdensome and risky alternatives exist (e.g., a paper-based survey or Zoom interviews), the possibility of self-certification (which is how Siggies report their lap times), how to handle exception requests, and whether the Club could adopt the vaccination verification process used by restaurants.

After further discussion, there was an emerging agreement among Board members that if any ride leaders felt uncomfortable verifying participants’ COVID-19 vaccination status, then certain Board members would volunteer to implement an in-person sign-in process to verbally verify the vaccination history of the corresponding Siggies on the first day of the program. The members also agreed that the President should have sole discretion to review and decide upon any exemption requests by participants.

5. Kit Rollout and Membership Vote on New Logo

Leora announced that Club members approved the new logo and new kit would be available for purchase in a few days.

The meeting was adjourned at 7:54 p.m.