



Non-binding Joint Board Resolution between the Cascade Bicycle Club and the Bicycle Alliance of Washington (doing business as Washington Bikes)

This Joint Board Resolution is intended merely as a guide in the negotiations and preparation of a Merger Agreement on terms and conditions satisfactory to the Parties, and nothing contained in this Joint Board Resolution shall be construed to be binding or to preclude other provisions from being included in the Merger Agreement. While the Parties intend to proceed promptly to complete and execute the Merger Agreement, it is expressly understood that this Joint Board Resolution creates no liability or obligation of any nature whatsoever between either of the Parties.

Whereas the Cascade Bicycle Club is a regional non-profit organization comprised of affiliated 501(c)(3) and 501(c)(4) entities with the vision of "Bicycling for Everyone" and goals of increasing the number and diversity of people who bike and safe bicycling infrastructure; and

Whereas Washington Bikes is a statewide 501(c)3 non-profit organization whose mission includes advocating for a more bicycle friendly Washington and making bicycling accessible to everyone; and

Whereas both organizations are known for their strong and effective advocacy efforts; Cascade Bicycle Club at a local and regional level and Washington Bikes at a regional and state level; and

Whereas duplicative administrative functions of the two organizations (e.g., fundraising, HR, and finance/operations) along with avoiding conflict in their respective advocacy efforts divert resources from bicycle constituent advocacy work and delivery of mission related programs; and

Whereas the two organizations strongly align along vision, mission, goals, and constituency; and

Whereas there exist certain elements of expertise, staff, resources, and relationships in one the other lacks; and

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Whereas merging the organizations could result in a combined organization with more reach, effectiveness, and efficiency than either organization alone; and

Whereas both organizations seek to continue the practice of reflecting a diverse cross-section of backgrounds and interests, and establish a meaningful geographic distribution of the board; and

Whereas both organizations seek to ensure the merged organization expands its scope statewide in order to maintain and expand statewide programs, education, and advocacy in perpetuity with adequate stable funding and resources; and

Whereas both organizations seek to ensure that the merged organization enthusiastically supports other cycling clubs and cycling advocacy groups statewide by, for example, actively promoting their events, offering technical assistance with registration, logistics, providing "how-to" expertise, recruiting volunteers, and helping in other creative ways; and

Whereas both organizations desire that the equity established in the Washington Bikes brand be used where appropriate to capitalize on an influential strategic advantage; and

Whereas the bike tourism industry in the State of Washington already exceeds \$3.1 billion annually, and 96% of that is in trip-related expenditures that stay in the State, and the State of Washington has the most scenic and most accessible recreational cycling in the United States, competitive with the best cycling in to be found anywhere in the world, such that the industry could easily reach \$10 billion annually. Both organizations desire the merged organization promote bicycle tourism with an economic development message as a powerful mechanism for engaging rural communities to embrace becoming more bicycle- and bicyclist-friendly; and

Whereas, both organizations desire to continue a mission of advocacy and education that is intended to make bicycling a mainstream activity that is comfortable for all persons, not just recreational cycling enthusiasts; and

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Whereas, both organizations desire to embrace a philosophy underpinning state advocacy that broadens and deepens a bipartisan base, that emphasizes collaboration, and includes support, including partnerships, for a broad range of interests, such as advocacy for healthy communities, children, and the elderly; and

Whereas both organizations desire that the statewide legislative agenda of the combined organization continue be based on input of constituents and advocates throughout the state; and

Whereas, both organizations desire that the mission statement, strategic plan and bylaws of a combined organization reflect the goals set forth above;

Therefore, it is hereby

Resolved: that Cascade Bicycle Club and Washington Bikes intend to engage in a good faith endeavor to merge in a manner that is consistent with the above principles in order build a stronger, more effective and efficient organization serving members and constituents across the state; and

Resolved: that the CBC/WB merged organization shall conduct an organization-wide strategic retreat in Q2 2016 devoted to statewide programs and advocacy, with the goals of (1) recommending appropriate bylaw changes reflecting the adoption of a state-wide scope in a manner consistent with the desire and goals set forth in this resolution, (2) developing an organizational structure so that advocates from across Washington play a significant part in guiding statewide advocacy, (3) developing a structure that helps ensure methods and opportunities for serving the needs and interests of bicyclists, potential bicyclists, and cycling groups and clubs from all parts of the state (4) developing methods for increasing capacity and effectiveness of advocacy and of advocacy groups at local, regional and state levels, (5) developing methods for improving the image, reputation, and public support for bicycle advocacy statewide, (6) developing ways to ensure the best use of both brands, and (7) increasing political awareness of the rural economic opportunity created by being bicycle-friendly; and

Resolved: that interested members of the Washington Bikes board will be invited to attend the retreat; and

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Resolved: that Cascade Bicycle Club shall change its mission, vision statement, value statement, and strategic plan to include statewide advocacy and the promotion of bicycling statewide according the results and recommendations of the above retreat; and

Resolved: that, to the extent possible under the bylaws, some board members from Washington Bikes shall be appointed to the Cascade Bicycle Club board; and

Resolved: that the brand of Washington Bikes shall be maintained by using it as the name of the 501(c)(4) entity controlled by the Cascade Bicycle Club (pending CBC's reorganization) and promoted statewide; and

Resolved: that the staff of Washington Bikes shall be offered employment, or be given the equal opportunity to apply for any positions resulting from the reorganization of the newly merged CBC/WB organization (or of entities controlled by same); and

Resolved: that the executive directors of the Cascade Bicycle Club and WA Bikes are charged with creating an operational plan, called the Merger Agreement, for merging the two organizations and that the Merger Agreement will require approval from both boards before being implemented; and

Resolved: that in the event of a merger the financial assets and liabilities of Washington Bikes shall only accrue to the 501(c)3 entity of the Cascade Bicycle Club in accordance with IRS regulations; and

Resolved: that in the event of any merger the existing Bicycle Alliance of Washington (DBA Washington Bikes) separate 501(c)(3) entity shall cease operations upon transfer of relevant staff and assets and satisfactory resolution of statutory authority for the Share the Road license plate revenues and obligations; and

Further Resolved: that the board of the merged CBC/WB organization shall control the Bicycle Alliance of Washington between the time of the merger and the time of satisfactory resolution of statutory authority for the Share the Road license plate revenues and obligations.