

Andy Thornley  
810 24th Avenue  
San Francisco, CA 94121

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Board of Directors  
San Francisco Bicycle Coalition  
833 Market Street, 10th Floor  
San Francisco, CA 94103

Esteemed Board Members:

The San Francisco Bicycle Coalition recently proposed a fundamental change to the organization's bylaws, to eliminate membership in its long-standing sense of "shareholder" and replace it with a non-voting "subscriber" class. The premise for the proposal was the protection of members' data privacy, over which concerns had been raised during last fall's board election. The SFBC board of directors asserted that the need to protect the privacy of member's email addresses gave the board no option but to recommend amendment of the bylaws to remove member's voting rights.

Many SFBC members believe that this important question was put to the membership improperly and the results of the recent voting process are invalid and illegitimate. **I share this belief and call on the board to set aside that bylaw vote and return to the question in a more honest and competent manner, for the sake of the SFBC's strength, reputation, and effectiveness in carrying out its mission.**

To be clear, I love the San Francisco Bicycle Coalition. I've been a member for many years, I've been a happy volunteer on lots of tasks and I've been lucky to serve on the SFBC's staff, I've paid my dues and made my gifts and piped up and sounded off and grouched, and cheered and hooted and gave more time and money.

I've been proud to watch the SFBC grow since the early '90s, and get bigger and smarter and more effective and watch it energetically advance its mission to promote everyday bicycling for everyone across the city. I used to know most of the people riding a bike on Market Street and knew all the few dozen people who were pushing to make biking better, and it doesn't sadden me in any way that I know almost none of the thousands and thousands of new faces on bikes on Market Street, it's truly awesome – bicycling is winning and the SFBC is the reason why.

And as the SFBC's membership has grown and biking has grown the organization has become more professional and efficient and effective, and the board of directors has likewise become more

productive and intentional. Nonprofit boards are hard work and we're very fortunate to have a collection of people willing to do that hard work as volunteers, to watch over the SFBC on behalf of the membership, and they do a very good job. I'm pleased that the SFBC board and staff have for many years now been more and more methodical with the board's composition and work plan, and they've developed a productive process to build and keep a strong effective board.

Every year the board assembles a slate of candidates, vetted and endorsed by the board, with an eye to having an ever-better board, and I appreciate the extra preparation and stewardship, I'll almost always vote the slate. Other candidates who don't receive the board's endorsement usually drop out, knowing that the board slate carries a lot of weight.

Member voter turnout has often been low, even by US standards – in most board elections it was challenging to draw the bylaw-mandated minimum 5% of members to cast a vote largely because the board does such a great job of building a slate – why should a member vote? with 6 open seats and 6 candidates, why bother? Staff sent email reminders to the membership and eventually returns would reach 5% participation and the slate was ratified and the election was over and the organization pedaled on to further good work.

(Evidently the 5% quorum rule for board elections was struck by the board itself in 2010, it's peculiar that I don't remember that happening, but in any event it relieves the staff of vote-herding).

We had a long-time SFBC member run for the board last year, and he didn't get the board's endorsement and he asked to make his case to the membership and he wasn't satisfied with the board's engagement, and pressed the SFBC to follow the rules and let him address the membership, and in the end the SFBC's email list was shared with the candidate and an email message was sent out to all SFBC members, which was annoying or distasteful to some folks.

The bylaw-changing question put to the members last month offered to address this episode as an email privacy concern: Shall we amend the bylaws to keep members' email addresses privately secure in the SFBC's database? But in fact members were being asked to surrender their oversight of the composition of the board of directors, and turn over that oversight of the board to the board itself for optimized governance of the organization, and this profound question was obscured by the email annoyance episode and rushed before members for their vote.

"What does it mean to be a member?" is a cornerstone question for the SFBC. We need to be forthright and competent as we ask the membership how we should proceed if we're going to redefine membership. The nominal bylaw-changing question put to members was more like a virus warning about an infected email attachment – "Click here to delete worm!" – which may have some factual basis (though I remain skeptical) but seemed flimsy and artificially urgent, and undermined the trust members were asked to codify with the vote for a self-ratifying board.

As I said, I'm very happy to have a smart, dedicated volunteer board paying attention to the increasingly specialized professional work of governing the SFBC and guarding the organization's health. I'm actually all right with a self-ratifying board; as many of you know, I presided over TALC's transition from a coalition member-elected board to a self-cultivating, self-ratifying board

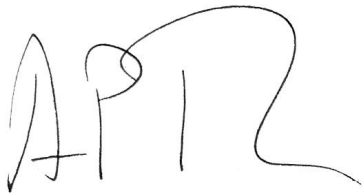
and the new identity of TransForm. If this were the question that had been plainly and honestly set before the SFBC's membership I'd probably have voted for it, after some discussion (this is San Francisco, and this is the SFBC, there must be discussion, sorry). It is inexplicable and inexcusable to have had to chase the SFBC into the midst of the two-week voting period to call for this conversation, without the SFBC expressing any awareness of the need to have the conversation, and to finally get very slight engagement of that need to respect and honor the gravity of the question and the membership's right to be asked properly only a few days before the two-week voting period ended.

Some claim that the SFBC has violated state law in its conduct of this bylaw amendment process. Of course that's interesting and important, but I really don't care about the legal business, there are more fundamental principles of respect and honor at play here, and we needn't call a cop to have the SFBC pay due and proper respect to its membership. I don't want there to be any question of the legitimacy of the membership's decision to make such a profound change, however worthy and well-advised. I want the question to be clearly stated, and pros and cons set out for the membership, and the "email privacy" stuff to be put in the proper perspective.

As Major Taylor famously advised, "Don't forget to play the game fair." My San Francisco Bicycle Coalition plays fair, and getting away with something is not the same as winning. I don't want the SFBC to be the Lance Armstrong of bicycle advocacy.

**For the sake of the SFBC's strength, reputation, and effectiveness in carrying out its mission, abandon the bylaw vote and return to the question in a more honest and competent manner.** We're a membership organization with a long and storied legacy, let's honor and respect that legacy and our membership, and be sure to grow well and wisely.

Sincerely,

A handwritten signature in black ink, appearing to read 'ATR' with a large, sweeping flourish extending to the right.

Andy Thornley  
Member #312