



CHAPTER
NATIONAL
INTERSCHOLASTIC
CYCLING ASSOCIATION

WI League Becomes a NICA Chapter League!

You ask, “So what does that really mean?” The League FAQs will help!

What is a NICA Chapter League?

A NICA Chapter League is a legal structure that allows the WI League to operate as a subsidiary of NICA and allows the League to control their day-to-day operations with the support of the League Director and a Board of Directors. The legal structure has several advantages:

- The League is incorporated in its state of operation. The WI League is incorporated in WI and operates under the rules and guidelines of WI law and regulations. Sponsors often wish for their donations to be made to legal organizations incorporated in the state of operation.
- The WI League operates underneath the umbrella of the NICA IRS 501(c)(3) tax exemption certificate. This structure means that the WI League Director and Board does not have to maintain its own IRS tax exemption, file annual IRS Form 990s reflecting our operations, and engage our own external auditor. This support is provided by NICA staff and their paid advisors. This allows the WI League to utilize our resources on the operations, management and growth of the League.
- As a separate legal entity, the WI League is required to operate with a Board of Directors (BOD). Once the WI League was organized and the entity Bylaws were completed, the Board of Directors were legally authorized to represent the new entity as the initial Board. The most significant indicator of the success and longevity of a non-profit entity is having a BOD with varied backgrounds to support the leadership of the organization. The WI League is further supported by the resources and support of NICA and its staff.

What was the WI League before it became a Chapter League?

The WI League was called a Project League. Some other state leagues are in project league status. Project Leagues do not have their own legal entity and are essentially operating within the legal entity of NICA, incorporated in California. As such, their activities operate within the NICA IRS 501(c)(3) tax exemption certificate, their financial activity is reported within the NICA Form 990 and they do not have their own Board of Directors.

What are the advantages of operating as a Chapter League?

- The League Director has the support and expertise of the Board to leverage. In the event of an unexpected departure of a League Director, the Board and NICA will be available to the League to ensure that the work of the League continues uninterrupted.
- The League Director and Board have the full support of NICA and if the Board could not serve for any reason, NICA would be able to legally serve as a board member while elections are held for new board members.

- The League will have full access to and be able to leverage the systems and processes of NICA while operating autonomously within the parameters of our Chapter Agreement with NICA.

What is the role of the Board of Directors?

- Set policy guidelines for the organization,
- Fulfill a fiduciary oversight duty to both NICA and the WI League,
- Ensure that the legal organization complies with all applicable rules and regulations of Wisconsin law,
- Ensure that the League does not engage in any IRS prohibited activities that could jeopardize NICA tax-exempt status, and
- Serve as a resource to the League Director in their role as the executive and operational leader of the WI League.

The Board is currently meeting weekly to ensure that these obligations are met. Eventually, the Board will set a regular monthly meeting schedule.

Why were the Board members announced in early 2021 if they could not legally serve until 2022?

Board members selected in early 2021 spent time learning and understanding the legal structure of the organization in place at the time and determined that changes were needed to facilitate the “umbrella” tax exempt status of NICA. Work proceeded to put a new structure and new legal entity in place along with the necessary insurance coverages required by a Board. During this time, the Board operated in an advisory status. Once the new legal structure was in place, the Board members selected to serve through the previous process could “stand up” and begin their role as a Director.

How did the Wisconsin Interscholastic Cycling League choose its Board of Directors?

At the conclusion of the 2019 race season, Kathy Mock asked Brian Ellison (West Madison, Lvl 3 Coach) if he would be interested in taking on the formation of a Board of Directors for the Wisconsin League. In order to become a NICA Chapter League, a locally-formed Board was one of the requirements. Brian agreed, and while he started having conversations and developing a strategy to select a Board, he was promptly shut down from all conversations and forward movement by the COVID-19 pandemic at the start of 2020. Letting the dust settle on all things COVID, he started back up in the Fall of 2020 with the following strategy and timeline:

1. Board recruitment announcement (Nov 15, 2020)
2. Accept nominations and email application to candidates (Nov 15, 2020-Jan 1, 2021)
3. Establish a selection committee for evaluating Board members (Jan 1, 2021-Jan 31,2021)
4. Public announcement of candidates (Feb 1, 2021)
5. First official Advisory Board meeting (Feb 5, 2021)

There were 22 nominations received. The Selection Committee was made up of three individuals: Brian, Lindsey Kreite (HR for Lutheran Home in Wauwatosa and NICA National Board member) and Cleveland Justis (Principal of the Potrero Group). The committee was impressed by the passion and qualifications. In the selection process, the committee was looking for skills and expertise in three specific areas:

1. Corporate Governance (Legal, Insurance, HR, Operations)
2. Financial Control (Accounting, Banking, Negotiation, Procurement)
3. Diversity & Inclusion (Community, Networking, Connections)

Along with these qualifications, there was a desire to create a Board that represented the growing diversity of our League. At the same time, there was an attempt to create some geographic diversity between Madison Area, Milwaukee Area, and Northern Wisconsin Area. The committee was also sensitive to candidates whose application shared the NICA and Wisconsin League vision of using the bike as a tool for youth development.

Through the process the Selection Committee decided to offer positions to three candidates, two from the Milwaukee area and one from the Madison area, to join Brian on the Board. There is an additional seat that was left open for Northern Wisconsin, in hopes that in the next year that someone from that area will have the interest and qualification to join the Board. Please note that the 2/3rds of the Selection Committee knew nothing about the teams or association of the candidates. They simply brought forward whom they thought would be the most qualified for their positions.

How are future Directors selected?

Future Directors will be elected according to Section 2 of the bylaws of the Wisconsin Interscholastic Cycling Association, which will be posted on the WI League website. The terms of the Board are staggered to preserve institutional knowledge and continuity and terms will be open in 2023 (1 position), 2024 (1 position), and 2025 (2 positions). The Board has the authority to expand the number of Board positions if considered prudent and set the date and time of the Annual Meeting.

The Board will establish a process to solicit applications prior to the January Annual Meeting and the election process is as follows:

At a Board meeting at which one or more director positions are to be filled, each director may nominate one person (but no more than one person) to fill each of the positions to be filled. Once nominations have been made, the Chair shall distribute at the meeting to each director a ballot setting forth as to each director position to be filled, the names of each candidate nominated for the position; in addition, one space shall be provided for a write-in candidate for each director position to be filled. Each director shall have one vote as to each position to be filled. As to each position to be filled, the candidate receiving the greatest number of votes shall be declared the winner as to that position (regardless of whether the candidate receives a majority of the votes cast, i.e., it is unnecessary for there to be a “runoff” election if in the “first round” of voting, a candidate does not receive a majority of the votes cast). In the case of a tie in the voting for any particular director position, the Chair shall resolve the tie via the Chair’s choice of some openly-observable, impartial, tie-breaking method (e.g., a coin toss).

How can the WI League coaches and team directors learn about the activities of the Board?

The Board minutes and agenda from every Board meeting will be posted on the WI League website once the minutes have been approved by the Board. Other governance processes and procedures may be considered and implemented in the future.

How should WI League stakeholders approach League leadership with concerns or ideas for future improvements?

Concerns and ideas for future improvements should be directed to the League Director. The League Director has full responsibility around operational details.

The WI League Director is Renee Griswold and she can be reached at Renee@wisconsinmtb.org.

How can Coaches and Team Directors communicate with the Board?

If the subject concerns a matter of policy, compliance or oversight under Board governance, the best way to communicate with the Board is via email to board@wisconsinmtb.org. The Board will strive to discuss the concern or idea at its next meeting and one of the Board members will respond to the email. The WI League has not previously operated with a Board. As the Board gains experience and knowledge about the League and its operations, the Board may initiate additional processes designed to support its needs.

NOTE: The Board is setting policy, not attending to operational details. Any communication around operational details should go to the League Director.

What is going to change for teams, families, and coaches?

The overarching goals of the League are as they have always been:

- Invite growth while maintaining the culture and values of NICA at both the team and League level,
- Remove any barriers and improve and streamline processes to support coach, rider and parent participation,
- Ensure the successful transition of League Directors,
- Model and support the FIERC values in everything the League does.