

MINUTES FROM THE BOARD OF DIRECTORS MEETING  
**ROAD RUNNERS CLUB OF AMERICA**  
Wednesday, November 9, 2005

The Board of Directors of the Road Runners Club of America (RRCA) met in regular session via teleconference on Wednesday, November 9, 2005. The following Officers and Directors were in attendance: President Bee McLeod; Vice-President Tom Downing; Treasurer Dennis Novak; and Directors Brent Ayer, Beth Onines, David Epstein, David Williams, Dennis Novak, and John Farrow. Absent was Director Lisa Paige. Also present was Executive Director Jean Knaack.

A quorum being present, President Bee McLeod called the session to order at 7:05 p.m. EST.

Director Epstein left the meeting at 8:05 p.m. EST.

**Approval of Minutes from the October 15, 2005, Board Meeting.** Upon Board review of the minutes, the following amendments to correct a typo and add under new business an item referencing discussion concerning the recently adopted RRCA Privacy Policy. Director Epstein moved that the minutes of the October 15 Board of Directors meeting be approved as amended. Director Farrow seconded the motion. A vote was taken and the motion carried. There were no “nay” votes; Director Ayer abstained.

**Directors Reports.** President McLeod confirmed that Michael Hughes will chair the Nominating Committee. Vice-President Downing reported that there is still a need for chairs for both the Road Runner of the Year Award Committee and the Fred Lebow Women’s Running Committee. President McLeod will approach New York Road Runners Club (NYRRC) Executive Director regarding her interest in the Women’s Running Committee chair position. Vice-President Downing will contact former Director Chuck George to determine his interest in the position of Chair for the Road Runner of the Year Award Committee.

No regional director reports were offered.

**Review Financial Status of the RRCA.** Executive Director Knaack reviewed for the board the month-end October 2005 profit-and-loss statement and balance sheet. She noted that we are ahead of budgeted revenue for most of the line items. Executive Director Knaack is working on an investment strategy with our financial advisor for cash on hand. Several Board members commended the continuing positive financial trend portrayed by the report.

**Executive Director Report.** Executive Director Knaack is preparing the FY-2006 budget and expects it to be ready for review before our December

teleconference. Executive Director Knaack is researching estimates for website re-design options in order to include these figures in the 2006 budget.

Running Times' Footnotes publishing agreement was then considered by the Board. The proposed contract provides for 100,000 copies being published and circulated by Running Times at no cost to the RRCA. The final agreement would result in the transfer of the Footnotes trademarks to Running Times as presented in their proposal reviewed by the RRCA board at its October meeting. The agreement as presented includes a \$100,000 nonperformance liability the RRCA would be bound to if it does not provide RRCA content to Running Times by the agreed upon publication schedule and/or it does not provide 90,000 bone fide mailing addresses per quarter. Concern was expressed about the lack of a clear termination clause in the agreement. As presented, the only way for the RRCA to end the relationship is to not perform and pay the nonperformance liability.

Based on the terms presented, the Board moved to accepting the basic contractual terms outlined including transferring the Footnotes trademark to Running Times, but requested Executive Director Knaack to return to Running Times to continue negotiations on areas of concern. The areas of great concern to be reviewed specifically was the amount of nonperformance liability, an escalator clause or some provision for addressing household addresses over 100,000, and the inclusion of a clear termination agreement without significant financial penalty. The motion passed with one negative vote by Director Downing. Executive Director Knaack will report back to the Legal Committee with the results of the continued negotiations.

### **Convention Update.**

The 2006 Convention planning is moving along well. The business meeting will be held on Sunday because of the scheduled Saturday race. Agenda items for the business meeting should be sent to Executive Director Knaack as soon as possible.

### **New Business.**

President McLeod will work in the coming weeks to appoint a Southern Region Director. Several recommendations were made and all will be taken under advisement.

Closure. There being no further business to come before the Board, the session was brought to closure at 8:45 p.m. EST. A vote was taken and the motion carried by unanimous voice vote.

Respectfully submitted,

David B. Epstein

Director-at-Large  
Road Runners Club of America