

MINUTES OF THE BOARD OF DIRECTORS MEETING
ROAD RUNNERS CLUB OF AMERICA
Monday, March 5, 2007

On the above-specified date, the Board of Directors of the Road Runners Club of America (RRCA) met in special session via teleconference. The following Officers and Directors were in attendance:

Officer/Director	Present	Absent
President Bee McLeod	X	
Vice-President Tom Downing	X	
Secretary David Epstein	X	
Treasurer Dennis Novak	X	
Eastern Region Director Brent Ayer	X	
Southern Region Director Ken Bendy	X	
Central Region Director Beth Onines	X	
Western Region Director Lisa Paige	X	
At-Large Director Bob Holmes	X	
At-Large Director John Farrow	X	

Also present were Executive Director Jean Knaack and Heidi K. Abegg, Esq.

President Bee McLeod called the session to order at 7:02 p.m. EST. She introduced Heidi Abegg, Esq. President McLeod explained that, at her request, Ms. Abegg performed a legal review of Officer and Director annual reports due to the content of some of the reports. The purpose of this meeting is to give all Board members an audience with Ms. Abegg. President McLeod encouraged the Board members to raise their concerns and get them addressed. The Board will go into executive session when Ms. Abegg is given the floor, due to lawyer-client privilege. President McLeod asked that any Board member uncomfortable with this process leave the session.

Following executive session discussion, the Board will return to open session for the purpose of taking any necessary action(s) and/or close the session.

At 7:08 p.m. EST, Treasurer Novak moved that the Board go into executive session. The motion passed by unanimous voice vote.

At 8:04 p.m. EST, the Board returned to open session. This was the result of a unanimous voice vote (Motion made by Director Bendy).

Annual reports. Vice President Downing suggested that he and Director Holmes revise their annual reports by 7:00 p.m. Wednesday evening. They will send their revised reports to all Board members for further review. Board members will approve or disapprove each report by email vote, and will do so by Thursday evening. Majority approval of a revised report will result in its inclusion

in the 2006 RRCA Annual Report. There was agreement that it would be preferable for all reports to be included in the Annual Report.

Release of proxy information. Vice President Downing suggested that whatever proxies come in to the National Office be released to no one other than Director Farrow. This would be for the purpose of protecting the integrity of the election process. It was noted that Director Farrow is acting as a disinterested party, assigned by President McLeod to act for and on behalf of Secretary Epstein to carry out the Secretary's election duties. Secretary Epstein is a candidate for an office and his involvement in the election process could be viewed as a conflict of interest. Vice President Downing moved that, if permitted by Virginia law, no RRCA office staff shall release proxy information submitted to the National Office to anyone other than Director Farrow prior to the annual meeting. Executive Director Knaack stated her uncertainty that this would comply with Virginia code, which states that the voting list is public information for the members. Discussion ensued and the central issue became "what is the definition of the list of voters; does it include the names of proxy holders?" Director Farrow asked Ms. Abegg to research Virginia law regarding the definition of the list of voters, advise Executive Director Knaack, who will in turn advise us of the finding on this matter. Ms. Abegg accepted the tasking. A vote was taken on the motion, and it passed by unanimous voice vote, with Director Farrow abstaining.

Closure. There being no further business to come before the Board, the session was adjourned at 8:30 p.m. EST by President Bee McLeod. Director Holmes moved to adjourn. The motion passed by unanimous voice vote.

Respectfully submitted,

David B. Epstein
Secretary
Road Runners Club of America