

MINUTES OF THE BOARD OF DIRECTORS MEETING ROAD RUNNERS CLUB OF AMERICA

Wednesday and Thursday, March 21 and 22, 2007

On the above-specified date, the Board of Directors of the Road Runners Club of America (RRCA) met in regular session in the Wabash River Room of the Embassy Suites Chicago-Downtown/Lakefront, Chicago, Illinois. 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 (arrived at 9:10 a.m. CDT)	
Eastern Region Director Brent Ayer	X	
Southern Region Director Ken Bendy	X	
Central Region Director Beth Onines	X (arrived at 9:10 a.m. CDT)	
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 Bill Roe, USA Track and Field;

A quorum being present, President Bee McLeod called the session to order at 9:04 a.m. CDT. President McLeod went over agenda items including an opinion from Heidi Abegg, Esq., regarding the issue of eligibility of some candidates running for office this year and the need for the Board to decide on an interpretation of the bylaws regarding same. Discussion followed, during which Director Farrow stated that the bylaws are ambiguous on the matter and should be revised. However, he supports the interpretation of eligibility requirements used by the nominating committee. Vice President Downing stated his belief that the bylaws prohibit an officer or director who has served two full terms from running for a different office immediately after having completed the two full terms. Director Farrow moved that the interpretation of eligibility requirements by the Nominating Committee be accepted. Vice President Downing requested a roll call vote, the results of which are as follows:

Officer/Director	Aye	Nay	Abstain
Director Ayer	X		
Director Bendy	X		
Vice-President Downing		X	
Secretary Epstein			X

Director Farrow	X		
Director Holmes		X	
Treasurer Novak	X		
Director Onines	X		
Director Paige	X		
President McLeod	X		

The motion passed by a vote of 7 in favor, 2 against, and 1 abstention.

Director Holmes requested the following statement be included in the minutes of this session: “I voted nay because the intent of the bylaws committee was to create term limits for members serving on the Board. The interpretation that a member can serve on the Board in perpetuity is the logical outcome of interpreting intent otherwise. Therefore, I believe members can only serve on the Board for two consecutive terms and are ineligible to serve for more terms without having been off the Board for at least one year.”

Approval of March 5, 2007, Board Meeting Minutes. Director Holmes asked about the outcome of the “list of voters” issue that was discussed at the March Board meeting. Executive Director Knaack said an email did go out to the Board regarding Ms. Abegg’s opinion, and included a finding that the list of proxy-holders is not public information. The voting list of RRCA members is public information. Director Farrow moved that the minutes be approved as presented. A vote was taken and the motion passed by unanimous voice vote.

Officer and Directors’ Reports. President McLeod noted that Ms. Abegg will be present Saturday for the annual business meeting. Vice President Downing moved that Director Farrow be considered the election chairman. A vote was taken and the motion passed by unanimous voice vote, with Director Farrow abstaining.

Vice President Downing asked Executive Director Knaack about the outcome of the regional directors’ guidebook. The effort has been completed.

Central Region Director Onines reported that she went to Youngstown, Ohio, two weeks ago to meet with the Ohio State Representative and officers of the Youngstown club. In addition, Director Onines recruited Kim Maxwell for Minnesota State Representative, Barbara Jewell for Wisconsin State Representative, Susan Brown for Indiana State Representative, and Jeff Aubert for Illinois State Representative.

Eastern Region Director Ayer reported that the Eastern Region has a full slate of championship events. He stated that he is having problems getting the events posted on the calendar and sought help from the National Office. He reported on the Eastern Region Half Marathon. The new Vermont State Representative is

Richard Frank, and the new State Representative for New Hampshire is Dan Dugan.

Western Region Director Paige reported that a half-marathon championship event in San Francisco went well. She held a Central California State meeting in conjunction with the event. During that weekend Director Paige also worked with James O'Donnell to scout potential convention sites. All Western State representatives save from Arizona will be at this year's convention. The Washington state representative and Utah state representative have stepped down. Director Paige will act on the Utah vacancy when she returns from convention. She is also exploring potential candidates for the Washington state representative position.

Southern Region Director Bendy reported on two successful regional championships this month, the directors for which have both sent in the required post-race reports. Dallas White Rock Half-Marathon, the third and final Southern regional championship event, will be held this fall. Only 15 Southern Region clubs have not yet renewed. Director Bendy is in search of a South Carolina state representative. All Southern Region state representatives will be at this year's convention.

Vice President Downing moved that the Board move into executive session. The vote result was 7 in favor, one against, and one abstention. Director Holmes was absent for the vote. The Board moved into executive session at 10:00 a.m. CDT.

Director Bendy moved to resume the regular session at 11:26 a.m. CDT.

Following a break, the Board reconvened in regular session at 11:32 a.m. CDT.

Director Paige moved to accept the parliamentary proposal prepared by Dan Edwards, Tidewater Striders, as presented. Vice President Downing moved to amend the proposal that speakers in the open forum session speak to issues and/or present questions to the Board, but not speak for or against candidates. Furthermore, candidates running for office will be instructed to hand out campaign information pertaining only to them and their platform, and not negative or disparaging information on opponents. Discussion ensued over logistics of getting the room turned around in time to hold the open forum session. We will plan for starting the open forum session at 2:15 p.m. CDT Saturday afternoon. The results of a vote on the amendment to the motion were 8 in favor, one against, and one abstention, by a show of hands. The results of a vote on the amended motion were 8 in favor, one against, and one abstention, by a show of hands.

RRCA Financial Status. Treasurer Novak reported on the 2006 financials. He referenced two letters from the audit committee. The audit committee was extremely pleased that most of the recommendations made in the 2005 audit had

been implemented. No new concerns surfaced in the 2006 audit. RRCA's financial records have been improved dramatically in the last 12 months. Treasurer Novak moved to approve the audited financial statements for 2006 as presented. The ensuing vote was unanimous in favor of this motion.

Executive Director Knaack then spoke to the proposal to restrict \$50,000 from unrestricted net assets to create the Board-Designated RRCA: Kids Run the Nation Fund. These funds will be invested according to the RRCA Board approved investment policy. Any gains on investment from the Board restricted "Kids Run the Nation Fund" will be granted along with gains from the permanently and temporarily restricted Kids Run the Nation Fund through a competitive grant-making process. Director Ayer moved to approve this proposal. The ensuing vote was unanimous in favor of this motion.

Executive Director Knaack further requested that the Board restrict an additional \$10,000 for the State Representative/Regional Director's Reserve Fund. There is presently \$7,500 in this fund. Director Holmes moved that the Board approve this request. The ensuing vote was unanimous in favor of this motion.

Lastly, Executive Director Knaack requested that the Board further restrict \$5,000 for the President's Reserve Fund. This will bring the fund to a total of \$10,000. Vice President Downing moved that the Board approve this request. The ensuing vote was unanimous in favor of this motion, with one abstention.

Executive Director's Report. Executive Director Knaack reported that through February, 693 clubs have renewed, putting us ahead of where we were at this time last year. We have 44 new clubs as of January 1, 2007. These are independent of the 693 aforementioned clubs. 123 clubs have not yet renewed, but most are event clubs. Two member clubs dissolved. Membership forms are posted to the web site and this has facilitated the renewal process.

With regard to partnerships, there has been a slow down due to preparations for convention. Our logo is now published in the "Metro Sports" periodicals owned by Gen-A Marketing. They are giving us ad space for the Run@Work program. The Centers for Disease Control and Prevention has expressed an interest in partnering with the RRCA.

Executive Director Knaack is monitoring a conflict situation involving two member clubs in Maine. The Board should consider the development of a probationary, removal, grievance, and reinstatement process and policies. USATF President Roe noted that USATF has a policy that speaks to these matters. It could be adapted for use by the RRCA.

Executive Director Knaack represented RRCA at the Napa Valley Marathon, our first national championship race of the 2007 season.

The March edition of FOOTNOTES is posted. More content was provided by individuals, diminishing the effort in putting this issue together.

Following lunch, Vice President Downing reconvened the session at 2:36 p.m. CDT. Vice President Downing presided over this part of the session as President McLeod was absent.

Review of July Board training. Executive Director Knaack reviewed three areas upon which the facilitator recommended we focus, i.e., fiduciary work, strategic work, and Board structure and practices. Discussion ensued that there is a need for a bylaws review task force. Executive Director Knaack suggested planning for a 2007 annual report that goes to all members in early 2008. At the state representative meeting tomorrow, Regional Directors will ask State Reps to survey member clubs to ascertain how many of them have the RRCA logo posted on web site home pages.

Legal Affairs. Director Farrow presented the draft policy previously distributed for Board review and comment that pertains to what agreements and when the Executive Director can negotiate and sign agreements on behalf of the RRCA without Board pre-approval. Discussion followed. Director Farrow moved for adoption of the policy. A vote was taken and the result was that the policy passed by unanimous voice vote. (Approved Policy Attachment A)

President McLeod rejoined the session at 4:15 p.m. CDT and resumed the Chair.

Director Farrow noted the importance of adopting the presented policies on confidentiality/disclosure, code of ethics, and official spokesperson. With regard to the official spokesperson policy, Director Farrow moved that the President is the official spokesperson for the RRCA Board of Directors and the Executive Director is the official spokesperson for the RRCA. The resulting vote was unanimous in favor of the motion. Following discussion, it was determined that the draft policy on confidentiality/disclosure will be reviewed by legal counsel and placed on the agenda for action by the Board at our next meeting. Revisions to the Code of Ethics policy were suggested, which included language change of a statement on disclosure of information and the Board asked Executive Director Knaack to make the revisions and circulate it to the Board for review when we reconvene in the morning.

Strategic Planning. President McLeod solicited volunteers from the Board to serve on a Bylaws Review Task Force. Term limits; content of minutes; inconsistencies between the Secretary and Treasurer positions are among the issues that need to be resolved. Director Holmes and Vice President Downing volunteered to serve on the Task Force. Director Holmes and Director Onines will participate on a task force headed by Director Paige to further refine the Executive Director's performance evaluation and compensation guidelines.

Director Paige will attempt to augment the task force with an individual or individuals possessing experience in human resource management.

Director Farrow moved that a state representative can hold the proxy for any club in a state in which they are the designated state representative, regardless of residency. Director Epstein requested a roll call vote, the result of which is as follows:

Officer/Director	Aye	Nay	Abstain
Director Ayer		X	
Director Bendy		X	
Vice-President Downing		X	
Secretary Epstein	X		
Director Farrow			X
Director Holmes		X	
Treasurer Novak	X		
Director Onines	X		
Director Paige	X		
President McLeod	X		

The vote passed by a count of five in favor, four against, and one abstention.

There being no further business to come before the Board, the session was closed for the day at 5:40 p.m. CDT by President Bee McLeod. This action was based upon a motion by Director Bendy. It passed by unanimous voice vote.

Reopening. President McLeod reopened the Board of Directors meeting at 8:29 a.m. CDT on Thursday, March 22, 2007. 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 (arrived at 8:50 a.m. CDT)	
Western Region Director Lisa Paige	X	
At-Large Director Bob Holmes	X	
At-Large Director John Farrow	X	

Also present was Executive Director Jean Knaack.

President McLeod opened the session by thanking Director Farrow for his service on the Board of Directors. Director Farrow is completing his service to the Board following two terms as At-Large Director.

Following elections, the new Board will be asked by President McLeod to provide dates for availability to attend an in-person meeting.

President McLeod wants the State Reps to be advised of the increased reserve fund to defray expenses for future conventions that was approved at yesterday's session.

President McLeod distributed the revised draft RRCA Code of Ethics for review by the Board. Discussion ensued, resulting in a motion by Treasurer Novak to approve the Code of Ethics as presented, with the exception of the exclusion of the disclosure of information statement. Director Bendy moved to amend the motion such that approval of the Code of Ethics is pending legal review and will not be presented to Board members and staff for their signature until such review has been completed. A vote was taken by show of hands and the amendment to the motion passed by a vote of 5 for, 4 opposed, and one abstention. A vote was taken by show of hands, and the amended motion passed by a vote of 6 for and 4 opposed.

2008 RRCA National Convention Bids. Ron Macksoud, Alabama State Representative, presented a bid for the 2008 National Convention by the Port City Pacers, Mobile, Alabama. It is proposed that the convention be held in late March in conjunction with the Azalea Trail Run. Next year will be the club's 30th anniversary.

Iris Simpson-Bush, Executive Director of the Flying Pig Marathon (an RRCA event member club), Cincinnati, Ohio, presented a 2008 convention bid. The convention would be held April 30 – May 3, 2008. Three local running clubs would assist The Flying Pig with conducting the convention if they win the bid competition. They offer other distances than just the marathon and would be willing to host the convention in 2009 if not selected in 2008.

Cyndi Taplin, President, RunGazelle.com, and Gary Morgan, Michigan State Representative, along with a representative from the local convention and visitor's bureau, presented a 2008 convention bid on behalf of RunGazelle.com of Alto, Michigan. This is in the general vicinity of Grand Rapids, Michigan. The convention would occur in early May in conjunction with the 30th annual 5/3 Riverbank Run 5K/25K. They would also be amenable to hosting the convention in 2009 if not selected to host the 2008 session.

Dan Edwards, Tidewater Striders, presented a 2008/2009 convention bid for Norfolk/Portsmouth, Virginia. The event would take place in the middle of May and the associated race would be the Elizabeth River Run 10-K and 1 Mile Run.

Discussion by the Board along with invited guest Steve Shepard, 2006 Convention Chair, ensued.

After deliberation, Director Holmes moved that the 2008 RRCA National Convention be granted to the Flying Pig Marathon, Cincinnati, Ohio. Discussion followed. The motion passed by a show of hands, with nine voting in favor, and one opposed.

2008 National Championship Race Selections. Director Epstein moved to ratify the 2008 National Championship Committee's recommendations as follows, with the exception that the 5-K event will be the Flying Pig 5-K to satisfy the bylaw requirement that the Convention be held in conjunction with a National Championship.

Ultra-Marathon: Tahoe Rim Trail Run

Marathon: Kaiser-Permanente Napa Valley Marathon

Half-Marathon: Parkersburg News and Sentinel Half-Marathon

10-K: Vulcan Run

5-K: Flying Pig 5K

Closure. There being no further business to come before the Board, the session was adjourned at 12:57 p.m. CDT by President Bee McLeod. This action was based upon a motion by Director Epstein. It passed by unanimous voice vote.

Respectfully submitted,

David B. Epstein

Secretary

Road Runners Club of America

APPROVED POLICY ATTACHMENT A

Role of the Executive Director in Agreements Policy

The Executive Director has the full authority to enter into agreements provided the agreement complies with the Board's stated policy on agreements and further provided that the agreement has received prior review by legal counsel who has submitted a written opinion that the agreement complies with the Board's stated policy on agreements and is within the actual authority of the Executive Director. The Executive Director will inform the Board about all agreements through the regular Executive Director's Report to the Board, which shall include a copy or copies of all such opinion letters. Review by legal counsel is not required for any agreement concerning a budgeted item of no more than \$5000.

Board Policy on Agreements

This policy has been adopted by the RRCA Board and will be followed by the Executive Director.

The RRCA Board requires that all agreements have, at a minimum, the following conditions:

- Clear start date and termination date with the ability to terminate with cause.
- The RRCA is held harmless against claims arising from the actions of the other party.
- Clear dispute resolution clause such as an agreement to arbitrate.
- Clearly defined expectations of the deliverables of both parties and outright financial obligations.

The RRCA Board will review and approve agreements if, and only if, the agreement meets the following criteria:

- Potentially commits the RRCA to more than \$5,000 of expenses during the course of the agreement that are unbudgeted and unfunded by the other party during the course of a fiscal year.
- It concerns a sponsorship agreement or the lease, purchase or other acquisition of office space for the RRCA national office.

If all expenses are fully funded and/or budgeted, as provided above, then the Executive Director has full discretion to enter into an agreement in accordance with the budget, the funding source and the Board Policy on Agreements.