

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

Wednesday, April 30, 2008

Cincinnati, Ohio, site of 2008 Convention and Annual Membership Meeting

President McLeod called the meeting to order at 9:00 am EST.

**Present:** President Bee McLeod, Vice-President Tom Downing, Western Region Director David Epstein, Central Region Director Beth Onines, Southern Region Director Ken Bendy, Eastern Region Director Brent Ayer, At-Large Director Bob Holmes, At-Large Director and Secretary Lisa Paige, Treasurer Dennis Novak, and Executive Director Jean Knaack.

President McLeod acknowledged two guests: Goody McLeod, president of the Tidewater Striders, and David Cotter, president of the Sagebrush Stompers and Tahoe Mountain Milers.

President McLeod asked for approval of the February 2008 Board meeting minutes. Amendments were provided. Director Bendy moved to approve the minutes as amended. The motion passed unanimously.

President McLeod asked for approval of the March 2008 Board meeting minutes. Discussion followed. Director Epstein moved the minutes be accepted as written. The motion passed with seven in favor, one against, and one abstaining. Director Holmes requested the minutes record his explanation of his nay vote. Director Holmes personally explained his no vote as that he disagreed with the process for finalizing the sponsorship agreement discussed at the March meeting.

President McLeod asked for approval of the April 9, 2008 Board meeting minutes. Typographical errors were corrected. Director Holmes moved the minutes be accepted as amended. The motion passed unanimously.

Membership Director Jessica Sleight joined the meeting at approximately 9:20 am.

President McLeod referred to the next agenda item, which was a request from Director Holmes to have an executive session. She asked Director Holmes if he would like to state the purpose of his request for an executive session. Director Holmes stated he preferred to not give a purpose for the executive session. President McLeod asked for a motion to move into executive session. Director Downing so moved. The motion passed unanimously. The board went into executive session at approximately 9:22.

The board reconvened into regular session at approximately 10:25 am. No motions were presented in regular session as a result of the executive session.

## **President's Report**

President McLeod reminded board members to attend the State Rep training and the subsequent breakout regional meeting according to the region in which they live. She reported on her attendance with Executive Director Knaack at both the Napa Marathon and Cherry Blossom 10 Mile, both RRCA Nation Championships. She stated there was tremendous RRCA promotion. President McLeod stated that Dan Edwards would again serve as our parliamentarian at the upcoming Annual Meeting of the Membership. She said Hugh Webster, with Webster, Chamberlain and Bean would also attend as our legal counsel.

President McLeod asked for a motion to approve the National Championships as recommended by the National Championship Committee. Director Holmes so moved. The motion passed unanimously. The 2009 championship events will be the Napa Valley Marathon, the Parkersburg Half Marathon, the Tahoe Rim Trail Ultra Run, and the Cherry Blossom 10 Mile. Executive Director Knaack commented that a 5K & 10 K event would be recruited to host the RRCA National Championships at that distance.

President McLeod presented the report from the Nominating Committee. The committee chair, Gar Williams, included his procedure and documents used to interview and select nominees. President McLeod asked the board for questions, comments, and concerns for her to take back to Gar Williams for process improvements in the next year.

President McLeod thanked the Board for its work during her tenure. She recognized the enormous effort it made in securing the success of the RRCA.

## **Vice-President's Report**

Vice-President Downing thanked board and wished success for the next board.

## **Secretary's Report**

Secretary Paige reported on proxy collection and processing, and the voting and counting process to be used at the upcoming general membership meeting. Discussion followed on allowing observers during the counting process. Director Bendy moved that one observer per slate be allowed in the room where counting is to occur. This is to include the committee nominated slate and any candidates from the floor that choose to run as a slate. The motion passed.

The question arose of how to address observers for nominees in addition to those already announced by the Nomination Committee and the coalition of nominees in opposition to the slate. Discussion followed. Vice-President Downing moved that additional nominees from the floor would be aggregated into the already known floor nominees for the purpose of allowing observation of vote counting. Discussion followed. Director Epstein amended the motion to exclude candidates as observers. Discussion followed. The amendment passed unanimously. The original motion was also voted on and passed unanimously.

Discussion followed on the rules of conduct for observers. Vice-President Downing moved the secretary would advise the observers to these rules and that she alone would make the determination of appropriate behavior. Additionally, it was noted to the Board that any member with a grievance about the voting process or outcome would have to file a lawsuit with the circuit court in Arlington, VA. The motion passed unanimously.

Secretary Paige read a request from Tom Whittaker as state rep for South Dakota and Nebraska to be allowed to vote proxies for both South Dakota and Nebraska. Central Region Director Onines moved to allow Tom Whittaker to do as he requested. Discussion followed. The motion passed seven to one with one abstaining.

President McLeod requested the record show last year's board decision on allowing state reps to carry proxies for clubs they represent but do not reside in the state of a club's business address is as follows: Director Farrow moved that a state rep be allowed to hold a proxy for any club they are designated regardless of residency of the state rep. President McLeod indicated this was in force unless future board decision removes such.

### **Region Directors' Reports**

Central Region Director Onines thanked the board and the many volunteers for their support during her tenure. She said she would continue to promote the RRCA in her region. She acknowledged the exceptional runners in her region.

Eastern Region Director Ayer is continuing to recruit for state rep vacancies in his region. He thanked Bee and the board for its leadership and effort to make the RRCA a solid financial organization. He thanked all the volunteers of each convention during his tenure.

Southern Region Director Bendy reported 266 clubs and nearly 25,000 members in his region. He attended the 50K Championship in Lithia Springs, FL. He did an interview. He may have a potential 12K championship. He is recruiting for the GA and KY state rep vacancies. He reported the MS state rep would like to step down due to ongoing issues stemming from Hurricane Katrina.

Western Region Director has a possible state rep for the ID vacancy. He is still recruiting for WA state rep vacancy. Otherwise, there are no other vacancies in the West. He advised the board on the progress of the online voting project. Executive Director Knaack elaborated on the test of online voting for this convention. Discussion followed.

### **Current Business Items**

The next agenda item was to discuss and approve the rules of order for the bylaws approval and officer election proposed by parliamentarian Dan Edwards for the 2008 Annual Meeting of the Membership. The board discussed rules for

opening the floor to discussion and timing discussion during the business meeting in order to facilitate an orderly progression of the meeting.

The Board adjourned for lunch 11:45-12:30.

The board reconvened and continued discussion on the aforementioned rules. Vice-President Downing moved to amend the proposed process such that the bylaws revision presentation by Jeff Darman be followed by a 40-minute question and answer session. The motion passed.

Vice-President Downing also moved to amend the proposed process such that if a discussion is warranted by the membership, a 15-minute discussion will be allowed on each bylaw revision with 3 minutes available to each speaker. The motion passed.

The next discussion focused on the floor nomination process. Director Epstein moved to accept the process as proposed by Dan Edwards. The motion passed.

### **Treasurer's Report**

Treasurer Novak presented the 2007 audited financial statements. He said no management letter was issued since we had complied with all the recommendations and requests of the auditors from the previous year. Treasurer Novak noted a surplus which indicated the success of our financial management. He reported on the 1<sup>st</sup>-quarter financial performance. He noted the ebb and flow of our cash balance, which matches our dues collections and premium payments in this period. There were no remarkable events. He reported on the investments. He noted the portfolio performance is better than the S&P 500 index. Executive Director Knaack noted the limited portfolio loss given the recent market downturn.

### **Executive Director's Report**

Executive Director Knaack reported on the success of our communication and marketing plan using Constant Contact. Unique visitors to our website increased from 80,000 to 95,000 in March after the launch of our first mass email blast announcing Footnotes online.

Executive Director Knaack noted a 50<sup>th</sup> anniversary ad in a major running publication. She noted an opportunity for us in youth coaching by partnering with the National Alliance for Youth Sports. The male and female winners of the San Francisco Half Marathon accepted the travel stipend to attend the RRCA 10 Mile National Championship event and placed as the top US finishes. Executive Director Knaack spoke on her efforts in planning this year's convention. She noted that we laid the groundwork for successful management at future events. She reported on other various efforts during the first quarter: championship database was launched, the State Reps Working Group revised the State Rep Handbook, and fundraising efforts are underway for Kids Run the Nation. She noted our investment portfolio is expected to market-perform so it will not be as

significant a source of program funding as last year. She reported on potential sponsors. She noted the success of the awards program in that almost all the winners are coming to the Annual Banquet. She noted areas for improvement in the awards program. Discussion followed on the possibility of removing some awards in favor of creating new awards that better match the efforts of clubs and runner demographics. Executive Director Knaack thanked President McLeod for her service and presented a gift from the Board to her.

### **New Business**

Director Bendy asked for time to discuss marketing the championship events. Executive Director Knaack noted that our record-keeping has not been adequate to recognize previous events and winners. The championship database project is intended to create a better archive of the events. She noted the development of a toolkit for marketing championship events. She also noted that securing sponsorship can be challenging.

Secretary Paige introduced discussion on the topic of performance evaluation for individual board members. She also noted the need for increased board membership from women. She noted that board members should commit as individuals to better meeting dynamics in order to attract diversity to our leadership opportunities.

Director Holmes presented a motion to create a policy that the Board approve all contracts prior to final signature by the Executive Director. Discussion followed and the motion failed with seven against and two in favor. The current policy on agreements approved by the Board in March 2007 remains in force.

President McLeod asked for any further business. There being none, she asked for a motion to adjourn. Brent provided such and the meeting adjourned at 4:00 PM.

Submitted by Lisa Paige, Secretary