

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

May 11-12, 2011  
Fredericksburg, Virginia

President Ayer called meeting to order at 2:10 PM at the Courtyard Marriott, Fredericksburg, VA

Roll Call: President Brent Ayer present  
Vice-President David Cotter present  
Secretary and At-Large Director Dan Edwards present  
Treasurer Dennis Novak – present  
Eastern Region Director Mark Grandonico present  
Central Region Director Mitchell Garner present  
Southern Region Director Lena Hollmann present  
Western Region Director David Epstein present  
At-Large Director Kelly Richards present  
Executive Director Jean Knaack present

President Ayer called for a motion to ratify the approval of December 2010 minutes that were approved via email. Director Edwards moved to ratify the approval of the minutes. The motion passed unanimously.

Director Epstein moved that the national awards presented by the selection panels appointed by the national office be ratified. Discussion followed and the following awards were ratified by unanimous vote of the Board.

Outstanding Club President of the Year

CHIP ALLMAN

River City Runners & Walkers - Parkersburg, VA

BROWNING ROSS SPIRIT OF THE RRCA

KEN BENDY

Former North Florida State Rep and Southern Region Director

OUTSTANDING STATE REPRESENTATIVE FOR 2010

GARY MORGAN

Michigan State Rep

OUTSTANDING VOLUNTEER OF THE YEAR

DINK TAYLOR

Huntsville Track Club - Huntsville, AL

OUTSTANDING YOUTH PROGRAM DIRECTOR

SUE BROWN-NICKERSON

Calumet Region Striders' Youth Program Chair, Valparaiso, IN

ROAD RUNNERS OF THE YEAR

Antonio Vega, Open Male  
Shalane Flanagan, Open Female  
Doug Goodhue, Male Master  
Stephanie Herbst-Lucke, Female Master

EXCELLENCE IN JOURNALISM AWARDS

Small Club Newsletter - *On Your Mark* - Editors Bruce Davis & Steve Amarillo  
Peninsula Track Club – Yorktown, VA

Large Club Newsletter - *THE LONG RUN* – Editor Lori Hawkins  
Pikes Peak Road Runners - Colorado Spring, CO

E-Newsletter - THE FOOTPRINT – Editors Lorraine and Kevin Wessels  
Lake Grapevine Runners & Walkers – Grapevine, TX

Club Writer of the Year- Mark Miller  
Lake Grapevine Runners & Walkers - Grapevine, TX

Journalism Excellence  
Tito Morales

OUTSTANDING BEGINNING RUNNING PROGRAM

STEP INTO RUNNING

Bea Sides Program Director, Omaha Running Club – Omaha, NE

OUTSTANDING CLUB WEBSITE AWARDS

Run USCG (Small Club & OVERALL) - runuscg.org  
Wicked Running Club (Large Club) - wickedrunningclub.com

RRCA ROAD RACE OF THE YEAR

12<sup>th</sup> ANNUAL INSIDE OUT SPORTS CLASSIC HALF MARATHON  
Race director, Aaron Quick – North Carolina Road Runners Club – Raleigh, NC

Director Richards moved to ratify the Runner Friendly Community designations for 2011 (inaugural). The following Runner Friendly Community designations were ratified by unanimous vote of the Board.

- Monterey Peninsula, CA - 2011 Outstanding Runner Friendly Community
- Wichita Falls, TX - 2011 Runner Friendly Community
- Dallas, TX - 2011 Runner Friendly Community
- Fredericksburg, VA - 2011 Runner Friendly Community

**President's Report:** President Ayer thanked Director Garner for chairing the RRCA Hall of Fame selection panel. Director Garner reported that while there was one member of the group

who objected to considering contributors to the sport, the committee recommendations for 2011 are:

- Bob Kennedy
- Alan Culpepper
- Julia Emmons

Director Garner moved to ratify the Hall of Fame inductees for 2011. The Board voted unanimously to ratify the induction of the three nominees and recognized with pleasure the inclusion of a contributor of long-standing to the RRCA and to the spirit of long distance running. The board encourages the regular consideration of candidates with similar qualifications and backgrounds.

**Treasurer's Report:** Treasurer Novak reported that 2010 had been another successful year financially. The audit completed by Murray, Jonson, White & Associates, Ltd., P.C. was provided to the Board with a completely clean report. The 990 tax return will be prepared and provided to the Board for review prior to filing. After a discussion of the appropriate disposition of the 2010 surplus, Treasurer Novak moved that \$50,000 from the 2010 net profits be restricted by the Board and allocated to the Board Restricted State Reps Fund and that \$50,000 be restricted from the 2010 net profits and allocated to the Board Restricted Operating Reserve Fund. The motion passed unanimously.

**Regional Directors' Reports:** Each regional director commented on activities in their state including championship event updates and state representative status.

**Executive Director's Report:** Executive Director Knaack discussed the following: status of the race director certification program; coaching certification program; and an insurance program developed specifically for one potential market segment. Director Knaack outlined that there were many challenges in pursuing the additional insurance program and recommends tabling it for the rest of the year. Director Knaack presented the 2012 National Championship race bids. Discussion followed especially focused on the marathon distance. Following discussion Director Grandonico moved to accept the recommended slate of 2012 National Championship race bids pending acceptance by the indentation for the 10K race. The motion passed by unanimous vote.

- Woodstock 5K - Anniston, AL
- 13th Annual Inside Out Sports Classic 10K - Cary, NC
- Presidio 10 (Mile) - San Francisco, CA
- Germantown Half Marathon - Germantown, TN
- ING Hartford Marathon - Hartford, CT
- Oil Creek 100 Trail Runs - Titusville, PA

Vice President Cotter reported the Fund Raising Committee had met with Charles Birdie from Lead2Succeed to discuss the next steps in the process of developing a formal fund raising program for the RRCA. The committee had discussed that while the goal is to develop a fundraising strategy and process for the RRCA, there is also a need to develop the culture,

awareness and expectation of financial support from Board and other supporters. The committee will be convening regularly (approximately every two weeks) via phone conference and other board members who wanted to participate were welcome.

Director Garner presented a proposed Membership Review Process to provide the Executive Director with a structure for handling potential issues with member clubs or events whose actions, including but not limited to adherence to RRCA race guidelines, RRCA policies, and actions relative to other members, could be appropriately sanctioned with proper appeal procedures. Consensus regarding modifications to the guidelines was developed and Director Garner agreed to bring the policy back to the Board when the Board reconvened the next day.

The board held an executive session with the executive director invited to discuss human resource management issues for the RRCA.

Executive Director Knaack reported that there was no current signature authority on file for the RRCA's 403(b) retirement plan available to staff. Director Garner moved to name Executive Director Jean Knaack as the official signatory for the Road Runners Club of America's 403(b) Plan as the Plan Administrator. Motion passed unanimously.

Meeting recessed at 5:45 PM

The meeting reconvened at 9:00 AM Thursday, May 12th with all members present

Bids to host the 54<sup>th</sup> RRCA Convention for 2013 were received from Albuquerque, NM and Salem, MA. Both bids were presented by RRCA member clubs with demonstrated support from the communities. The Board went into executive session to discuss the bids. The bid was awarded to Albuquerque, NM.

Director Garner then presented the revised, proposed policy on the Membership Review Process, now titled "Membership Accountability Process." After discussion and verification all the changes discussed in the earlier session had been incorporated Director Garner moved for approval and the policy (attached) was passed unanimously by the Board.

Director Epstein moved that the meeting be adjourned. Motion passed unanimously. Meeting adjourned at 11:40AM.

Respectfully Submitted by Dan Edwards, Secretary

# **ROAD RUNNERS CLUB OF AMERICA**

## **Membership Accountability Process**

### **I. Goal of Membership Accountability Process**

The goal of the membership accountability process is to establish a grievance procedure that can be used by the Road Runners Club of America (“RRCA”) to review and address actions by a member organization that do not comply with the RRCA’s rules of governance.

### **II. Grounds for Initiation of Membership Accountability Process and Discipline of Member Organization**

The following actions are grounds for the initiation of the RRCA’s membership accountability process:

1. The member organization has violated the RRCA’s rules of governance, including the RRCA’s bylaws, operating regulations, operating policies, or any other operational guidance with which member organizations are required to comply.
2. The member organization has hosted an event in violation of the RRCA’s standards for the safe conduct of events.
3. The member organization has engaged in conduct that—
  - A. constitutes a breach of ethical behavior by a member organization;
  - B. denigrates the RRCA’s reputation; or
  - C. otherwise jeopardizes the RRCA’s programs, resources, or financial security.
4. The member organization has engaged in conduct that, in the opinion of the Executive Director, in consultation with the Board of Directors (“Board”), is unbecoming of a member organization and rises to the level of a serious infraction of RRCA policies not otherwise prescribed by existing documents, rules, policies, or procedures.

### **III. Initial Determination of Potential Violation**

The Executive Director shall make an initial determination that grounds exist for the initiation of the RRCA’s membership accountability process. Within a reasonable time after making such determination, but not longer than ten (10) business days, the Executive Director shall advise the Board concerning the matter and provide the Board with a summary of the relevant facts.

#### **IV. Notice of Violation to Member Organization**

Following consultation with the Board, the Executive Director shall provide written notice by certified mail, return receipt requested, to the member organization concerning the member organization's alleged violation under II. above. Such notice shall include a summary of the relevant facts, make reference to the specific rule(s) that the member organization is alleged to have violated, and, in appropriate cases, prescribe a remedy and a deadline for the member organization to address the rule(s) violation.

#### **V. Opportunity for Member Organization to Respond/Remedy Violation**

Within thirty (30) days after receiving written notice as prescribed in IV. above, the member organization shall have the opportunity to file a written response to the Executive Director's notice of an alleged rule(s) violation. Upon request, and for good cause, the member organization may request a reasonable extension to give the member organization additional time to file its response and, if applicable, remedy a rule(s) violation.

#### **VI. Review of Member Organization's Response to Notice of Violation**

Upon the member organization's filing of its written response, the Executive Director shall review the response and determine whether the member organization has satisfactorily remedied the rule(s) violation. If the member organization has failed to satisfactorily remedy the rule(s) violation, the Executive Director shall provide written notice to the member organization by certified mail, return receipt requested, of such failure, with a warning of potential sanctions against the member organization for failing to remedy the rule(s) violation.

#### **VII. Appeal from Adverse Determination by Executive Director**

If the member organization disagrees with the Executive Director's determination upon review and/or the potential sanctions against the member organization for failing to remedy the rule(s) violation, the member organization may, within thirty (30) days after receiving written notice pursuant to VI. above, file a written request for a full hearing before the Board to appeal the Executive Director's determination. Such hearing shall be conducted at the next regularly scheduled Board meeting or sooner, if necessary, by a convening of the Board by conference call, on a date and at a time to be set by the Board. All expenses of the member organization for attendance at the Board meeting shall be borne by the member organization. At the hearing, the member organization shall be afforded the opportunity to present evidence on its behalf regarding the rule(s) violation and the potential sanctions for its failure to remedy such violation. Following such hearing, the Board shall convene in executive session to review the member organization's appeal and make a determination regarding the matter.

#### **VIII. Board's Determination Following Appeal and Sanctions upon Finding of Violation**

Within thirty (30) days after the conclusion of the appeals hearing in VII. above, the Board shall provide written notice by certified mail, return receipt requested, to the

member organization concerning the Board's determination upon appeal. The Board's determination shall be final and non-appealable.

If, after such appeals hearing, the Board concurs in the Executive Director's determination, the Executive Director shall impose such sanctions, including probation, suspension, or expulsion, as the Executive Director, after consultation with the Board, deems appropriate. No member organization may be expelled from the RRCA without approval of at least two-thirds of the Board.

If, after such hearing, the Board does not concur in the Executive Director's determination, the Board shall remand the matter to the Executive Director for further proceedings, with recommendations for such further action as the Board deems appropriate.