

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

September 16-17, 2011

Arlington, Virginia

Vice President Cotter called meeting to order at 12:05 PM at the Chrystal City Marriott, Arlington, VA

Roll Call:

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 Bailey Penzotti present
At-Large Director Kelly Richards present
Executive Director Jean Knaack present
President Brent Ayer absent, attending to family business

Vice President Cotter called for a motion to ratify the minutes from the May 11-12, 2011 meeting that were approved via email. Director Edwards moved to ratify the approval of the minutes. The motion passed unanimously, Director Penzotti abstaining.

Director Garner moved that the 2011-2012 Roads Scholars grantees selected by the Roads Scholar Selection Panel be ratified. Motion passed unanimously. Grantees include: Tyler McCandless, Megan Duwell, Lex Williams, Megan Armstrong, Bobby Mack, and Megan Hogan.

Director Richards moved to ratify the second round of Runner Friendly Communities (RFC) selected by the RFC Selection Panel. Motion passed unanimously. RFC's included: Allen Park, MI; Carson City, NV; Decatur, IL; Knoxville, TN; Lawrence, KS; Lynchburg, VA; Missoula, MT; Salem, MA, Woodlands, TX and Reading, PA.

Vice President's Report: Discussion was held concerning an email received by President Ayer from Bob Platt outlining a recommended bylaw change to allow State Reps to vote at the annual meeting. No action was taken, as the bylaw change recommendation did not speak to a recognized voting class of the membership but rather to volunteer representatives of the RRCA. It was the opinion of the board that the role of the State Rep is to serve as an impartial body that can carry proxies for voting members in their state. It was also agreed that State Reps could join as individual members of the RRCA to vote according to that membership category.

Director Grandonico noted that he had accepted the appointment by President Ayer to chair the 2011 Executive Director Review and Compensation Committee. President Ayer will appoint the other members of the committee before November. President Ayer will also be appointing the nominating committee in accordance with the procedures outlined in the bylaws.

Treasurer's Report: Treasurer Novak presented the financial reports through July 31, 2011. Financial health is good as revenues were trending ahead of budget and expenses were at or under budget.

Regional Directors' Reports: Each regional director commented on activities in their states including championship event updates and state representative status. There was discussion on State Rep duties, and there was consensus from the Board that regional directors are empowered and expected to appoint new State Reps as needed to ensure a high degree of involvement by these volunteers.

Executive Director's Report: Executive Director Knaack presented her third quarter report on communications, fund raising/sponsorship/partnerships, memberships, convention, programs and administration.

Executive Director Knaack reviewed a historical perspective and current operations of the RRCA Coaching Certification Program. She introduced Randy Accetta, Ph.D. who presented an Independent Review of the Coaching Course he attended in Colorado, which had been commissioned by the RRCA Board of Directors. Dr. Accetta is an award winning college professor with a great deal of running experience. Dr. Accetta provided an overview and critique based on his experience attending the course, taking the exam, interacting with current course instructors, and he provided a review of the materials presented in the course. After considerable discussion, the Board re-affirmed its desire to invest RRCA net assets in its Coaching Certification Program, however the distribution of those funds as outlined in the 2010 Board Resolution relating to the program would change and no longer support the creation of a coaching textbook. Director Penzotti moved to delegate that Executive Director Knaack is to direct all future development aspects of the coaching certification program including setting course schedules and fees, upgrading the course materials and delivery method to meet board expectations as outlined in Dr. Accetta's report, and to improve the quality, delivery method, and management of the coaching certification process overall through any staffing changes deemed necessary by Executive Director Knaack. Motion passed unanimously.

Dues rates for RRCA membership categories were discussed. Director Edwards moved that there should be no dues increase for 2012 for clubs, events and individuals. The motion passed unanimously. 2012 insurance rates for club members will not increase but event member rates have not been finalized yet for 2012. Executive Director Knaack presented the rates for the corporate supporter membership levels and benefits for 2012 as follows: Bronze \$100, Silver \$500, Gold \$1,000, Platinum \$1,600. It was agreed that \$600 of the platinum memberships

would be forwarded to the convention organizers as payment for an expo table and convention registration less meal package for the corporate member. Director Hollmann moved to approve the corporate membership rates as presented. The motion passed unanimously.

Executive Director Knaack stated her initial thoughts for 2012 goals and priorities including the coaching certification program and the race director certification program. The fund raising program roll out would also be planned. Board members were asked for consensus or additional items.

Meeting recessed at 5:00 PM.

Meeting called back to order on Saturday morning at 8:45 AM. Additional discussion by the Board confirmed consensus on the preliminary priorities and goals for 2012. A brief discussion was held concerning if the Women's Distance Festival should remain a program of the RRCA or be removed from the program section of the RRCA website. After discussion a motion was made by Director Edwards to remove the Women's Distance Festival from the Program section of the website and simply reference the history of the Women's Distance Festival in the History section of the website. The motion passed unanimously. The RRCA will continue to maintain the trademark for the Women's Distance Festival to protect the mark for the members that host these events annually.

The Fundraising Task Force (FRTF) presented the following recommended policies for the Board to adopt to improve the fundraising procedures for the RRCA. Discussion was held pertaining to each item. Director Garner moved to approve the policies as presented. The motion passed unanimously.

Gift Acknowledgement Policy - *The RRCA will follow IRS guidelines for acknowledging gifts. Furthermore the RRCA will mail via US postal service a thank you letter within a timely manner for all cash and in-kind contributions for all gifts. For contributions for \$500 and over, the National Office will work with Regional Directors to send additional thank you notes to donors in their region. For contributions from \$1,000 and over, the National Office will work with the President to send additional thank you notes to donors and organize a call with major donors giving \$5,000 and over.*

Donor Recognition Policy – *The RRCA will list all donors on the website and in the RRCA News following the close of the fiscal year. All donors will be listed in the annual report with notations based on gift levels. Donors giving \$100 and above will be listed in the Inside Track issue that is mailed after the close of the fiscal year. The RRCA National Office will work to publically acknowledge donors throughout the year as opportunities arise.*

Gift Acceptance Policy – *The RRCA accepts all cash gifts, which includes cash, credit cards, personal checks, cashiers checks, and stock gifts (see stock gift policy).*

Stock Gifts - *The RRCA will accept gifts of stock from donors. The board approved brokerage firm has been authorized to handle such transactions for the RRCA. The*

RRCA will communicate arrangement to the donor for stock gift transfers. The RRCA will give recognition to the donor for the number and description of shares of stock received, but not the dollar value. The RRCA will acknowledge the high/low/close stock price as of the date of the gift. The RRCA will consult with the point of contact at the board approved brokerage firm to review the stock. If he does not recommend including the stock as part of the RRCA investment strategy, then the stock will be expeditiously converted into cash and re-invested following the board approved investment strategy or as outlined by the donor.

Personal Property Gifts – *Acceptance of all gifts of personal property will be at the discretion of the ED who may from time to time review items with the Board before acceptance.*

Donor Naming Opportunity Policy – *When appropriate the RRCA Board may elect to name programs in honor of major donors and the Board may determine the length of time for naming of a program based on the value of the gift.*

Corporate Support Policy - *The RRCA will accept corporate support only for activities that are consistent with the RRCA's mission and values, but the RRCA will not accept sponsorship from tobacco products.*

Gift Recording Policy - *All contributions excluding in-kind contributions (see Gift in-kind policy) will be recorded in accounting and the RRCA member database.*

Gift In-Kind Policy – *The RRCA will thank all in-kind gifts in accordance with IRS regulations. The RRCA will work with their independent audit firm to account for in-kind contributions following IRS regulations.*

The FRTF also reviewed the Case for Support document. As part of reviewing the Case for Support the FRTF recommended revising the mission statement to better reflect the importance and impact the mission of the RRCA has on the running community in the US. The following revised statement was presented and discussion followed. Director Grandonico moved to approve the following mission statement for the RRCA:

The mission of the RRCA is to promote the sport of running through the development and growth of running clubs and running events throughout the country. The RRCA supports the common interests of runners of all abilities during all stages of life by providing education and leadership opportunities along with programs and services that benefit all runners.

The motion passed unanimously.

Executive Director Knaack asked each board member to review the Case for Support with someone in their club to see if the language about RRCA programs was compelling and if the language would entice someone to support the RRCA financially. The board will report back at the January meeting with recommendations for updating the Case for Support to ensure RRCA

messages about programs are compelling. The Case for Support also outlines the fundraising priorities for the RRCA, which includes the Annual Program Fund, the Kids Run the Nation Fund, and the Roads Scholar Fund. The Annual Program Fund is for unrestricted annual contributions to support overall RCCA activities, such as State Reps program, National Running Awards, Runner Friendly Community and businesses, Run@Work Day, and other unfunded programmatic activities.

The FRTF reviewed the donor priorities and prospects and recommended strategies for engaging these donors and soliciting contributions from these donors.

The meeting adjourned at 1:30 PM

Respectfully Submitted by Dan Edwards, Secretary.