

## **MINUTES OF THE BOARD OF DIRECTORS MEETING**

Road Runners Club of America  
Wednesday, August 10, 2005

The Board of Directors of the Road Runners Club of America (RRCA) met in regular session via teleconference on Wednesday, August 10, 2005. The following Officers and Directors were in attendance: President Bee (Andrews) McLeod; Vice-President Tom Downing; Directors Brent Ayer, Bob Holmes, Beth Onines, Lisa Paige, John Farrow, David Epstein, David Williams, and Chuck George. Also present was Executive Director Jean Knaack. Absent were Directors Chuck George and Bob Holmes. Due to other commitments, David Williams left the teleconference at 7:27 p.m. EDT.

President McLeod called the session to order at 7:06 p.m. EDT and welcomed new Executive Director Knaack.

### **Approval of Minutes from the June 9, 2005, Board of Directors Meeting.**

Director Epstein moved and Director Paige seconded to approve these minutes as presented. The motion passed by unanimous voice vote, with no abstentions. Executive Director Knaack will have them posted to the web site.

**Directors Reports.** President McLeod, on behalf of the RRCA, sent a note of well wishes to Bob Osler, a long time RRCA supporter. Mr. Osler suffered a medical problem during a race the end of July, from which he has mostly recovered. President McLeod offered special thanks to Directors Ayer and Paige for their help with the Executive Director search and selection process and office support. President McLeod is working a communication process with Executive Director Knaack to ensure she is getting the support she needs in these early days of her tenure.

**Review of RRCA Financial Status.** President McLeod offered a quick report on the Secretary-Treasurer's position. She is corresponding with a former CPA from the Chicago area who has expressed an interest in supporting the RRCA in this role. Executive Director Knaack met with our CPA who has been supporting our organization for the last few months. Financial statements will be ready to be published in the very near future; for the record, there do not appear to be any major concerns at this time. Executive Director Knaack plans to be able to include end-of-July financial statements in one of her reports at the end of August. At our next meeting, she will speak about investment strategies for cash on hand.

**Review of RRCA Privacy Policy.** Our proposed policy closely mirrors USATF's privacy policy. It was developed by Heidi Abegg, our proposed legal counsel. Some large clubs are choosing not to renew without a privacy policy being put in place. Vice-President Downing moved and Director Epstein seconded, to adopt

the policy as presented. The motion passed by unanimous voice vote, with no abstentions. The policy will be posted on the RRCA web page.

### **Board Resolutions.**

- Authorization to add Executive Director Knaack as a signer to all bank and investment accounts. In so doing, we will remove Past Executive Director Becky Lambros and Past Secretary-Treasurer Todd Neville at the same time. Director Williams moved, and Director Paige seconded, that the motion be approved. A voice vote was taken, and it passed by unanimous voice vote, with no abstentions.
- Approval of engaging Heidi Abegg, Esq., as legal counsel for RRCA. This proposal would move the legal burden off of Director Williams' and Director Farrow's shoulders. Abegg's law firm represents nonprofits and she personally has experience in the AARC-RRCA proceedings. Her proposed fees are reasonable. Director Epstein moved, and Director Paige seconded, that the motion be passed. It passed by unanimous voice vote, with no abstentions.

**Executive Director Reports.** There already appear to be several sponsor prospects. Executive Director Knaack gave special thanks to Director Ayer for his help with the office management transition; his support made Executive Director Knaack's start on the job a lot easier. Executive Director Knaack requested that the board review and provide feedback on a statement she has developed that outlines the RRCA's mission, vision and values. She sees this statement as a tool that can be used to measure progress toward achieving objectives and other performance metrics.

Membership renewal is a major task on the office's horizon. Executive Director Knaack reported that by the end of next week, emails will be sent to State Reps asking them to validate clubs in their respective jurisdictions. The office will assemble necessary printed materials, with mailings to be sent by September 26. At the time of the renewal mailing, the office will also send out an email blast alerting the clubs that the packages should be arriving soon. Executive Director Knaack met with Jim DiSciullo about the database and he has various redesign tasks that will help the database better support our needs. Director Ayer suggested that the system be field-tested by a couple State Reps before it is rolled out; Director Paige stated that this is already in the works. Executive Director Knaack reported she could not find evidence of state charitable registration filings. She is concerned that we do national-level fundraising for Roads Scholar and perhaps other programs, but we are not legally registered to raise funds in any of the states. Executive Director Knaack said she will work with legal council to resolve this issue.

Executive Director Knaack presented a proposal on a discounted rate for clubs to get access to BoardSource resources. BoardSource is a great warehouse of information and guidance for member clubs and associated governance issues.

Executive Director Knaack asked for clarification on a \$25 late fee that has been assessed for late membership applications. After discussion, the Board agreed that it would not pursue a late filing fee at this time. Additionally, there is a statement on our web site concerning a 50% discount for those joining the RRCA after June 30; after discussion, it was agreed that this statement should be removed or altered. There was clarification that clubs that renew after June 30 cannot get Directors and Officers (D&O) insurance for the year and perhaps this is the reason for the discount statement. Director Ayer stated he thought we prepaid D&O insurance for 650 clubs. We will consider this further.

Executive Director Knaack reported on the telephone contact she has made with our sponsors over the last few days. Dermik is very happy with our sponsorship relationship so far. Dermik was recently purchased by a new organization, and Executive Director Knaack spoke with them. There was conversation about continuing/renewing their sponsorship at a similar level in 2006. She also spoke with Gatorade and they are similarly happy with us; there was discussion about increasing their level of involvement. More time is required on the Michelob Ultra sponsorship. Initial discussions are taking place with Fuelbelt, Inc. And, Executive Director Knaack took a call from Genentech who expressed an interest in sponsoring/underwriting road race events. This sponsorship category (pharmaceuticals) will require a detailed review as it brings a lot of potential. Director Farrow suggested that we refer them to some of our more active member clubs, and Executive Director Knaack said she planned to bring this up with some of the State Reps. The Board is in favor of pursuing this proposal.

There are two businesses who have expressed interest in helping support the updating and reprinting of our safety brochure.

Executive Director Knaack is considering a resurrection of Run-to-Work Day with a possible fit with the Balance Car community grant program. It would provide \$25,000 in seed money to help local clubs market an RRCA Run-to-Work Day. The Board did not see this as a high priority but worthy of pursuing, nonetheless.

Executive Director Knaack also reported that she has spoken with numerous reporters. RRCA will be in the November issue of Fitness Magazine, the subject of the article will concern selection of running shoes. The Wall Street Journal is launching a new section on fitness and health, and Executive Director Knaack spoke with one of their editors today. She also did a quick interview with Shape Magazine about running barefoot.

**Convention Update.** The Houston Striders' Board has approved their submission of a 2006 convention proposal; the event would take place in early

March. The New Orleans Track Club has offered to host the 2006 convention as well should be interested. Following discussion, Director Epstein moved, and Director Farrow seconded, to hold the 2006 RRCA National Convention in Houston, Texas, next March. A vote was taken and the motion passed by unanimous voice vote, with no abstentions.

**Communications.** Our quarterly membership publication, Footnotes, should see a reintroduction as early as late October-early November. We plan to outsource ad sales, printing, and mailing. An RFP for these services is forthcoming. Realistically, we aspire to break even from a cost perspective. President McLeod noted that the national office is going to take a leadership role in this effort and in our web site redesign of the web site, with supporting work being done by committees as needed.

With regard to web site redesign, Executive Director Knaack reported that she has spoken with Webmaster Warren Finke. Warren is seeking direction in what changes need to be made. Our current agreement with Warren expires at the end of this year. The Board is fine with Executive Director Knaack leading this effort.

With regard to "Keeping Pace", this was a product started by Ed Demoney during his interim Executive Director appointment. President McLeod and Executive Director Knaack will discuss the matter in further depth off-line.

**Road Race Management Conference.** Executive Director Knaack will attend this year's RRM conference in Ft. Lauderdale this fall.

**Scheduling future Board of Director Meetings.** Will be handled via email.

**New Business.** None noted.

**Closure.** There being no further business to come before the Board, the session was brought to closure at 8:30 p.m. EDT by President Bee McLeod. Director Epstein moved, and Director Farrow seconded, that the session be adjourned. A vote was taken and the motion passed by unanimous voice vote.

Respectfully submitted,

David B. Epstein  
Director-at-Large  
Road Runners Club of America