

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

Friday and Saturday, January 19 and 20, 2007

On the above-specified dates, the Board of Directors of the Road Runners Club of America (RRCA) met in regular session in the Piedmont Room of the Courtyard by Marriott Arlington Crystal City/Reagan National Airport, 2899 Jefferson Davis Highway, Arlington, Virginia. The following Officers and Directors were in attendance for the Friday afternoon session:

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	Arrived at 3:27 p.m. EST	
Southern Region Director Ken Bendy	X	
Central Region Director Beth Onines	X	
Western Region Director Lisa Paige	X	
A/L Director Bob Director Holmes	X	
A/L Director John Farrow	X	

Also present was Executive Director Jean Knaack.

A quorum being present, President Bee McLeod called the session to order at 3:07 p.m. EST.

Approval of November 15, 2006, Board Meeting Minutes. President McLeod noted the inclusion of the decision to use a competitive bidding process for the 2008 and 2009 national conventions. Director Farrow moved to approve the minutes as amended. The result was a unanimous voice vote in favor of the motion, with Director Ayer not yet present.

The Board will meet in executive session in December 2006. Minutes of executive sessions are not recorded.

Rules for Debate. Director Ayer presented a motion for the rules governing debate during the meeting, the details of which had been disseminated to the Board prior to the meeting. Director Ayer moved to adopt the rule as presented.

A voice vote was taken. The result was a unanimous vote in favor of the motion. All Officers and Directors were present for this vote.

Awards Committee. Discussion was held concerning the Awards Program and the bylaws provision which states in Article II.E *To Make Awards*. Director Holmes moved that the Board of Directors adhere to Article VII.D *Provide an awards program for its members*; wherein any future policy or decision relating to the awards program is subject to review and approval by the Board of Directors. Discussion followed. Director Holmes withdrew his motion. Vice President Downing moved that the awards program be delegated to the Executive Director with oversight by the Board of Directors. Discussion followed. Director Bendy amended the motion to clarify oversight as the Executive Director would provide an annual report back to the Board describing the awards program challenges and opportunities for improvement and the slate of final awardees for ratification. A vote was taken on the amended motion, and the result was a unanimous voice vote in favor.

Legal Committee. At the August 16, 2006 meeting of the Board, the President announced the decision to disband the legal committee. Discussion was held regarding history, scope, and future of the legal committee and legal responsibilities of the board. Director Epstein moved that the Board create a Legal Committee for the purpose of providing legal oversight, and that no Director or Officer can serve on the Legal Committee. There was discussion on the motion. For the record, Executive Director Knaack recommended the use of paid legal counsel and to adopt and follow the proposed "Whistleblower Policy" to address disagreement with legal counsel advice. If the Board voted to adopt the motion, then Executive Director Knaack recommended clear definition of the Legal Committee roles and responsibilities, as well as defining the nature and scope of her relationship with the committee. A vote was taken on the motion to create a legal committee, producing the following results: two in favor, four against, and three abstained. The motion failed.

RRCA Financial Status. Executive Director Knaack reported on the projected year end financial status for Fiscal Year 2006. The annual independent audit will start on January 23rd. Audit Chair Irv Newman will meet in person with the audit manager of the independent audit firm.

Executive Director's Report. Executive Director Knaack presented an update on the office space search. She has engaged an experienced commercial realtor and several properties have been toured.

Executive Director Knaack reported on an incident of trademark infringement. Executive Director Knaack worked the matter with legal counsel, sent a letter of notice and the issue seems resolved to our satisfaction.

Executive Director Knaack reported on the status of the partnership with MeraStar and the opportunity with Met Life. Both partners will develop RRCA branded materials to circulate to the RRCA members. Royalties from participation will be given back to the RRCA.

Executive Director Knaack reported on sponsorship opportunities being pursued. At the end of 2006, we received an additional contribution to the State Representatives' Convention Fund. We also received a restricted contribution from Sharlee and David Cotter in the amount of \$5000 along with a donor agreement committing another \$5000 based on matching funds raised.

Directors' Reports.

Vice President Downing reported that the Regional Director's Handbook draft has been disseminated to the Board for review and comment. He thanked Director Bendy for his support in creating the document. Vice President Downing noted that a similar effort should be undertaken for the At-Large Directors. Discussion closed out with the intent to roll out the Regional Director's Handbook by the National Convention in March. Comments from the Board are due to Vice President Downing no later than February 1.

Director Ayer announced that he has appointed a State Rep for Vermont. He continues to work on 50th anniversary items.

Director Onines reported filling State Rep positions for Illinois, Minnesota, and Indiana. Several Central Region locales have expressed interest in holding the 2008 convention.

Director Bendy reported on the Southern Region Championship events.

Director Paige reported on Western Region Championship events. Director Paige outlined the rationale for not awarding an Outstanding State Representative from the Western Region this year.

Convention Update. The scheduling of convention sessions and speakers are practically complete. Executive Director Knaack asked the Board to study the detailed schedule for the convention. The Board will meet all day on Wednesday. Convention bid presentations will be allowed and the Board will make a decision on 2008 and, hopefully, 2009. The Club College program will be offered at this year's convention, a new concept that sprang forth from discussions with some State Reps. A request was made for silent auction items to be brought to the convention.

Recess. There being no further business to come before the Board, the session was recessed at 8:03 p.m. EST by President Bee McLeod. This action was

based upon a motion by Director Epstein, which was seconded by Treasurer Novak. It passed by unanimous voice vote.

The session will be reconvened at 8:00 a.m. EST, Saturday, January 20, 2007.

Call to Order. President Bee McLeod reconvened the Board Meeting at 8:04 a.m. EST on Saturday, January 20, 2007. All aforementioned Officers and Directors were in attendance; with the exception of Director Farrow (Director Farrow joined the meeting at 8:46 a.m. EST). Also present were Executive Director Knaack and Programs Director Jessica Sleight.

Director Ayer departed the session at 4:28 p.m. EST.

At 8:05 a.m. EST, Director Epstein made a motion to move into Executive Session. A vote was taken and the motion passed by unanimous voice vote of the Directors and Officers present.

At 10:19 a.m. EST, Treasurer Novak made a motion to terminate the executive session and move back into regular session. The motion passed by unanimous voice vote.

President's Report. President McLeod tasked Secretary Epstein to oversee the proxy process in accordance with the bylaws and Virginia code. Director Epstein will work with Executive Director Knaack, in a supporting role, on this matter. A recommendation was made to contact Heidi Abegg for discussion of any peculiarities associated with Virginia corporate law. Dan Edwards has agreed to preside as Parliamentarian at the 2007 annual meeting.

The schedule and effectiveness of monthly teleconferences was discussed and will be further discussed at the March Board meeting in Chicago.

2007 Objectives & Budget. Treasurer Novak has reviewed the proposed 2007 budget and made comments. Executive Director Knaack reviewed highlights of the proposed objectives and budget. A recommendation was made for the development of a youth coaching program. After discussion, Treasurer Novak moved to approve the FY-2007 budget as submitted by Executive Director Knaack. Following discussion, Treasurer Novak rescinded his motion. Treasurer Novak then made another motion to accept the FY-2007 budget as presented, with the exception that it be adjusted to reflect revised payroll expenses for FY-2007 as approved in the Executive Session. The result of the vote was unanimous in favor of the motion. The 2007 Budget as amended was approved.

2006 National Awards. Programs Director Jessica Sleight reported on the results of the Awards Committee, as follows:

Award Name	Name of Recipient	RRCA Club/Other Affiliation
E- Newsletter	"News Run", Sandy Walton	Maine Track Club
Small club newsletter	"Houston Stridelines"	Houston Striders
Large club newsletter	"On The Fly"	New York Flyers
Road Race of the Year	Vulcan 10-K Run	Birmingham Track Club
Male Runner of the Year	Jon Williams	Gold Coast Runners
Female Runner of the Year	Mindi Rice	Lake Grapevine Runners and Walkers
Master's Male Runner of the Year	Sean Wade	Kenyan Way
Master's Female Runner of the Year	Sarah Keller	Yellowstone Rimrunners
Journalistic Excellence	Jonathon Beverly	Running Times Magazine
Club Writer	Michael Shafai	Pikes Peak Road Runners
Scott Hamilton Club President	Len Goldman	Lake Merritt Joggers & Striders
Rod Steele Volunteer Award	Janet Nissenson	San Francisco DSE
Outstanding State Rep	Ron Macksoud	Alabama State Rep
Kurt Steiner Children's Development Award	Mary Klaff	Reston Runners
Nina Kusic Women's Award	Georgia Hagen	North Carolina Roadrunners Club
Browning Ross "Spirit of the RRCA" Award	Harold Tinsley	Huntsville Track Club
RRCA Hall of Fame	Judi St. Hilaire and Jenny Spangler	

Vice President Downing made a motion to ratify the 2006 RRCA National Award recipients as presented. A vote was taken and the result was unanimous in favor of the motion.

Required Sarbanes-Oxley policy adoption. The Board had been given whistleblower protection and records retention & destruction policies to review in preparation for this Board meeting. The Board needs to adopt these as official policy in order to be in compliance with the provisions of the Sarbanes-Oxley Act that apply to nonprofit organizations. Director Farrow recommended edits to the policy. Director Epstein moved to adopt the whistleblower protection policy as amended. A vote was taken and the result was unanimous in favor of the motion. Director Farrow moved to adopt the records retention/document destruction policies as presented. A vote was taken and the result was

unanimous in favor of the motion. These policies will be posted on the web site under the "Resources" tab for affiliate members to adopt.

Criminal background checks. Executive Director Knaack discussed a proposed criminal background check guideline that clubs could use for persons engaged in working with youth or those handling funds on behalf of a club or event. Discussion was held. Director Paige moved to adopt the guideline as presented. A vote was taken and the result was unanimous in favor of the motion. This guideline will be posted on the RRCA website for adoption by members. A service for conducting criminal background checks will also be provided to members as a resource.

Performance-Enhancing Drugs. Director Holmes made a motion to revise the RRCA Values to include the following statement: "We support the Zero Tolerance Policy for the use of performance enhancing drugs in the sport." A vote was taken and the result was unanimous in favor of the motion.

National Long Distance Running Hall of Fame. Executive Director Knaack discussed the status of the Hall of Fame located in Utica, NY presented at an earlier meeting. A draft financial plan was presented to aid discussion. Following discussion the Board decided to take no further action to incorporate the Hall of Fame.

RRCA Championship Bid Form. Discussion was held about the Championship Events and more specifically a residency requirement. After discussion it was determined that National and Regional events would be "all comers" with no residency requirements. It was further decided that residency requirements for State Championships would be at the discretion of the RRCA State Rep. The Board has a neutral position with respect to races that become championships of both the RRCA and USATF. The Board is in agreement that an event can have only one RRCA Championship status in the same year, e.g., a race cannot be an RRCA state championship and a regional championship in the same year. The Board does not support the concept of charging an application fee for state and regional championship races. No changes were recommended for the national championship fees.

RRCA Travel Reimbursement Policy. Treasurer Novak shared a proposed travel reimbursement policy at the request of the President. Discussion followed, resulting in a suggested revision to require submission of travel reimbursement requests to the National Office within two weeks of incurring expenses. Director Epstein moved to adopt the travel reimbursement policy as amended. A vote was taken, the result of which was unanimous in favor of adopting the policy.

2007 Meeting Schedule. The Board discussed the concept of holding a fourth in-person meeting in 2007. The budget, approved earlier in the session, provided for three in-person meetings in 2007 (one at convention, and two

others). The monthly teleconference Board meetings after the convention will cease unless a critical issue presents itself. Director Holmes moved that we reconsider our action approving the budget for 2007. A vote was taken and the result was a unanimous vote in favor of the motion. Treasurer Novak moved to approve the 2007 budget as amended to provide for four in-person Board meetings, and approved adjustments to the salary line item. A vote was taken and the result was unanimous in favor of the motion. The 2007 budget was approved as amended.

Legal Affairs. Director Farrow offered the legal affairs memo for discussion that was tabled from the October 18, 2006 meeting as a means to help clarify the Executive Director's role in the management of RRCA's legal responsibilities. Discussion followed concerning the proposed policy clarifying roles and responsibilities with regards to agreements. No action was taken on the proposed policy. The item was tabled until a future meeting. Director Farrow was tasked with revising the proposed policy based on discussion points and mutually agreed upon thresholds.

Discussion on the other proposed policies, i.e., code of ethics, official spokesperson, and confidentiality, was tabled to a later session.

Closure. There being no further business to come before the Board, the session was adjourned at 4:58 p.m. EST by President Bee McLeod. Director Bendy moved to adjourn, and Director Epstein seconded the motion. The motion passed by unanimous voice vote.

Respectfully submitted,

David B. Epstein
Secretary
Road Runners Club of America