

**Road Runners Club of America
Minutes of the Board of Director Meeting
Tuesday, November 8, 2016
Teleconference**

President Garner called the meeting to order at 8 p.m. A quorum was present.

Roll Call:

Mitchell Garner, President, present
Jean Arthur, Vice president, present
Treasurer, Craig Minyard, present
Eastern Region Director, Dwight Mikulis, present
Central Region Director, Sue Brown-Nickerson, present
Southern Region Director, Ron Macksoud, present
Western Region Director, George Rehmet, present
At-Large Director, Kelly Richards, present
At-Large Director, Joan Samuelson
Executive Director, Jean Knaack, present

Minutes

President Garner called for approval of the minutes from the October 8 meeting. The minutes were approved unanimously as presented.

Roads Scholars Grants

Southern Region Director Macksoud moved to ratify the 2016-2017 Roads Scholars as selected by the committee. The board voted unanimously to ratify the Roads Scholars grants to the following athletes:

- Katja Goldring
- Martin Hehir
- Mara Olson
- Robert Molke
- Maddie Van Beek
- Jim Spisak

Kids Run the Nation Grants

At-Large Director Kelly Richards moved to ratify the 2016-2017 Kids Run the Nation grants as selected by the committee and to grant \$40,000 from the fund. The board unanimously voted to ratify the grants as follows:

DeWitt Dragon Runners – DeWitt, AR
CAPS Running Club – San Bernardino, CA
Dragons Running Club – Oceanside, CA
Miller Milers – San Diego, CA
Running for a Better Oakland – Oakland, CA
Skyline North Mileage Club – Barstow, CA
Carrie Martin Running Club – Loveland, CO
Galaxy Travelers Mileage Club – Fort Collins, CO
Trailblazers Running Club – Stamford, CT
Florida Striders Children's Run/Walk Program – Orange Park, FL
Reptile Run – Wesley Chapel, FL
Semper Fit Kids on the Run – Kaneohe Bay, HI
Pritzker School – Chicago, IL
East Indy Striders – Indianapolis, IN
KidStriders 5Ks Club – Des Moines, IA
BCS Running Club – Belgrade, ME
George Cromwell Running Club – Glen Burnie, MD
Boys & Girls Club - Boston Marathon Program – Salem, MA
Kids Run The Nation-Junior League Great Lakes Bay Region (KRTN-JLGLBR) – Saginaw, MI
Jerry Gamble Boys and Girls Club Run Club – Minneapolis, MN
OIS Cross Country Club – Oxford, MS

Field Fleet Feet – Chillicothe, MO
Saint Louis Blazers – St. Louis, MO
Kids on the Move Program – Billings, MT
KIDS Klub FitKids 5K – North Platte, NE
CES Running Club - Cottonwood Elementary School – Fernley, NV
NCH Running Group – Nashua, NH
EC Myer Running Club – Hurley, NY
Traveling Tigers – Greensboro, NC
Kids on the Run – Killdeer, ND
Saville Elementary Road Runners – Dayton, OH
YouthWorks Running Club – Tulsa, OK
Adams In Motion – Corvallis, OR
Bridgeport Blazing Bulldogs Running Club – Tualatin, OR
Little Colts Running Club – Bridgeville, PA
Run Southwest – Philadelphia, PA
Cherrydale Elementary Panther Pack – Greenville, SC
Hammond Hill Elementary School Breakaway Bees – North Augusta, SC
Melanie Douglas – Lexington, TN
Run Livingston – Livingston, TX
Team Kids Cafe – Lubbock, TX
Kids Run SARR – San Antonio, TX
Randolph Runners – Arlington, VA
Franklin Military Academy – Richmond, VA
Bordeaux Elementary Lap Club – Shelton, WA
Active SWV Kids Run – Beckley, WV
BGCS Run Club – Milwaukee, WI

Treasurer's Report

Treasurer Craig Minyard presented the report of the Finance Committee's third quarter teleconference and shared highlights from the discussion.

Finance Committee recommends that Mitchell Garner be added as a signer to the Bank of America account, bringing the number of signers to three including: Jean Knaack, Jean Arthur, and Mitchell Garner. Treasurer Minyard moved to approve adding President Garner as a signer. The motion was approved unanimously.

The Committee recommends changing audit firms from Murray, Johnson, and White to Halt, Buzas & Powell, Ltd. The RRCA has been with Murray Johnson, and White for over 13 years and the Committee feels it is best practices to change firms on a more regular basis moving forward.

Western Region Director Rehmet moved that the RRCA change audit firms to Halt, Buzas and Powell, Ltd. The motion was unanimously approved.

USATF President

The Board discussed endorsing Vin Linanna for USATF President at the USATF elections to be held in Dec 2016. At-Large Director Joan Benoit Samuelson moved to endorse Vin Lananna's candidacy as president of USATF. The motion was approved unanimously.

Amendments to Bylaws

The Bylaw Update Task force of President Garner, Director Richards, Central Director Brown-Nickerson, and Executive Director Knaack presented recommended language for changes to the Bylaws as discussed by the Board at its October meeting.

Proposed Articles to Update: Article II. Purpose - Reason for Update - To make our "Purpose" statement read as more modern/less dated, and to align with our currently stated mission and vision.

Article VI. Board of Directors - Reason for Update - To structure the board with 2 elected officers (president and treasurer), 7 elected board members (4 regional and 3 at-large), with 2 from the 7 members appointed by the president/board to serve the officer functions of vice president and secretary.

By having 3 at-large directors, it allows for better board recruiting processes, and it also clearly outlines that any board member may move to the position of president during that election year. By having the vice president appointed from the board, it avoids the public misconception that the vice president is the president-elect.

Article VII. Executive Director - Reason for Update - To memorializes that the Board fixes compensation for the executive director on an annual basis, which has been an operating practice for over a decade. This additional statement brings the RRCA better in line with best practices for organizational governance.

Article XI. Finances - Reason for Update - To memorialize in the Bylaws that Board members are not paid for service and to reinforce that the Board is all-volunteer, and to reference in the Bylaws the conflict of interest policy and requirement to review it annually. To also clarify payments to third-party service providers to defray RRCA's reasonable operating expenses. To clearly outline that no loans shall be provided to for Board or staff members of the RRCA.

Article XII. Dissolution - Reason for Update - To break dissolution out to be its own article, as it is a separate function from Article XI. Tax Status.

Vice President Arthur moved to approve the recommend Bylaw changes as presented. The motion was approved unanimously. (Detailed changes are attached to these minutes)

Future Meetings

The schedule for 2017 was discussed and will be finalized in early January

Meeting adjourned at 8:59 p.m.