

# MINUTES OF THE BOARD OF DIRECTORS MEETING

## ROAD RUNNERS CLUB OF AMERICA

Wednesday, February 20, 2008

Via teleconference

President McLeod called the meeting to order at 7:03 pm EST.

**Present:** President Bee McLeod, Western Region Director David Epstein, Central Region Director Beth Onines, Southern Region Director Ken Bendy, At-Large Director Bob Holmes, At-Large Director and Secretary Lisa Paige, Treasurer Dennis Novak, and Executive Director Jean Knaack. Eastern Region Director Brent Ayer joined at 7:10 pm.

**Absent:** Vice-President Tom Downing.

President McLeod reminded the Board that the teleconference is being recorded. She then requested a motion to approve the minutes from the January 18, 2008 meeting. Director Holmes moved to include the content of Norm Haines' complaint. The motion failed due to lack of a second. Director Bendy moved to strike references to the nature of Norm Haines' complaint. The motion was seconded. Director Novak moved to amend Director Bendy's motion by removing references to Director Holmes. The amended motion was passed unanimously. The original motion was passed unanimously. Director Bendy moved to approve the January 18, 2008 minutes as amended. The motion was passed unanimously.

President McLeod requested a motion to approve the minutes from the January 19, 2008 meeting. Director Holmes moved to remove references to the date he submitted new business agenda items. President McLeod reminded the Board that previous minutes reference submission deadlines for receiving agenda items and that items submitted late will be included in meetings as time permits. The motion passed with five in favor, one against, and one abstained. Director Epstein moved to approve the January 19, 2009 minutes as amended. The motion passed with five in favor, one against, and one abstained.

### **President's Report**

President McLeod presented the 2008-2009 Roads Scholar Committee. The committee members are: Carl Sniffen, chair, Phil Stewart, Don Kardong, Bill Rodgers, Dan Browne, Deena Kastor, Freddi Carlip, Joan Benoit-Samuels, and ex officio RRCA president. President McLeod stated no names of potential committee members were received from the Board. She then asked for a motion to ratify the committee members. Director Bendy so moved and noted that the new president is unknown at this time. The motion passed unanimously.

President McLeod presented the committee members for the 2009 National Championship Committee. The committee members are: Don Kardong, chair, Phil Stewart, John TenBroeck, Cyni Calvin, Mike Lundgren, and ex officio RRCA president. She then asked for a motion to ratify the committee members. Director Epstein so moved. Director Holmes questioned the choices by President McLeod expressing his concern that some members had already been appointed to committees in addition to others, and that his desire would be to have President McLeod use her influence and network to locate new committee members. President McLeod reminded the Board that she had extended an invitation to the Board for names of potential committee members, and that all Board members have a responsibility to bring in new leadership. The motion passed with six in favor and one against.

President McLeod then presented the legal counsel review of the proposed bylaws changes. Legal counsel noted the proposed language in Article IV – Dues reads as “The ‘total membership’ is calculated by the local club as individual or household or a combination of both.” Legal counsel recommended the removal of the word “individual” and the inclusion of the phrase “households (unique addresses)”. The recommendation for this sentence would then read “The membership of a local club is the number of households (unique addresses) for that club.” Discussion followed on the definition of “an individual”. Executive Director Knaack clarified that this language is the basis of charging dues. President McLeod asked the Board for its decision to pursue discussion during this meeting or postpone discussion until the next in-person meeting. Discussion followed. Director Novak moved to incorporate the changes recommended by legal counsel into the proposed bylaws changes. The motion passed unanimously.

At this point, Director Paige exited the teleconference at 7:35 pm EST.

### **Vice-President’s Report**

No report.

### **Regional Directors Reports**

Southern Region Director Bendy reported he continues to search for State Reps for Georgia and Kentucky. He has received the replacement for the stolen/lost regional championship banner. He reported the Louisiana State Rep received \$1000 from the New Orleans Track Club as a donation to the Roads Scholar Fund.

Eastern Region Director Ayer had no report.

Central Region Director Onines reported that she has secured a free booth for the RRCA at the Shamrock Shuffle. She reported that the Ohio State Rep, Dan

Shields, is doing a good job planning his state meeting and championship at the Youngstown Half Marathon on March 2.

Western Region Director Epstein reported he traveled to San Francisco to attend the Western Region half-marathon championship. He was joined by Director Paige and most of the Western State Reps. He held a regional meeting that was preceded by a planning meeting of the 2009 convention organizers, the Consortium of San Francisco Running Clubs.

Director Epstein then reported on the January 30 teleconference discussion on online voting. He reported the following attendees, in addition to himself, to the teleconference were: President McLeod, Executive Director Knaack, Membership Director Jessica Sleight, Dan Brees from the Reston Runners, and Steve Shepard, South Texas State Rep. He reported they discussed various options and decided to conduct a beta test of online voting to be run in parallel with paper ballots at the 2008 annual meeting of the members in Cincinnati.

Executive Director Knaack presented the list of national award winners minus the journalism award winners, which had not been finalized at the time of this meeting. President McLeod reminded the Board that the list has not been made public yet. Executive Director Knaack affirmed that she would like to adhere to procedure and have her staff notify the winners first. Discussion followed regarding concern that the names of some winners were made available by one or two selection committees prior to tonight's meeting. Executive Director Knaack said she expected the names of the journalism winners very soon from the Journalism Awards Committee and would email these to the Board. Director Epstein moved to ratify the list of award winners as presented. The motion passed unanimously. Executive Director Knaack and President McLeod stated they would communicate with the chairs of all the award committees to gather lessons learned and provide revised procedures at the April meeting.

Executive Director Knaack presented a new sponsorship agreement. Discussion followed. Director Holmes asked if there were similar sponsors from which Executive Director Knaack could solicit agreements. Director Ayer asked if the agreement amount is over the threshold previously set by the Board that allows the Executive Director to proceed without Board approval. President McLeod affirmed that agreement is over that threshold. Executive Director Knaack stated there is no additional financial outlay by the RRCA that is required by the agreement and iterated that it is a sponsorship agreement. Discussion followed. Director Novak moved to table discussion. The motion passed with three in favor, two against, and one abstained. The discussion on the agreement was tabled. The Board agreed to reconvene within two weeks via teleconference to continue discussion on the subject. President McLeod said she would send out

an email with potential dates for a board teleconference to further discuss the sponsorship agreement.

President McLeod asked for any new or old business. There being no further business on the agenda, President McLeod requested a motion to adjourn. Director Epstein provided the motion. The motion to adjourn at 8:08 EST passed unanimously.

Submitted by Lisa Paige, Secretary.