

MINUTES OF THE BOARD OF DIRECTORS MEETING

ROAD RUNNERS CLUB OF AMERICA

Wednesday, April 9, 2008

Via teleconference

President McLeod called the meeting to order at 7:00 pm EST.

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

President McLeod reminded the Board this is a special meeting for the purpose of discussing the amendment provided by Director Epstein in a previous email to the Board regarding the proposed bylaw revision on membership voting. She also outlined the proposed resolution emailed to the Board by Director Bendy regarding length of term for committee members in the proposed bylaws. She reminded the Board that the proposed bylaw revisions were approved by the Board at the January 2008 meeting.

President McLeod turned the discussion over to Director Epstein. He read a revision to his emailed amendment and withdrew his original amendment that had been emailed prior to the call. Director Epstein stated his original amendment would authorize the board to implement a voting process specifically designed to enfranchise all voting members of the RRCA in accordance with the proposed bylaw revision of proxy elimination. The revised amendment read as follows: "The Board shall take the necessary action to develop and approve resolutions to the proxy elimination and committee term limit issues in time for them to be voted on at the 2009 annual business meeting in San Francisco".

Director Bendy requested that the Board consider issuing a statement to the membership which would state the Board's plan of action to address the potential gap in voting rights in the proposed bylaw revisions and the impact of implementing committee term limits in the proposed bylaw revisions.

Discussion followed. During discussion, Vice-President Downing presented a substitute amendment that he had emailed prior to the call. President McLeod stated Roberts Rules of Order would make Vice-President Downing unable to make a motion on a topic for which he did not vote and this was the case since Vice-President Downing was not at the January meeting. Vice-President Downing requested that the minutes reflect his disagreement with this interpretation.

Discussion followed. Director Epstein re-read his revised amendment as a motion with the additional statement "this motion is based upon the assumption that these two issues will remain in place until the San Francisco business meeting". The motion was seconded. Discussion followed. Director Bendy requested to substitute "condition" for "assumption" in the previous motion. After discussion Director Epstein withdrew this motion.

Director Holmes made a substitute motion using the proposed amendment on mail and Internet voting that was submitted by Vice-President Downing in a previous email to the Board. Director Holmes read the motion. The substitute motion was seconded. Discussion followed. President McLeod asked for a straw-man vote on the substitute motion. There were 5 votes nay and 2 votes aye. The substitute motion was tabled.

Executive Director Knaack asked the Board to clarify the official resolution being proposed to the membership.

President McLeod summarized the Board action as issuing a statement to the membership that the 14 individual proposed bylaw revisions would be voted on individually by the membership at the upcoming business meeting. She asked the Board for such a motion. Director Holmes provided it. The motion was seconded. President McLeod asked for further discussion. None followed. The motion passed unanimously to present the bylaw revisions as 14 proposed resolutions for membership action.

President McLeod asked for further business. Director Bendy motioned that the Board approve the February and March minutes so that these could be posted to the website. The motion was seconded. Discussion followed with several Board members expressing concern the minutes were sent too late for review. Director Bendy withdrew his motion.

President McLeod asked if there was any further business. Being none, she asked for a motion to adjourn. Director Epstein provided such. The motion was seconded and passed unanimously. The meeting was adjourned at 8:10 pm EST.

Submitted by Lisa Paige, Secretary.