

Strider Board Meeting Minutes

May 13, 2008

By Lou Thrash

Board Members in attendance: Chip Maxa, Andrew Keller, Lou Thrash, Loren Neufeld, Lee Greb, Steve Schroeder, Whitney La Rocca, Miriam Terc, George Moriarty

Also in attendance: Stacy Stepler, Lisa Ruthvan, Sandy Wollangk, Diana Tiberia, Michelle Chang, Marion Richardson, Helen Grant, Kate Hallaway

Guest Speaker: Marion Richardson, corporate attorney

Marion shared with board members and committee chairs the duties and obligations of the leadership team to the club membership and to the corporation.

- The Houston Striders is a non-profit organization with 501C (3) exemption status
- It is the duty of the board (Officers and board of directors) to report to the club members and to IRS
- Club is required to have a board of directors in place to set policies and officers to handle day to day business operations
- Board members should be engaged, attend board meetings, bring up issues, ask questions
- Board members are required to act in good faith, in the best interest of the entity, and use ordinary care
- Payments can be made to “insiders” if paid at market rate
- Meetings
 - Board should meet often and know what’s going on with the club
 - Financial statements, balance sheets, and expenditures to be reviewed at all meetings
- Officers Responsibilities:
 - Day to day operations include contracts, bank accounts, donations, etc
 - Officers acting on behalf of the Houston Striders should treat the entity as a person and use the board title and club stationary

- Board of Directors (At Large)
 - Ensures checks and balances are in place
- Terms
 - Terms for officers and board of directors should expire at the end of their term(s) to make room for new representation

Board Member/Committee Chair Reports

President (Whitney La Rocca) – No report

Vice President (Miriam Terc) – No report

Secretary (Lou Thrash) – No report

Treasurer (Andrew Keller) –

- Annual budget based on expenditures from last year to be used as guideline for this year
- Review of financial report since 2/25/08 – there are currently three bank accounts: one inactive set to close, one active, and a third half marathon account w/little activity
- Recent large transaction has included RRCA expenses, club meetings, race of quarter reimbursements, and stridelines costs.

Governance Committee Report (Sandy Wollangk)

- The committee suggests the Board formally vote on moving forward with revisions to the club’s bylaws. {The committee’s work needs to approve in order to bring other items to the board for review and/or implementation into the bylaws}.
 - Motion by Sandy, second by Miriam vote unanimous in favor
- The committee suggests the Board consider and formally vote on updating the club’s mission statement to reflect the following:

Houston Striders, Inc. is a non-profit, citywide running club organized to support the fitness and training goals of runners and walkers at all levels, while providing resources, education, networking and

fellowship through a variety of programs, events and volunteer opportunities.

Board suggested change from “city wide” to “Houston-Metropolitan area”

Change and mission statement vote motion by Sandy, second by Lee

– Vote unanimous in favor

- The committee suggests the Board consider and formally vote on changing the title of “At-large Board Member” to “Director.”
 - This suggestion tabled for later discussion and decision
- The committee suggests the Board consider and formally vote on eliminating the position of president emeritus as a voting member of the Board of Directors following the end of the current president emeritus’ tenure. The president emeritus will remain as a non-voting board member for mentoring and guidance purposes only.
 - Loren motion, second by Lee, vote unanimous in favor
- The committee suggests the Board consider and formally vote on the number of board members required to reach quorum for voting purposes be a minimum of six board leaders {or someone designated and approved by the president or other board leader as a proxy for a current board leader to reach six}.
 - This suggestion tabled for later discussion and decision
- The committee suggests the Board reaffirm in stronger language in the bylaws that the only voting members of the club are elected members of the Board of Directors (officers and directors).
 - “club” changed to “board”, motion made by Miriam, second by Lee, vote unanimous in favor
- The committee suggests the Board consider and formally vote on requiring each Board

of Directors member to serve as a committee chair or participate actively in committee/volunteer work within the club.

- Motion made by Whitney, second by Chip, vote unanimous in favor

- The committee suggests the Board consider and formally vote on a two-year commitment for all Board of Directors members, including president, vice president, treasurer and secretary, without a vote at the end of one year of service to renew their leadership commitment. (2 year term only)
 - Motion made by Whitney, second by Lee, vote unanimous in favor
- The committee suggests the Board consider and formally vote on a special amendment to the bylaws to release up to three willing board members (if necessary) from their two-year service agreement at the end of this year (2008). This will allow for staggered board leadership, lower turnover at election year and a greater sense of continuity as leadership moves forward in coming years.
 - Motion made by Whitney, second by Lee, vote unanimous in favor
- The committee suggests the Board consider and formally vote on further defining the vice president’s role as ideally serving as president-elect, if possible in a realistic scenario.
 - Motion made by Lee, second by Loren, vote unanimous in favor
- The committee suggests the Board consider and explore the development of a standing “nominating committee” that can work in tandem (or grow out of) the governance committee to make recommendations on potential board leaders or other volunteers throughout the year, as necessary.
 - Motion made by Loren, second by Lee, vote unanimous in favor.

Membership/stride4fun (George Moriarty) –

- New membership database created to keep track of all member demographics
- **Half Marathon** (Lisa Ruthven, Stacy Stepler) – Directors have met with sponsors and have had very receptive responses.

Running Coach (Heather Thompson) –

- To speak at general meeting regarding upcoming smart training program and general training philosophy.

Relay Coordination (Chip Maxa) –

- Teams are ready for Beach to Bay. Captains coordinating team specifics

Novelty Runs (Helen Grant)-

- No report.

Other Matters

- Shed inventory has been completed
- Peace officers will be present at Strider picnic so alcohol will be allowed. Current insurance policy includes alcohol related coverage
- Artwork needed for singlet reorder
- Singlet sale templates to monitor inventory
- Venues for Nov. meeting will be searched