Hudson Mohawk Road Runners Club
General Meeting
Point of Woods Community Center
July 11, 2007
7:30 PM

Attendance: Joe Benny, Tim McGuire, Cathy Sliwinski, Nancy Briskie, Ray Lee, Don Wilken, Ray Newkirk, Tom and Marcia Adams, Elaine Humphrey, Jim Tierney, John Kinnicutt, Chris Chartrand, Chuck Terry, David Newman and Debbie Beach

1. Call to Order (N. Briskie): 7:33pm

2. Reading and approval of minutes (D. Beach): Motion made by Marcia to accept the minutes as written with a second by Cathy. All in favor.

3. Reports of Officers
   - 3.1. President (N. Briskie)
     - 3.1.1. Nancy welcomed members new to meeting
     - 3.1.2. Nancy brought up the possibility of an attendance policy for officers, which would require an amendment to the by-laws. Ray suggested the first course of action should be for the current club president to contact the officer to inquire why they have not been attending the monthly meetings and/or submitting reports. John Kinnicutt suggested there should be a procedure for removal if they do not respond. Don suggested term limits on positions. Nancy will report back with more information at a future club meeting.
   - 3.2. Executive Vice President (C. Sliwinski): Cathy reported she will be developing a President's handbook containing the important documents of the club, which then can be passed on to future officers. She will be contacting officers and committee chairpersons as needed to obtain copies of policies and procedures.
   - 3.3. Executive Vice President – Finance (J. Thomas): No report. Nancy spoke to Al Maikels and he hopes to begin submitting the delinquent tax returns by next week. The 2006 tax return filing was part of the initial cost and it will be an additional $350 per tax return. He plans on getting the information to John by next week. John has a form which grants an extension until August 2007 for the 2006 taxes.
   - 3.4. Secretary (D. Beach): No report
   - 3.5. Treasurer (John Kinnicutt): See Executive Vice President for Finance report.

4. Reports of Standing Committees
   - 4.1. Membership: Nancy is still looking for someone to take over membership. Ray Newkirk reported one of the ultimate goals is to have membership posted on the website allowing members to change/update the information as needed.
   - 4.2. Volunteers (T. McGuire): No report
   - 4.3. Public Relations (R. Moore): No report
   - 4.4. Race Committee (D. Bowden): Debbie read Doug Bowden's report received via e-mail. The summer track series—2-Person Six-mile Relay, Hour Run, and Pentathlon—has been moved to the Guilderland High School track off Route 146 in Guilderland Center because of unexpected summer maintenance at CBA. The new location has been posted on the HMRRC web site and hotline, USATF electronic calendar, upcoming Adirondack Sports & Fitness, and flyers at the Colonie Tuesday night track meets,

including the Colonie Mile. The change occurred too late to catch the July Pacesetter. June 10th Distinguished Service Award 8-Mile Race: The 36th running of the Distinguished Service Award race honored Debbie Beach. Excellent weather conditions prevailed and 125 runners finished, trailing only the 133 finishers in 1983. June 17th Father's Day Race: Nice weather prevailed this year in contrast to last year's blistering conditions. 304 runners finished this year, an increase of 9% from last year. The only glitch in an excellent event was timely reporting of results. July 10th Colonie Mile: The recorded field at last evening's Colonie Mile of 71 was significantly down from last year's number of 102, undoubtedly caused by the stifling heat and humidity. July 15th Indian Ladder Trail Run, July 15th Club Picnic, July 19th 2-person Six-mile Relay, July 26th Hour Run, August 2nd Pentathlon. I purchased 50 new traffic control cones to replace depleted supply from last purchase three years ago. New cones are stored at USATF. I also have a new case of road marking spray chalk.

4.5. Race Committee Treasurer (P. Zentko): The report was received via e-mail on 07/14/07. The opening balance was $11,717.36 and the closing balance was $14,195.44. The Mother's Day race had a loss of $(1,213) in 2007 vs. a profit of $182 in 2006. The Distinguished Service race had a loss of $(510) in 2007 vs. $(383) in 2006. The Father's Day race had a profit of $2,412 in 2007 vs. $2,775 in 2006. There are no outstanding reports.

4.6. Safety Committee (H. Hennessy): No report

4.7. Grand Prix Subcommittee (J. Moore): No report

4.8. Pace Setter (E Bryans, E. Neiles): Debbie read Ed Neiles' final report as managing editor received via e-mail. The August Pacesetter is moving along. The 40 page August issue will feature the Distinguished Service Race, the Father's Day 5K as well as the Bill Schrader, Sr. scholarship recipient's article and cover photo. Look for the August issue in your mailbox the last week of July. I've had two face to face meetings and a number of additional phone conversations with Joe Benny. Joe is taking over as Managing Editor of the Pacesetter on August 1st. be patient with Joe as he assumes day to day responsibilities; his job is bigger than it appears to be, with a number of challenges he needs to grow accustomed to. I'd like to take a moment and personally thank the following individuals who stood with me, providing me with assistance and in some cases, guidance, during my last four years as Managing editor: Jim Tierney, Don Wilken, Ray Newkirk, Daniele Cherniak, Emily Bryans, Mike McLean, Pat Irish, Bill Robinson, Marcia Adams, Dave Mosher and Bob Knouse. Thank you all, it has been fun, but, I'm glad the fun is over. Ed Neiles.

4.9. Election Committee (R. Newkirk, M. Adams, D. Peterson): Ray reported the committee has developed a full slate of officers, which is as follows: President, Cathy Sliwinski; Executive Vice President, Mike Kelly; Executive Vice President for Finance, Chuck Terry, Sr. and Secretary, Debbie Beach.

5. Unfinished Business: Ray has received four grant applications which have been sent out to committee. He assumed all will be approved for a total of $3169. The grant requests are from the ARE for Hairy Gorilla, Team Utopia for a tent carrying case, USATF for a tent and Siena for the Fall Classic race.

6. New Business

6.1. Hall of Fame: Don reported the Hall of Fame meeting is tomorrow night. Nominations are official when placed by a committee member. Bob McFarland is the committee chairperson. The voting will take place in September.

6.2. Conflict of Interest Policy: Cathy attended training for not-for-profits two months ago and has developed a conflict of interest policy. She distributed copies to all present (copy also attached to minutes) for review to be followed by a discussion at the August club meeting.

6.3. Ad-hoc Committee: Joe Benny reported Nancy has formed ad-hoc governance committee consisting of the two of them, Cathy Sliwinski, Tim McGuire and Debbie Beach. The committee will be looking at the structure of the club, policies and procedures to ensure we are 5013C complaint. Expect to meet and report back at the next meeting.

6.4. Head Phones/Photos: Tom Adams noted the Pace Setter had pictures of runners wearing head phones. Marcia reported as Photographer Coordinator all photos have to come to her first so she can screen them. She is asking the club photographers to screen as well. They will also be requesting the race directors submit a list of registrants and their bib numbers so names can be placed with the photos in the Pace Setter.

6.5. Mission Statement: Debbie reported the ad-hoc governance committee had developed a mission statement for the club and distributed copies to those present (copy attached). It will be discussed at the next club meeting.

7. Announcements
   7.1. Refreshments for August: The Adams

8. Adjourn: Motion to adjourn made by Ray Lee with a second by Tim. All in favor and meeting adjourned at 8:18pm.

Respectfully submitted by,

Debbie Beach

HMRRC CONFLICT OF INTEREST POLICY

This conflict of interest policy is designed to help directors, officers, committee persons and other members of the Hudson Mohawk Road Runners Club (hereinafter "club members") identify situations that present a potential conflict of interest and to provide HMRRC with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, officer or member has or may have a conflict of interest with respect to the transaction.

Club members may not use club positions, inside information about HMRRC, or HMRRC's property in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

If any club member has a direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with HMRRC, including but not limited to

a. sale, purchase, or lease or rental of any property or asset
b. employment or rendition of services, personal or otherwise
c. award of any grant, contract or subcontract
d. investment or deposit of any funds of HMRRC

the club member must, if present at the meeting where the transaction involving the conflict of interest is discussed, disclose all facts concerning the interest or relationship to the members present at the meeting. The disclosure should be made prior to any club discussion or action on the matter. The disclosure will be reflected in the meeting minutes.

The club member will not be eligible to vote on the matter and, depending on the circumstances, may be excluded from any discussion of the matter. Such member's ineligibility to vote on the transaction will be reflected in the meeting minutes.

A club member who does not plan to be present at a meeting at which he or she has reason to believe action will be taken on a matter in which a conflict of interest exists must disclose to the current Club President or President's designee all facts material to the conflict of interest. The Club President or President's designee will report the disclosure at the meeting. The disclosure will be made part of the meeting minutes.

For purposes of this policy, a club member has an interest in a proposed transaction if he or she has a financial interest in it, or has a financial interest in any organization involved in the proposed transaction.

A club member who has a conflict of interest with respect to an ongoing contract or transaction must disclose to the Club President or President's designee any conflict of interest that person has with respect to a contract or transaction. The disclosure will be made as soon as the conflict

of interest is known to the member. The member will refrain from any action that may affect HMRRC's participation in the contract or transaction. If it is not entirely clear whether a conflict of interest exists, the individual with the potential conflict will disclose the circumstances to the Club President or President's designee who will determine whether a conflict exists that is subject to this policy. The conflict and the President's decision will be reported to membership at the next meeting and reflected in the minutes.

If, after disclosure and discussion, it is found that a conflict of interest exists, the Board and members present at the meeting may still approve or continue the transaction if the transaction is found to be in the Club's best interest.

July 2007

PROPOSED MISSION STATEMENT

#1

The Hudson Mohawk Road Runners Club (HMRRC), which was incorporated on June 8, 1977, is dedicated to promoting the sport of running, personal fitness and community through organizing and managing running events, providing education and training, providing means of communication among club members and creating opportunities for social activities. We believe in encouraging participation in running events for individuals of all abilities and acknowledge that volunteer participation is a foundation upon which HMRRC exists.

#2

The Hudson Mohawk Road Runners Club (HMRRC) is dedicated to promoting the sport of running, personal fitness and community through organizing and managing running events, providing education and training to promote running as part of a healthy lifestyle, providing means of communication among club members and creating opportunities for social activities. We believe in encouraging participation in running events for individuals of all abilities and acknowledge that volunteer participation is a foundation upon which HMRRC exists.