



8959 SW Arborcrest Ct, Portland, OR 97225

**ORRC Board of Directors Meeting
July 26, 2023, 6:00pm
Via Zoom**

Attendance:

Present: Randy Grant, Secretary; Chris Knaff, VP Race Operations; Karen Petersen, Treasurer; Meg Roberts, Communications; Stephen Wright, President

Excused: None

Absent: None

Guests (All ORRC members): Mark Barrett, Alan Cabelly, Joe Dudman, Margie Palmrose-Mace, Valerie Pratt, Charissa Yang, Bonny Benton

6:01 pm call to order by Stephen Wright, President

Announcement:

As required by the State of Oregon privacy statutes, Karen announced that the meeting was being recorded, except for the closed session discussing Mark Barrett's board application.

Member Observations (members were allowed 2 minutes to speak/comment before the board):

1. Charissa Yang: Charissa urged the board to not just amend the bylaws, but rewrite them since practices change (RRCA, Oregon non-profit, federal, and IRS rules change). It's a great way to get on the same page. Asked what are the members rights and responsibilities vs. the board to help alleviate conflict.
2. Joe Dudman: Joe stressed that as part of the election process, members have the right to self-nominate, and there is an election. However, the current process doesn't give members a chance to vote. Also, the board is inconsistent with processes, and the club should not be controlled by appointed 3 members. The board should be more transparent and involve the members more.
3. Valerie Pratt: Valerie wanted more explanation of finances with races. It was hard to determine exactly how races did financially
4. Marjorie Palmrose-Mace: Margie started with kudos to re-starting the Tuesday-night workouts. She says there has been some misunderstandings, but her one main question was the race fees are higher, with ORRC setting fees to compete with for profit groups. For example, at Garlic (coming up in 2 weeks), a family of 4, non-members pay \$216. This seems high if we are trying to attract non-members to become members. And she wanted to know what a family of 4 members would pay. There was some discussion, but Stephen had trouble providing an answer because there were different types of discounts (early-bird, vs volunteer coupons). The answer Stephen settled on was \$43/person instead of the \$54/person for a non-member.

5. Alan Cabelly: Alan apologized for the misunderstanding at the club picnic/meeting on July 2, 2023. He stated we all have the best interest of the runners of the Portland- Metro area at heart. In his experience serving on boards, he said there were usually 3-year time limits. He also questioned why in prior years ORRC had board members “coming out of our ears” but now there are too few. It is easy to blame COVID, but it was happening before then. If needed he said he would volunteer to be on the board.

6. Mark Barrett: Mark commented that at the last board meeting (a month ago), he submitted several questions about his removal as a race director, and he is still waiting for answers. He would like to be reinstated as race director. He also emphasized that there should be “good process” and what he went through being removed as a race director was “bad process”.

Approval of June 28, 2023 Board Meeting Minutes

Karen Petersen motions to approve the minutes from the board meeting on June 28, 2023

Randy Grant Seconded the motion

The motion was approved by hand vote

Board Committee Reports

1) Membership (Stephen Wright)

- Membership continues to hold steady at 750

2) July 2, 2023 Annual Membership & Picnic Meeting (Stephen Wright)

- Stephen observed several members of the club (including guests attending the current meeting) were “rude, inconsiderate, and disruptive” with youth and adults attending. They interrupted what Stephen was saying to the group, and he had to turn the mike over to Chris Knaff.
- Alan Cabelly asked if the picnic was advertised as an annual meeting, which Stephen confirmed it was. But due to lack of numbers, there wasn’t a quorum, so club business could not be held.
- Alan asked why an announcement to that effect wasn’t made, and Stephen replied he wasn’t given the chance but was “shouted out”.
- Stephen said the disruptive group handed out documents that held 18 “false facts” and accusations, which he thought was an attack on him, and the rest of the board, claiming it was full of “false information”. He concluded that if anyone distributed any “untruths” in any form in the future, to either ORRC members or non-members, by any means, that he would not respond, but would hear from his personal attorney. He wanted the document retracted.
- Joe Dudman refuted Stephen’s accusations of distributing “false facts”, saying the club needed to look at a “lack of compliance” in different areas, and that board members needed to be aware of what they needed to do to be a non-profit.

3)

Treasurer (Karen Peterson)

- Karen shared a screen showing income by race (example Y2K showed a \$3,600 profit). Summer Solstice lost money this year. She said it's a hard one to sell to make profitable. She said there was a \$3,300 profit for the year.
- Margie asked if it would be possible to re-format the information to make it easier to understand income and expenses.
- Alan Cabelly would like a future discussion of future race fees (possibly reduce?)
- Karen then showed a screen breaking things down by quarter. The biggest expense for the club is storage. It is a necessary expense to have all of the equipment centrally located.
- Alan Cabelly asked if there was a specific time period with a windfall, or was the money built up over time?
- Stephen said in 2013 or 2014 there was a \$89,000 loss, but a strategic plan was set in place with a finance committee, and the money was rebuilt as more people attended races.
- Karen said there was not a lot of historic data since earlier years were "on paper" and not electronic.
- Margie said there is some history in quickbooks, and she can provide it if needed
- Karen finished by stating ORRC had filed trademark requests for Y2K, Vernonia, and Hagg Lake (name and likeness). They could not trademark Turkey Trot because there are too many of them around the country. Stephen said the trademark request was to prevent a race director from stealing an event (like what happened to the Omaha marathon).
- Joe Dudman stated concern about ORRC focusing too much on profit, and that wasn't what a non-profit was about

4) Race Operations

- Garlic Festival – August 12
 - Stephen Wright reported that there are currently 350 registered, and he thinks there will be about 550-600 people by race day. He only found out about a week ago that we could hold the race because the field where the race starts had construction next to it. However, construction is done, and we are good to go
 - Chris Knaff said there is a 15-year-old girl doing her first 10K with her father, and then another 10K in Seattle on Sunday the 13th, and he would like to highlight this at the race start or finish (kind of like the 50-state marathoner who participated in Vernonia).
- Best Dam Run – September 9
 - Stephen said registration opened strong which he believes is due to adding a half-marathon to the event (multiple events attract more crowds)

5) Marketing

- Randy didn't have anything to report
- Meg noticed there has been a lot of engagement on Facebook this past week. It was the highest week of engagement, which she found "lovely"

6) Equipment

- Stephen reported that Valerie Ireland is retiring from the position of equipment manager. Her husband retired, and they want to travel. So we need a new equipment manager

7)

Old Business

- Race Director Manual Draft Second Read
 - Stephen Wright said the draft of the RD Manual was proposed last March, four months ago, and no additional comments were received, so he wanted to move it be approved, dedicated to Ralph Brown, and adopted as the 2023 RD manual.
 - Mark Barrett said he had a lot of comments that “went into the weeds” and had asked to meet with Chris Knaff about it, and wanted to postpone a vote on the manual until next month.
 - Karen said google docs made it easier to put comments on the document without having to meet
 - Alan Cabelly said it was good practice to have people talk with each other when reviewing documents, so a meeting with Mark would be a good idea
 - Mark said he was willing to put comments in google doc, but needed training on how
 - Steve agreed it would be tabled for now and revisited at the August Board Meeting to allow time for Mark’s comments to be considered.

8) 30 Minutes Closed Session

- The board went into closed session with Mark Barrett to review and vote on his application to join the board of directors
- At the end of the closed session Karen announced that Mark Barrett had been voted as an approved member of the board

9) Round Table

- Stephen Wright announced his resignation from the board effective at the end of the meeting. He had originally given 2-years notice, and with health issues, and his age, he is ready to step down immediately.
- Stephen then announced the resignation of Karen Petersen, Chris Knaff, Meg Roberts, and Randy Grant, also effective at the end of the meeting.
- Outgoing board members will be available to transfer knowledge to new board members through August 23, 2023. During the interim, outgoing board members will have no official responsibilities.
- Karen confirmed this means Stephen will also no longer be an RD, including for Garlic in 2 weeks. She said the outgoing board members contacted the Center for Nonprofit Law, and if things are “contentious” they will have the transition of information go through lawyers. She also stated that if anyone made “disparaging comments about us” they will request a “cease and desist” order
- Karen said she would be available for the transfer of banking and financial data but would be out of town August 10-15.
- Meg said she would be happy to help continue posting on Facebook through Garlic, and will help with training the new social media person
- Chris said he enjoyed his time with ORRC, and is moving out of state so it wouldn’t be proper for him to remain on the board
- Randy said he will fix minutes to be posted, and thanked his outgoing colleagues
- Joe Dudman reiterated that the visiting group’s efforts were not directed at individuals but at the process. He hopes Stephen enjoys his retirement, but the process was “not proper”. He stated this is about membership, and conducting proper process.
- Randy disagreed with Joe, saying board members were accused of a “power grab” after doing thankless work, without meaningful compensation. They don’t want the power, and visiting members could “take it back”
- Alan Cabelly appreciated comments from Randy and Meg. He had a question of when the resignations would take effect, and how it was communicated.

- Stephen said all resignations were via email. He also said he will provide information for Garlic to be successful, but would not be on site. He said he had “only a year’s notice when he took on Garlic” but he had the documents to be successful
- Alan mentioned there were only 2 weeks before Garlic
- Mark Barrett said “we will make it happen”
- Stephen finished by stating a communication email to members would go out in about 2 hours.

The meeting concluded at 7:30pm