

Charlottesville Track Club Board of Directors Meeting  
February 21, 2022  
Virtual meeting - by Zoom

Board members present: Scott Wiseman, Tim Wendel, Suzanna Turanyi, Rick Willis, Nick Lancaster, Jacqui Hebert, Katie Walker, and Diane Rosin

Absent: Keith McLaughlin, Blair Driskell

Guests: Nicole Brimer (10 Miler race director), Audrey Lorenzoni Sackson (Women's 4 Miler race director)

7:05 PM: Meeting called to order and quorum established

**Minutes** of last meeting: Suzanna moved and Rick seconded that the minutes of the last meeting be accepted; all approved.

Audrey attended the beginning of the meeting and announced that 2022 would be her last year as **Women's 4 Miler** race director and that she would be willing to train her replacement for the 2023 race. The Cancer Center no longer provides help for the race; we may want to consider a new beneficiary. CTC's lapsed non-profit status has created difficulties for donors and Audrey's ability to respond to their questions. We expect our non-profit status to be reinstated and it would be retroactive (re: eligibility of charitable contributions for tax purposes).

Nick reported that we need to rewrite our **articles of incorporation** to submit to the IRS with our request for reinstatement of our **501(3)(c) status**. The last known articles date from 1995, and no evidence of amendments could be found. Nick will send a draft of new articles to the board for comment and approval, which will then need to go to the CTC membership for 2/3 approval then to the Virginia State Corporation Commission. Proof of final registration from the State will then go to the IRS.

It would be helpful to draft a statement that Audrey could use in replying to W4M donors and that we can put in our newsletter along with a notice about needing a vote on our new articles (see suggested wording in chat thread below). Discussion included that there was an IRS glitch, our status lapsed, due in part to miscommunication, untimely passing of our treasurer, new tax accountant, COVID effects on IRS (offices were closed; lack of response to items mailed, etc.) and ability to resolve problems, but Jay made considerable effort to communicate with IRS. Do we need help with the articles of incorporation – probably not. But yes, we could use help with submission of forms to IRS, and we may need to find a new tax accountant. There was a suggestion to contact Center for Nonprofit Excellence for guidance and resources.

How to execute the **membership vote for the articles of incorporation**. Google sheets was suggested, but RunSignUp may be preferable because an 'event' (perhaps as a survey) could be created that would enable only active CTC members to vote. Nicole will figure out how to do this. Our bylaws state that each individual member gets 1 vote and family memberships are allowed 2 votes.

Nicole announced that this would be her last year directing the Cville 10 Miler and that she would be willing to train a new director for next year's race (Leah has helped Nicole considerably with this year's and past year's races). For 2022 race: Keith will be volunteer coordinator. Packet pickup is at AHIP. There are 1009 registrants to date. For COVID safety, post-race food will be easy grab and go items. Dairy Market is interested in hosting a post-race party with donations from a portion of proceeds from various businesses going to the CTC. Nicole will need a few U-Haul rentals (and help picking them up) to take supplies to JPJ for race setup. Rick offered the use of a trailer for this purpose, too (and to haul a nearly 1000 lb load of race medals). Nicole is negotiating with JPJ re: cost of available restrooms on race day.

Discussion of Leah's request for public thanks and a contribution in her name to a charity of her choice. There was considerable support for creating a means of thanking her publicly. Numerous options were discussed (social media, etc.), however it was felt that we cannot use funds contributed to CTC by donors to make a donation to another non-profit (as donors' contributions are made to CTC with the expectation that they be used for CTC missions). While it is true that net proceeds of our not-for-profit races are donated to other non-profits, runners register for races knowing ahead of time where the money will go. Suzanna and Diane will draft a note to send to Leah (in response to the email that she sent to several board members) to let her know about our discussion along with an explanation of why we can't make a donation to another charity in her name.

#### Outreach Committee

Not discussed at meeting. Status of free CTC membership for kids?

#### Finance Committee

Not discussed at meeting but mentioned in a follow-up email. It would be good to have an annual treasurer's report to include, for example, income, expense, and net profits from each race. Finance Committee to work with treasurer on this?

The next meeting will be by zoom: 3/14/22 at 7 PM – a week earlier than usual to allow 2 weeks prior to C10M for any help that Nicole might need.

The meeting was adjourned at 8:39 PM.

Respectfully submitted,  
Diane Rosin, Secretary

Meeting chat:

19:18:59 From Rick Willis | Miller Center to Everyone:

The IRS has requested we resubmit our articles of incorporation to the IRS incorporating our not-for profit status. We are confident the IRS will reinstate our 501-c3 status but not confident they will do so by the tax filing deadline.

19:24:03 From Rick Willis | Miller Center to Everyone:

We will be submitting our new articles of incorporation in the next few months following a vote by our membership. Once the articles are approved by membership, we believe the IRS will

approve the change retroactively. The issue of our Tax preparers' passing and the onset of the pandemic lead to the IRS request for the new articles.

19:27:01 From Rick Willis | Miller Center to Everyone:

we are having a vote in March for new incorporation this month and need you to approve the vote so we can continue to accept donations to give to local not for profits. The C'ville Track Club has given over \$500,000 to local charities. (not sure of this number)

20:18:55 From Katie Walker to Everyone:

[https://dailyprogress.com/sports/on-the-run-kinnier-gone-but-not-forgotten/article\\_6bde85da-1c35-5a74-92a5-6560dffaebc.html](https://dailyprogress.com/sports/on-the-run-kinnier-gone-but-not-forgotten/article_6bde85da-1c35-5a74-92a5-6560dffaebc.html)

20:19:12 From Katie Walker to Everyone:

<https://www.cvilletrackclub.org/the-last-word.html>

20:19:34 From Suzanna Turanyi (she/her) to Everyone:

I can't see this article, bc of paywall

20:19:44 From Katie Walker to Everyone:

it's copied in the second one