

## RESOLUTION OF THE MINNESOTA DISTANCE RUNNING ASSOCIATION

TO

### CONVERT OPERATIONS FROM 501(c)(4) CORPORATION TO 501(c)(3)

**WHEREAS** A meeting of the board was called and held on the 21st day of March 2022 and discussed the points which follow; and,

**WHEREAS** Minnesota Distance Running Association was originally founded in 1961 and incorporated as a nonprofit corporation in Minnesota in 1972 and received 501(c)(4) exemption status from the IRS; and,

**WHEREAS** in 2017, the organization determined its operations should include the ability to receive tax-deductible gifts and grants, representing a shift from the historic 501(c)(4) social welfare tax-exempt status to a 501(c)(3) public charity status in order to benefit from tax-deductible gifts and grants to the organization accomplish a more streamlined governance model which will be more inclusive and encourage participation without the need for onerous bureaucracy; and,

**WHEREAS** under the advice of outside counsel the organization started a new nonprofit corporation with 501(c)(3) tax-exempt status for this purpose; and,

**WHEREAS**, the board has determined through planning and advice of outside counsel that the best course of action is to consolidate operations into the 501(c)(3) and avoid running multiple entities with redundant infrastructure needs; and,

**WHEREAS** the organization has committed to make these operational and governance changes and desires to transfer operations to the 501(c)(3) entity and dissolve the 501(c)(4) through the process dictated by Minnesota Statutes 317A and retained outside counsel for this purpose; and,

**WHEREAS** at the board meeting, the voting members of the board decided Minnesota Distance Running Association d/b/a Run Minnesota (hereafter "Run Minnesota") will formally dissolve the 501(c)(4) and name the 501(c)(3) as the successor in interest in order to:

- preserve the historic nature of the organization
- provide continuity of service to members
- streamline and modernize governance
- promote diversity and inclusiveness across the organization
- gain public charity status which will allow deductible gifts and grants
- advance the best interests of the corporation



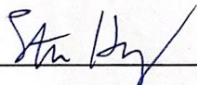
**NOW THEREFORE BE IT:**

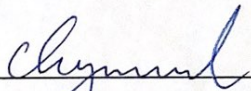
**RESOLVED** that the operations of Minnesota Distance Running Association d/b/a Run Minnesota will be transferred to the 501(c)(3) corporation; and the organization will be governed according to Minnesota Statutes Ch. 317A under the methods outlined in the attached 501(c)(3) draft bylaws; and,

**RESOLVED** that the 501(c)(4) will be dissolved, naming the 501(c)(3) as its successor in interest conveying all program activity, funds, member lists, property, assets, and rights to the name "Run Minnesota" to the 501(c)(3) Minnesota Distance Running Association Foundation.

The undersigned certify that each is the duly elected and qualified officer for Minnesota Distance Running Association, a Minnesota nonprofit corporation formed under Chapter 317A Minnesota Statutes, and that the foregoing is a true record of a resolution duly adopted at a meeting of the corporation and that this resolution is now in full force and effect without modification or rescission.

**IN WITNESS WHEREOF,**

President:   
Printed Name: Steve Kennessy

Secretary:   
Printed Name: Clark Weyrauch

Ratified by a vote of the voting members on the \_\_\_\_ day of \_\_\_\_\_, 2022.