

**OHIO VALLEY KARTING ASSOCIATION
BOARD MEETING MINUTES
TUESDAY, MARCH 1, 2011**

EXECUTIVE SESSION: President, Ted Cradlebaugh, called the executive session to order at 6:20 p.m. Cradlebaugh reviewed his expectations for board members in representing the membership. He discussed the importance of working together to move the club forward. Executive session adjourned at 7:10 p.m.

WELCOME / CALL TO ORDER: Ted Cradlebaugh called the meeting to order at 7:16 p.m., welcomed everyone and reviewed meeting procedures

SECRETARYS' REPORT: Lynda Coombs made a motion to accept the February 8, 2011 board meeting minutes as published. The motion was seconded by Don Boles and passed unanimously.

TREASURERS' REPORT: Ted Cradlebaugh provided a financial report on behalf of Jason Gregg. Gary Gregg discussed Swap Meet proceeds and expenditures.

NEW BUSINESS:

DIRECTORS & OFFICERS INSURANCE: Lynda Coombs made a motion to appropriate \$1020 for the Directors and Officers annual insurance policy. The motion was seconded by Max Viney and passed unanimously. Rick Coombs inquired about policy limits and Gary Gregg committed to provide a copy of the policy, as well as obtain a quote for increasing policy limits.

REGISTRATION COMPUTER: Lynda Coombs discussed the need for looking at replacement of the oldest laptop. Following discussion, Mike Brown made a motion to appropriate up to \$1,000 for a laptop computer. The motion was seconded by Randy Vermillion. Doug Benson amended the motion to increase the amount another \$500 to purchase a monitor and carrying case for shows and promotions. The amendment was seconded by Ted Cradlebaugh and passed unanimously. Brown's motion was then voted on and passed unanimously.

FUEL: Gary Gregg discussed fuel cost. Max Viney recommended filling up the tank before the cost goes any higher to which Josh Wagar agreed. Ted Cradlebaugh suggested keeping fuel pricing the same as last year.

CLEAN-UP DAY: Ted Cradlebaugh said he expects everyone to participate in clean-up day being held Saturday, April 9, 2010, from 9:00 a.m. to 1:00 p.m. Lunch will be provided and a participation credit earned for working the four-hour shift for ages ten and above. Cradlebaugh asked that anyone knowing of items needing to be addressed at clean-up day, to please let him know. Following discussion of repair of cracks in the track and placing a gate across the yellow line, Rick Coombs made a motion to appropriate \$1,500 for expenses related to clean-up day. The motion was seconded by Josh Wagar and passed unanimously.

COMMITTEE REPORTS:

BANQUET COMMITTEE: Rick Coombs asked the board for direction regarding the banquet location. Consensus was the current location is the most cost effective and meets the needs of the organization.

SWAP MEET: Gary Gregg reported a wholesale kart vendor would like to see the Swap Meet be a two-day event. Don Boles responded that would double expenses and the need for workers over two days. Boles further stated he feels the Swap Meet has not yet reached its full potential for one day. He discussed the importance of showing up to work at the Swap Meet if you make a commitment to do so. Randy Landes discussed the difference between the Swap Meet and the former Kart Expo. Randy Vermillion suggested looking at ways to blend the styles of the Swap Meet and former Kart Expo. Max Viney, with assistance from Doug Benson and Don Boles, will contact vendors from the past Kart Expo to promote the 2012 Swap Meet. Mike Brown suggested obtaining pricing to place an ad in programs at Eldora Speedway.

SHOWS & PROMOTIONS:

- Randy Vermillion urged everyone to come to the DARF Toys for Kids Race Car Show, Saturday & Sunday, March 5 & 6, 2011, at Lang Chevrolet, State Route 35 & Orchard Lane, Beavercreek, OH. Vermillion reported a few more volunteers are needed to staff the OVKA booth on both days. Set up inside Lang Chevrolet is Friday evening after 6:30 p.m. Contact Vermillion to sign up to help.
- Mike Brown discussed the need for a Kid Kart to display at the DARF Future Stars Show being held March 17 through 20, 2011, at the Piqua Mall. Set up will be Wednesday, March 16, 2011, at 9:00 p.m. Brown explained every wing of the mall has some type of racecar on display including karts, dragsters and NASCAR.
- Lynda Coombs reported Ted Cradlebaugh will be representing OVKA at DARF Promoter's Night, Tuesday, March 22, 2011.
- Josh Wagar will obtain the date for the Cincinnati Concourse d'Elegance Show.

SPONSORSHIPS/PIT SPOTS: Kevin Pesek inquired about the cost of sponsorship. Lynda Coombs provided information about each level as listed in the OVKA rulebook. Lee McCready reminded everyone the deadline for pit spots for both the membership and sponsors is April 1st at which time they will be released for new people. McCready asked that persons interested in sponsoring the same class as last year to let him know by April 1st. John Horn stated according to the rulebook last year, pit spot reservations could be made until the first race. Josh Wagar explained that was changed several months ago for the upcoming season and was announced at the banquet. Don Boles discussed the importance of selling pit spots as the revenue is applied to ambulance expenses. Ted Cradlebaugh thanked McCready for coordinating pit spots and sponsorship.

TRACK IMPROVEMENT COMMITTEE: Ted Cradlebaugh explained an assessment will be conducted to review what improvements need to be completed at the track and a meeting of the committee will be scheduled. Committee participants include Doug Benson, Mike Brown, Ted Cradlebaugh, Duane Frank, Max Viney, and Josh Wagar.

OLD BUSINESS:

BY-LAWS: Ted Cradlebaugh thanked Doug Benson, Mike Brown, Rick and Lynda Coombs, Duane Frank, Ray McKibben, Dwight Newberry, Jean Stafford, Randy Vermillion, and Josh Wagar who along with himself, participated in developing recommendations for revisions to the OVKA by-laws. Following two meetings, a draft was prepared and forwarded to the board. Gary Gregg inquired if the recommendations included election of board members to which Josh Wagar responded at this time, the committee is not making that recommendation. Cradlebaugh explained previous matters can be brought up after a six-month period per the recommendations. Mike Brown noted there were no less than six different versions

presented by members about how they want to see board members elected. Wagar said there were also communications from members who were opposed to the election of board members. John Horn said he was told the reason the by-laws were being redone was to allow for election of board members. Cradlebaugh responded per the recommendations, the matter could be brought back up in six months. Brown explained the board had acted in violation of the existing by-laws and discussed how there are three different versions of parliamentary procedures. Wagar stated Gregg had made the initial motion that did not receive a second, which means it is a dead motion. Brown said you cannot attach a motion to a by-law change. Wagar reported the by-law recommendations include two pages detailing meeting procedures. Pat Slattery asked why a six-month wait on dead motions to which Cradlebaugh explained Robert's Rules requires a one-year waiting period and he did not want to make it that long. Cradlebaugh discussed the importance of when making motions, you need to get it right. He said the revised by-laws will need to be looked over by a lawyer and having our own meeting procedures is going to be for the betterment of the club. Doug Stempfley suggested the by-laws be added to the back of the rulebook. Cradlebaugh said last month's meeting was chaotic and made people look at the need to get it together. Stempfley said he wants to go on record saying it is a bummer feeling to which Cradlebaugh responded this is what the board is going to vote on. Brown said it comes back to him and discussed it is no different from the expectations placed on him to follow procedures as Tech Director. Brown further stated it is about doing things right and not about the motion. Following further discussion, Cradlebaugh said Gregg made a motion that failed and the matter has been explained four times. He further stated there will be no more arguing about this and it will be voted on tonight. Stempfley responded after reading the by-law recommendations, it is thorough and a really good job. He noted that the issue with the motion shed some light on our by-laws and the board had to do something. Cradlebaugh extended an apology for letting the motion go through at the annual membership meeting as it was in error. Rick Coombs made a motion to accept draft two of the by-laws dated March 1, 2011 with the proposed board meeting guidelines. The motion was seconded by Josh Wagar and passed with eight in favor, one opposed and one abstained (roll call: Landes-yes, Stempfley-yes, Vermillion-yes, Viney-yes, Wagar-yes, Benson-yes, Boles-abstained, Brown-yes, Coombs-yes, and Gregg-no). Cradlebaugh reminded the group this passage is pending legal review and asked Lynda Coombs to inform the board via email of the cost involved.

USE OF PARTICIPATION CREDITS FOR 2011: Ted Cradlebaugh read a proposal for use of participation credits developed by Mike Brown, Rick Coombs and himself:

- 1) Maximum participation credits that can be used is two per class;
- 2) The two participation credits can be earned by the racer or donated to the racer from anyone else;
- 3) For participation credits in excess of the two and for non-racing participation credit recipients, one ticket provided for each participation credit which can be entered into prize drawings at the banquet:
 - a) These participation credits cannot be transferred among individuals;
 - b) Must be present at the banquet to enter prize drawings;
 - c) Three levels for participation credit drawings: 1-5 Ps; 6-11 Ps, 12 Ps and above;
 - d) Can win only one participation credit drawing prize.

Coombs said a member contacted him and suggested for every person who enters participation credit drawings to receive a prize. Randy Vermillion suggested people with more than twelve participation credits receive a gift card citing people like Mike Brown who earned over fifty participation credits for putting in a lot of time for the club. Cradlebaugh noted the current system does not provide prizes for people who do not race and he thinks

non-racers should receive something to which Pat Slattery and Kevin Pesek expressed their agreement. Lynda Coombs stated if any changes are going to be made, it needs to be included in the 2011 rulebook. Cradlebaugh asked the board to consider the possibilities and tabled the matter until next month.

WORKER PAY FOR 2011: Mike Brown made a motion to accept his proposal for worker reimbursement for the 2011 season. Ted Cradlebaugh said it is his understanding the proposal increases overall expenses by only \$260 per year. Brown explained there would be the deletion of a few positions and rainout reimbursement would be cut to half for those workers who did not end up working. Cradlebaugh reported all positions for the year are filled except kart retrieval and grid marshal. Brown asked for clarification if a 15-year-old can fill the grid position. Lynda Coombs responded in the past minimum age has been 16-years-old and committed to find out what WKA's current position is about this. Brown explained his proposal does away with swapping money for armbands to which Gary Gregg said workers would still have to sign at the gate. Brown said the gate workers would be provided a list. Brown said his calculations were based on what he was given and he used the tier three reimbursement schedule. Rick Coombs pointed out there were no tier three races last season and not often in previous seasons to which Gregg agreed. Cradlebaugh asked that more time be given to work on this and he will assist Brown. The matter was tabled until next month.

KART RETRIEVAL: Ted Cradlebaugh reported information has been received from Dwight Newberry and Drew Young about options for a kart retrieval vehicle and golf kart. Randy Landes inquired relative to safety issues, whether consideration should be given to going back to using kart stands. Cradlebaugh responded that would slow race day down. Following discussion of features and pricing, Cradlebaugh tabled the matter until next month to allow time to go look at the vehicles.

TECH CERTIFICATION: Ted Cradlebaugh reported results of tech certification are still pending.

2011 RULE BOOK: Lynda Coombs reported the first draft of the 2011 rulebook had been emailed to the board for review. She said guidance from the Tech Director will be needed regarding WKA technical regulations and other technical areas. The rulebook needs to be voted on at the April board meeting so editing can be completed and it can be sent to the printer. Rick Coombs asked if the club wants to give shifters a place to race. Ted Cradlebaugh suggested including shifters in the class structure and if only one or two enter, they will run with TaG. Wording for rule 304.2 was discussed. Pat Slattery stated there is freedom of speech. Cradlebaugh responded there is a difference between private conversations and forums. He further stated people looking at that forum would not want to race with us. Cradlebaugh asked that if someone has an issue, to call him. The matter was tabled until next month.

BOARD MEMBERS: Ted Cradlebaugh explained Dwight Newberry had been nominated to the OVKA Board of Directors right before the board had been frozen. Newberry will be voted on during executive session this evening. Rick Coombs pointed out Lee McCready had previously been asked to serve as a board member. Coombs, seconded by Doug Benson, nominated McCready to the OVKA Board of Directors. McCready will be voted on at the April board meeting.

OPEN DISCUSSION:

ACCOMMODATION: Mike Brown presented an air-cooled helmet to the board requesting an accommodation. Following discussion, consensus of the board was to allow use of the helmet.

ADJOURNMENT OF GENERAL SESSION: Don Boles, seconded by Max Viney, motioned to adjourn to executive session at 10:19 p.m.

EXECUTIVE SESSION: Having been nominated November 3, 2009, Dwight Newberry was voted to the OVKA Board of Directors. John Horn, who was nominated last month, was voted to the OVKA Board of Directors. Executive session was adjourned at 11:23 p.m.

NEXT MEETINGS / EVENTS:

- DARF Toys For Kids Race Car Show, Saturday & Sunday, March 5 & 6, 2011, Lang Chevrolet, State Route 35 & Orchard Lane, Beavercreek, OH (Contact is Randy J. Vermillion).
- Race Cars and Future Stars Show, Thursday through Sunday, March 17-20, 2011, Miami Valley Centre Mall, Piqua, OH (Contact is Mike Brown).
- DARF Promoters Night, 7:00 p.m., Tuesday, March 22, 2011, Jack Ass Flats, 6024 Rip Rap Road, Dayton, OH.
- OVKA Monthly Board Meeting, 7:00 p.m. Tuesday, April 5, 2011, Reyton Inn, 6147 West State Route 122, Franklin, Ohio (east side of I-75).
- OVKA Clean-Up Day, Saturday, April 9, 2011, 9:00 a.m. to 1:00 p.m.

SUMMARY OF COMMITMENTS:

- Doug Benson – Assist with contacting former Kart Expo vendors to promote 2012 OVKA Swap Meet.
- Don Boles – Assist with contacting former Kart Expo vendors to promote 2012 OVKA Swap Meet.
- Mike Brown – Work with Ted Cradlebaugh on worker reimbursement proposal.
- Lynda Coombs – Obtain amount of legal fees for review of the by-laws; check with WKA regarding minimum age for grid marshal.
- Ted Cradlebaugh – Look at kart retrieval vehicles and golf karts; work with Mike Brown on worker reimbursement proposal.
- Gary Gregg – Provide board members with a copy of the D & O policy; obtain quote for higher D & O limits.
- Max Viney – Assist with contacting former Kart Expo vendors to promote 2012 OVKA Swap Meet.
- Josh Wagar – Obtain information about the Cincinnati Concourse d'Elegance Show.

BOARD MEMBERS PRESENT: Benson, Boles, Brown, Coombs, Cradlebaugh, Gregg, Landes, Stempfley, Vermillion, Viney, and Wagar.

MEMBERS / VISITORS PRESENT: S. Benson, C. Bogan, O. Cohen, L. Coombs, Todd Cradlebaugh, B. Crutchleo, D. Frank, B. Frey, J. Horn, L. McCready, D. Newberry, V. Oatts, P. Slattery, B. Smiley, and L. Smiley.

Respectfully submitted by Lynda Coombs, OVKA Secretary, 3/18/11.