

**OHIO VALLEY KARTING ASSOCIATION
BOARD MEETING MINUTES
TUESDAY, APRIL 7, 2020**

CALL TO ORDER: President Aaron Banfield called the meeting to order via Zoom at 7:02 p.m. He asked that participants be patient as this is the first time a board meeting has been held this way. Banfield explained how the meeting will be conducted and how people can indicate they wish to speak on video or by phone.

SECRETARY'S REPORT: Lynda Coombs, seconded by Josh Johnson, made a motion to accept the March 3, 2020 board meeting minutes as published. The motion passed unanimously.

TREASURER'S REPORT: On behalf of the treasurer, Aaron Banfield provided bank balances. He explained a portion of the Hoosier sponsorship will be arriving with the remaining amount to be sent prior to racing. Banfield reported a check was issued for directors and officers insurance in the amount of \$2,160. The amount owed to the track is pending.

BANQUET COMMITTEE: Rick Coombs reported the Marriott in West Chester is willing to pencil in our date for the 2021 banquet that will be held in 2022. He read an email from the Marriott in response to asking them about their cancellation policy. They explained if there is a stay-at-home order over our date that would prohibit travel or large gatherings, we would not be held responsible.

SHOWS & PROMOTIONS: Lynda Coombs reported we did not participate in the DARF Race Cars & Future Stars Show. Ted Cradlebaugh said there are no events coming up. Aaron Banfield confirmed we will not be participating in the Rollin' on the River Show. Josh Johnson reported a letter has been received from the Butler County Fair and he will inform them we will not be participating in the event this year.

SPONSORSHIP / PIT SPOTS: Lee McCready discussed whether to postpone the deadline for pit spot reservations. Josh Johnson reported he has received a lot of reservations and contacted others. He stated he thinks we should open up the available spots. McCready said he can see people asking about having not raced a full season. Johnson replied the form states it is non-refundable.

TECH DEPARTMENT: Pat Slattery reported he is waiting on a response from VLR about tools and will let Ted Cradlebaugh know what he finds out. Michael Lewis will forward Aaron Banfield and Cradlebaugh information from Ron Swift about KA tools.

TECHNOLOGY: Michael Lewis asked that website updates be sent to him.

TRACK IMPROVEMENT COMMITTEE: Ted Cradlebaugh asked if we have a list for clean-up day. Ray McKibben reported Shelley Powers has put out approximately 70% of the crash bags. Aaron Banfield said Lynda Coombs will take care of the tower. He reviewed some of the items that will need addressed including painting numbers on pit spots, restroom preparation, positioning trash cans, leveling the scales, installing flag holders on the head flag stand and possibly installing an electric outlet and windshield on the flag stand. Zach Beavan offered to assist with the flag stand. Cradlebaugh said an upright stand in turn one needs to be built for the corner worker. Banfield will talk with Gary Gregg about the design and Ray McKibben will assist with construction. Cradlebaugh said down the line we should look into this for other corners. He explained he and McKibben are going to grind turn one.

RECRUITING COMMITTEE: Michael Lewis reported the documentation is completed in preparation for making 85 phone calls. Ted Cradlebaugh, Scott Golladay, Michael Lewis, Ray McKibben, Pat Slattery and Bruce Wyke will assist with this.

OLD BUSINESS:

CLEAN-UP DAY: Discussed during Track Improvement Committee dialog.

BY-LAWS: Aaron Banfield explained a meeting needs to be scheduled to discuss the by-laws. Ted Cradlebaugh presented a motion to amend the by-laws that would provide for the executive team (President, Vice-President, Secretary and Treasurer) to have the ability to conduct business on behalf of the Board of Directors in a state of emergency. Ray McKibben raised the question about board members being notified and said this is a broad position to put the executive team in. He asked what types of decisions could be made. Banfield replied it could potentially be contracts of tracks that we were scheduled to go to. Cradlebaugh added it is mostly for race schedules, dates and locations. Following this discussion, the by-law amendment motion was worded as follows:

Article XII - STATE OF EMERGENCY

When Federal, State of Ohio, or Preble County officials declare a state of emergency; or a 2/3rds majority of the BOD votes a state of emergency for a specific period of time; the following powers go into effect:

1. The state of emergency powers gives the executive team (President, Vice President, Secretary, and Treasurer) the ability to conduct all business on behalf of the Board of Directors. In order for the executive team to conduct said business, ¾'s of the officers must be present (physically or via electronical/telecommunication) in order to vote. A state of emergency gives the executive team the ability to act on behalf of the BOD on all matters except by-law changes and electing new officers to the board, without the need to call meetings in advance. The state of emergency also gives the executive team the ability to modify the race schedule, including changing dates, locations, configurations. Meeting Minutes shall be kept by the Secretary, or Vice President if the Secretary is not there, during any discussions and later sent to the board and posted to the OVKA website. Discussions that would normally be conducted under executive session will only be communicated to board members.

Josh Johnson seconded the motion which passed unanimously. Banfield explained this amendment will be sent to legal counsel for review. Lynda Coombs asked that it be noted there will be legal fees associated with this. McKibben inquired what happens if legal counsel comes back with changes to which Banfield replied it will have to be re-voted on by the board.

SHIRTS: Lynda Coombs explained she did not order t-shirts as they typically have the race schedule on the back. Aaron Banfield said he would like to keep the \$800 in place for t-shirts. He added he is waiting to order worker shirts.

CHAMP RACE: Due to having to cancel two races, Ted Cradlebaugh asked if we should look at moving the Champ Race as he does not like running two races then having the event. Ray McKibben discussed an email he sent to the board regarding the number of races and suggested the board look at the length of the season and having more drops. Cradlebaugh responded the amendment we just made would give them the ability to make some decisions. McKibben said he thinks the members will understand if the season has to be shortened to counting ten out of twelve races.

NEW BUSINESS:

D & O INSURANCE: Aaron Banfield reported the directors & officers insurance has been renewed in the amount of \$2,160. Ray McKibben asked that board members be provided with a copy of the policy. Banfield said he will get it sent to the board.

OPEN DISCUSSION:

HOOSIER CONTRACT: Aaron Banfield reported he was contacted by Keith Freber who informed him a partial sponsorship payment will be sent today with the balance when we get back to racing. Ray McKibben asked if we got a check from Margay. Banfield said Gary Gregg reported last month that was received.

TRACK PRACTICE: Ted Cradlebaugh asked if there has been any information from Gary Gregg as to how long the track is closed for practice. Aaron Banfield replied he does not have any information. Ray McKibben reported the track is closed for practice due to the current situation and re-opening is to be determined.

SUPPORTING ONE ANOTHER: Aaron Banfield asked that as we continue with the current situation, we pay close attention to our fellow members and let people know if needs arise. He added we have a tremendous resource of people and information among us.

ADJOURNMENT: Ted Cradlebaugh, seconded by Ray McKibben, motioned to adjourn at 7:59 p.m. Motion passed.

UPCOMING MEETINGS / EVENTS:

OVKA Monthly Board Meeting – 7:00 p.m., Tuesday, May 5, 2020, via Zoom

- PC / smart phone: <https://zoom.us/j/937643778>
- Dial in: (312) 626-6799
 - Meeting ID: 937 643 778

SUMMARY OF COMMITMENTS:

- Aaron Banfield – Talk with Gary Gregg about the design of a stand for turn one, schedule a meeting to discuss by-laws, have D & O insurance policy sent to board members.
- Zach Beavan – Assist with the flag stand.
- Ted Cradlebaugh – Grind turn one, assist with making phone calls to potential racers.
- Scott Golladay – Assist with making phone calls to potential racers.
- Josh Johnson – Inform Butler County Fair we will not be participating in their event.
- Michael Lewis - Forward Aaron Banfield and Cradlebaugh information from Ron Swift about KA tools, assist with making phone calls to potential racers.
- Ray McKibben – Assist with building stand for turn one, grind turn one, assist with making phone calls to potential racers.
- Pat Slattery - Let Ted Cradlebaugh know what he finds out from VLR about tools, assist with making phone calls to potential racers.
- Bruce Wyke – Assist with making phone calls to potential racers.

BOARD MEMBERS PRESENT: A. Banfield, R. Coombs, T. Cradlebaugh, S. Golladay, J. Holliday, J. Johnson, K. Kueth, R. Landes, M. Lewis, L. McCreedy, and R. McKibben.

MEMBERS / VISITORS PRESENT: Z. Beavan, D. Cook, L. Coombs, D. Cradlebaugh, D. Fiehrer, C. Holliday, A. Klein, O. Koelewijn, C. Kutscher, and P. Slattery,

Respectfully submitted by Lynda Coombs, OVKA Secretary, 4/26/2020