



**MINUTES OF ORGANIZATIONAL MEETING OF:
BOARD OF DIRECTORS OF CHUMPCAR INTERNATIONAL INCORPORATED,
A Mutual Benefit Organization, 501(c)(7)**

2 November 2015

1. Time and Place. The Board of Directors (“Board”) of Chumpcar International, Incorporated (“CCII” or “Corporation”) held its third board meeting on 2 Nov. 2015 at Las Vegas Motor Speedway, Media Center, convening at 1000 Pacific Time.

2. Attendance. All CCII directors attended:

John Condren, Jimi Day, Bill Riley, Bob Mink, and Debs McIlhenny.

There were no absentee directors.

Three ChumpCar members attended: Disa Gilbride, Mike Morrison, and Bill Guzenski. There was one invited visitor: Craig Cochran; Director of Operations, LVMS.

3. Presiding Officers and Quorum. Secretary, Debs McIlhenny, convened and recorded the meeting. Sec’y announced that all directors were present, there are and were no non-voting directors, thus there was a Quorum and the Board was ready to proceed with its business. Sec’y noted that there were members present, welcomed them, and took roll.

4. Written Notice. The Board received written notice of the meeting. The entire Board was present.

5. Volunteer Program. Sec’y noted the changes she made to the volunteer program procedures to accomplish standardization and modernization. The board collectively contributed further required additions and edits. After thorough discussion regarding the current revisions and pending, an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that Sec’y make the suggested modifications and Bob Mink make a suggested Pit Lane hard card.

6. Regional Directors’ Instructions on Volunteers. Chair provided history of the document as written. Sec’y noted the changes that she made to the Instructions, which triggered further discussion and suggested changes for Sec’y to make. Board agreed that it was important to circulate the Instructions to all Reg. Directors and get confirmation from them that they got the Instructions and will follow them. After all discussion, an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:



RESOLVED that Sec'y make the suggested modifications, after which Chair must circulate the Instructions and get from each Regional Director confirmation of receipt and compliance, and provide same to Sec'y.

7. Website Update. Discussion on the process of updating the website. Chair reported that he had no leads within financial reason for a redo, that \$10k was a basic rate for a basic site with pre-packaged frames. Discussion ensued, including about WordPress, Square Space, and other programs; using PayPal; and controlling registration. Bob offered to investigate other leads. Disa Gilbride suggested putting out notice to Chumps for help. After an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that the Board TABLE this decision, pending outcome of Bob's investigation on vendor input.

8. Forum Management. Following general discussion on the multiple issues regarding the forum, and an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that Board formally would appoint, and did appoint, Mikiel Kingsley as forum administrator and that Kingsley would select and appoint monitors to review the forum for inappropriate content.

9. Chump-Late-Model Class. Chair provided history on this non-Cup, stock-car, road-course, sprint-format series. Board discussed using this series as possible support series for ChampTruck, but disallowing it completely for ChumpCar support. After an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that the Board would allow this class of racing to be established as a stand-alone business, separate from CCII and to remove this series from ChumpCar Rules.

10. Financials. Board discussed the 2015 financials to date, noting that there were at least two more events to incorporate before considering year-end figures. Chair reported that Treasurer now has CCII check-writing authority and that third-party accountant is sending financials regularly to Treasurer. Treasurer addressed a lack of line-item breakdown for membership dues and other matters concerning high expenses and regional contractor costs. Extensive discussion by all Board members about using PayPal to establish membership dues line-item; reasons for financial losses; CCII marketing approach, competition, sprint format, sharing a race weekend with USCA and/or ChampTruck, and scheduling all or independently affect revenue; increased costs of track rentals; regional demographic differences and racing preferences; need for greater redundancy; short-term and long-term debt; and sponsors. Present members contributed to the discussion. After an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:



RESOLVED that the Board would TABLE accepting 2015 financials until Spring 2016 board meeting, when all final 2015 numbers will be available, and Chair and Treasurer get further input regarding methods for providing more meaningful line-item breakdowns.

11. Sponsors. General discussion about sponsors not meeting expectations and effectively getting a free advertising ride. Some discussion on possible arrangements available with sponsors who have significant assets. After further discussion, and following an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that Chair will revise sponsorship arrangements and agreements, and circulate results to Board.

12. New Business. Sec'y raised issue of succession and/or disaster planning, which idea garnered strong approval. After full discussion, an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that Chair will provide Sec'y with information sufficient to begin the process of succession and/or disaster planning.

13. Meeting Opened to Members. Members raised only three issues:
- A. The impression (largely from the forum) that the Board is the Chair's puppet. Discussion established that, from the temperament of discussion in this meeting, it was clear that the Board is not the Chair's puppet.
 - B. Need to fix the website. Discussion referred to Website re-do, above.
 - C. A National Chumpship, or cumulative points Chumpship. Chair discussed 2011 National Chumpship held in Iowa, which paid tow money.

At approximately noon, Secretary suggested that the Board discuss Member Petitions (to modify Rules) over lunch. Board and Members adjourned to the LVMS Speedway Cafe for further discussion while they ate.

14. Member-Submitted Rules Petitions and Members' Feedback to the Published Petitions. Board received all petitions prior to the meeting and had an opportunity to discuss several in advance. At the meeting, Board discussed all fourteen (14) petitions, several of which garnered strident debate. Sec'y reported that Feedback indicated Member appreciation for opportunity to comment on Petitions, and summarized substance of feedback. Board sought present Member input, and got it. Following this thorough review and discussion, the Board compiled its responses. After an appropriate motion duly seconded, and unanimous vote, the Board adopted the following resolution:

RESOLVED that the Board authorized and directed Chair to provide national tech, Phil McKinney, with all valuation petitions and post all other responses to the petitions.



15. Matters Requiring No Board Action. The Board reviewed and discussed a variety of other matters that required no action, including, but not limited to, staffing; national rules review; safety; membership (all memberships fully-paid), dues, and voting; region standardization; inter- and intra-regional communication; public relations; tracks, schedules, and availability; national and regional operations, including eliminating sprints; and legal issues. Board announced that next meeting would be open to all members, on 1 April 2016, at Daytona International Raceway.

Having nothing further to discuss, and after an appropriate motion duly seconded, and unanimous vote, the Board adjourned at approximately 1500 Pacific Time.

Dated: 1 December 2015

FOR THE BOARD,

Debs McIlhenny, Secretary