

Corinthian Vintage Auto Racing Corporation, CVAR
Minutes of Board of Directors (BoD) Special Meeting
Thursday, 4 April 2024
Zoom Call

1. Attendees:
 - Danny Piott - President
 - Steven Schultze - Secretary
 - Steve Coleman - Authenticity
 - David Lee - Board member at large
 - Colby Lemmons – Board member at large
 - Tom O’Grady - Board member at large
2. Call to order: The meeting was opened at 5:32 pm by Steven Schultze.
3. Chris Kellner and John Strnad, Board Members, reported unable to attend prior to the start of the meeting.
4. Meeting minutes for March 24, 2024 were presented for approval by Steven Schultze. The minutes stand.
5. The Bylaws Committee created at the 2024 Annual Meeting presented updated Bylaws. The committee was Tom O’Grady (chair), David Lee, and Steven Schultze.
 - a. Summary of the larger/significant changes recommended by the committee:
 - i. Added the wording to allow for remote video meetings.
 - ii. Added the ability to conduct a Board of Directors vote via email.
 - iii. Clarified Board vote versus an all Members vote.
 - iv. Election of Directors and Officers was rewritten to establish timelines and policies to be on the slate of candidates, voting, and then the committee to count votes and present to the Board and then the Members. This also included a section on preparation of a list of voting members prior to starting the election process.
 - v. Board of Directors desired number updated to reflect the current Board makeup. This included adding ‘Authenticity’ specific details.
 - vi. Added a ‘Fiduciary Responsibilities of the Board and Officers’ section.
 - vii. Changed a variety of wording or requirements to be within, or in line with, the current Texas Business Organizations Code for Nonprofit Corporations.
 - b. The Board discussed the removal of a ‘write-in’ candidate from the election of Directors and Officers and addition of a required biography and statement by all candidates. The removal of a ‘write-in’ candidate is to allow all voting members the opportunity to understand who a candidate on the ballot is. The timelines within the election process allow an individual to be placed on

the ballot through the '10% rule' within the Bylaws, thus a candidate not recommended on the Slate may still be entered on the ballot.

- c. The addition of a Fiduciary Responsibility and why it was added was discussed. The addition was from best practices for boards. While the wording was specific, it will require Board member's judgement to freely discuss the direction and thoughts of the Board with membership. It is not meant to stop communication across the organization.
 - d. The corporation currently has a Registered Agent within Texas and there may be a requirement to have the same in Oklahoma since we race and collect funds. This will be presented to the lawyer for verification.
 - e. Steven Schultze motioned and Tom O'Grady seconded a motion to accept the bylaws as rewritten and present to the attorney, and without material changes the bylaws accepted as approved. Motion carried unanimously. Approved.
6. Danny Piott requested we form a committee to clarify and/or state the responsibilities of the jobs within our organization so that we may update the organization chart. The intent is to understand each role and share across membership so we may work to restaff.
 7. Danny Piott provided an update on the upcoming race at ECR. Discussion of when the cutoff to decide to combine Group 7 with another group, due to very low Group 7 entries. Worked status shared. The pre-race information packet was discussed with who is sending and ensuring it is placed on the website, this is normally considered the race chair's responsibility. Parking on the skid pad was discussed – this is a hard 'no' from ECR.
 8. There being no further business, the meeting was adjourned at 7:05 pm.

Steven Schultze, Secretary