

February 27, 2013
MINUTES OF A REGULAR PHONE MEETING
OF THE INTERNATIONAL KART FEDERATION
BOARD OF DIRECTORS

A regular Phone Meeting of the Board of Directors of International Kart Federation, Inc., a California Nonprofit Corporation, was held at 5:15 p.m. on February 27, 2013 at Ontario California.

1. Attendance and Quorum. The following Directors were present, constituting a Quorum of the Meeting. Glenn Araki, Jack Hoegerl, Bill Hilger, Doug Norgaard and Art Verlengiere.

The following Directors were absent: None

The following Directors participated in the Meeting by conference call though which all persons participating in the Meeting could hear and speak to each other: Glenn Araki, Jack Hoegerl, Bill Hilger, Doug Norgaard and Art Verlengiere.

2. Chair and Secretary. Bill Hilger served as Chair of the Meeting and Glenn Araki served as Secretary of the Meeting.

3. Notice. The Chair called the Meeting to order and announced that the Meeting was called pursuant to a written notice duly delivered not less than 15 days to all Directors of the Corporation. The Chair ordered that a copy of the Minutes be inserted in the Minute Book immediately after the conclusion of this Meeting.

4. (Proposed Amendment to By-Laws]

Issue: Over the years the IKF has sought to control costs and streamline the operation of the Corporation. A copy of the proposed changes, with redline, strikeout and coloring signifying the proposed changes, was provided to each Member of the Board for review and consideration. The Board then discussed the reasons for the proposed Amendments, which included but was not limited to an effort by the Corporation to control costs and streamline the operation of the Corporation. The herein resolution will reduce operational costs by reducing the number Members of the Board of Directors from its current number of 9. The Board was further informed by the Chair that, pursuant to Section 2 of Article XIII of the Corporation's bylaws, any proposed Amendments to reduce the number of Members of the Board would not be effective unless the proposed Amendments were approved by a majority vote of the Members entitled to vote.

After discussion and Motion duly made, Seconded and carried unanimously/by a 5 to 0 vote, with no abstaining, the following resolutions were adopted to include the membership allowing the Board of Directors to decide on a 7 or 5 Member Board.

As a result, two resolutions will reduce costs of operation by reducing the number of Members of

the Board of Directors from its current number of 9, and of Meetings of the Board of Directors from its current 12 monthly Meetings per year. This requires approval by a majority vote of the membership of IKF to amend the By-Laws to reduce the number of Members of the Board and Meetings the Board is required to conduct. (Article VII, Sections 2, 4 and 8 are to be amended as reflected below to accommodate these changes.)

OPTION A for Resolution No. 1: Resolution No. 1: Board of Director Reduction in Number of Board Members.

Be it resolved that the Article VII, Sections 2 and 8, of the By-Laws of the International Kart Federation, Inc. be changed as follows:

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of five (5) members. The term of office of each Director shall be three (3) years, and until a successor is elected, qualified, and installed. The election shall be staggered so that at least three (3) Members are retained from the previous Board of Directors each year in order to provide continuity of direction. The term of office of each Director shall commence upon his installation at the first regular meeting following his election as a Director.

Section 8. Quorum. Four (4) Members of the Board of Directors shall constitute a Quorum for the transaction of business at any Meeting of the Board, provided that if fewer than four (4) of the Directors are present at said Meeting, a majority of the Directors present may adjourn the Meeting from time to time and without further notice.

OPTION B for Resolution No. 1: Board of Director Reduction in Number of Board Members.

Be it resolved that the Article VII, Sections 2 and 8, of the By-Laws of the International Kart Federation, Inc. be changed as follows:

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of seven (7) Members. The term of office of each Director shall be three (3) years, and until a successor is elected, qualified, and installed. The election shall be staggered so that at least three (3) Members are retained from the previous Board of Directors each year in order to provide continuity of direction. The term of office of each Director shall commence upon his installation at the first regular Meeting following his election as a Director.

Section 8. Quorum. Five (5) Members of the Board of Directors shall constitute a Quorum for the transaction of business at any Meeting of the Board, provided that if fewer than Five (5) of the Directors are present at said Meeting, a majority of the Directors present may adjourn the Meeting from time to time and without further notice.

Resolution No. 2: Board of Director Meeting Reduction in the Number of Board Meetings.

Be it resolved that the Article VII, Sections 4, of the By-Laws of the International Kart

Federation, Inc. be changed as follows:

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held the second Saturday of April without call at 8:00 a.m. at the principal office of the Corporation or at such other date, time, or place as may be designated by the Board of Directors. The Board of Directors may from time to time provide by resolution for such time and place, other than the principal office of the Corporation, for the holding of regular Meetings without other notice other than such resolution.

RESOLVED FURTHER that the foregoing Amendment shall be submitted to the Members for approval at a special Meeting of the Members, and that this Amendment shall not become effective until and unless it has been duly approved by the Members as required by Article XIII, Section 2 of the Corporation's ByLaws.

RESOLVED FURTHER that the President is authorized to call for a special Meeting of the Members shall so the Members can consider and vote on the proposed Amendments adopted by this resolution.

7. Adjournment. There being no further business, the Meeting was, on Motion duly made and Seconded, adjourned at 5:35 p.m.

Respectfully submitted,

Glenn Araki
Secretary of International Kart Federation, Inc.