

## Minutes

### AVA Board of Directors (BOD) Special Meeting December 14, 2022

1. Meeting called to order on Teams at 6:03pm CST by Chair Nancy Wittenberg.
2. All officers and Regional Directors (RD) were present, except for those from Pacific and Southeast Regions (represented by DRDs). Representing the National Office (NO) were Henry Rosales, AVA CEO and President; and Erin Grosso, Finance Director. Also participating were Deputy Regional Directors (DRD) from North Central, Northeast, Northwest, and Southwest Regions. A quorum existed.
3. Agenda (Attachment) was approved.
4. Minutes from November 9, 2022, Board Meeting were approved and will be posted on the AVA website.
5. CEO Report (Henry Rosales).
  - a. Insurance Contract Report. A new contract was not available to recommend to the BOD for approval. Henry received a late bid that exceeded the amount budgeted, so Henry does not recommend it. He has a meeting with another broker on December 15. This issue is urgent, as the current contract expires December 31. Chair Nancy Wittenberg stated we would have an Executive Committee meeting to approve a new contract once Henry has one to recommend.
  - b. Olympiad Venue Contracts for approval
    - The Olympiad Committee is focusing on La Villita with four areas: Arneson Theater (Sunday opening ceremony), Plaza Juarez, Villita Street, and COS House.
    - Use of the street is at no cost. Will line up vendors, such as taco trucks.
    - The COS House will be for stamping, any needed meetings for the Board, and possibly some storage. The patio area could be used for a reception.
    - Plaza Juarez will be for entertainment, but live entertainment will be canceled if the weather is bad, and we can substitute a DJ. There are some logistical issues for covering with tents.
    - The area will be staged such that only pass holders can come in.
    - There is a higher cost on Sunday because that day's plan includes the Arneson Theater, chairs, etc. The Thursday cost may drop if we use the Majik Theatre for the closing ceremony of the Olympiad, the opening ceremony of the Texas Trail Roundup, and the Friendship reception.
    - Discussion:

- MA RD asked if there would be a single contract covering all dates. Henry answered there will probably be one for each day.
- Henry noted La Villita is a public space and cannot be secured. Still, we will need to pay for security of some sort. Also, the Olympiad Village in La Villita will close Saturday, and all functions will move to the La Quinta.
- Clubs/associations/regions will not display in Olympiad Village. Those displays will be in the La Quinta.
- MA RD noted the contract said there would be no dumping of liquids in the flower beds. Henry said we would need to mitigate that risk to get our deposit back. Also, the contract seems to require AVA to provide general cleanup. Henry said there is a custodial service to pick up trash and maintain toilets, but we have to pick up our own materials.
- **Motion.** Henry moved to allow signing of a contract with La Villita close to the estimated price of \$18,000. Coming from committee, the motion required no second.
  - Discussion: Nancy asked when the contract may be final. Henry replied the last week of December.
  - **Approved** on voice vote

#### c. Olympiad Budget

- Henry presented a modified Olympiad budget for 800 participants. Henry and Erin will continue to whittle away the expenses to minimize losses.
- **Motion:** Henry moved on behalf of the Olympiad Committee to accept the modified budget for the Olympiad event. Coming from committee, the motion required no second.
- **Approved** on voice vote with one nay

#### 6. Reports of Officers.

a. Chair Nancy Wittenberg sent a message to Ben McDonald, whose term as Member-at-Large concluded in October 2022. No response yet. The BOD needs to consider what AVA needs from a member-at-large.

b. Vice Chair Susan Medlin has walked almost all the distances of the Olympiad. She turned in the portapotty report to Erin to support the contract. She also found at least nine venues for the Margarita Trail with a variety of food and drink options.

c. Secretary Cecilia Miner reported the call for Special Meeting has gone out. The call to the Regular Meeting can come after the Olympiad. Chair suggested finalizing in April.

d. Finance Chair Ed McCabe: Report on Audit and Budget

- The audit report had no findings, so we came out with a clean audit. Henry thanked Erin and Marian for handling transactions that went into the financials.
- The 2023 budget is bare bones. Ed tries to build cushion in budgets he oversees, but there is no cushion in this one. The reality is that AVA's membership is down, and expenses are up. Without relief on the revenue side, cuts don't help.
- Discussion:
  - MA RD asked why RD participation fees are not listed separately, since AVA receives the entire participation fee from those events. Erin replied the NO is trying to collapse the number of account lines in the budget. The funds do appear in the aggregate. Accounts such as Per Participation Sanction Fee and ACE events have been tracked separately to see if they become profitable.
  - Chair on fees: We have had a \$3 participation fee since 2002 or 2003. Ed suggested we raise the fee to \$5 and added that we seek a new member-at-large who can help on the revenue side. MA RD believes clubs would support an increase to \$5, but there must be controls placed on free walkers, who do not contribute toward insurance or the cost of hosting events. NW RD pointed out that non-profit laws differ by state and may include a sales tax on participation fees. Extensive discussion continued on free walkers, use of the OSB to "buy" maps, and how permitting differs by specific localities.
  - To facilitate implementation of any fee increase, Finance Chair suggested meeting on the topic quickly. In response, the Chair will plan a special Board meeting in early March to discuss participation fees.
- **Motion.** Ed moved to accept the 2023 proposed budget. MA RD seconded. **Approved** on voice vote with one nay.

## 7. New Business

### a. Special Membership Meeting Agenda at the IVV Olympiad

- Nancy is working on the specific agenda. For the physical layout, Board members will be seated at a table with Nancy chairing the meeting. Nancy asked Graham Fawcett, IVV VP, to provide an address, but he has not yet responded. The rest of the IVV Presidium will leave before the meeting. Nancy asked Diana Marshall, IVV-Americas President, and local dignitaries to speak.
- The Necrology will be presented with music and names displayed. Clubs should send in names to Karen@ava.org.
- If we have a 2025 Convention proposal, it will be presented.
- Nancy will present the President's Award to all previous presidents. This will be the last President's Award. Subsequent awards in this vein need a new name.

### b. Discussion of dates and content of June Zoom Regular Membership Meeting

- Nancy prefers meeting during the week, and noted having a single slate of officers will simplify things. Also, she would prefer not having bylaws at this

meeting. RM RD replied the Governance Committee is targeting 2025 for the next bylaws change.

- AT RD noted there has been discussion about increasing term limits on RDs with respect to the bylaws. Nancy had talked to Vice Chair Susan Medlin, who expects to bring it up in 2027. Secretary noted that one state association came close to having to vote to suspend the rules of the state constitution to permit officers to carry on past term limits when nominees were scarce. Also, we missed a few small issues in the bylaws, such as defining a quorum for a membership meeting.
- We hope to have a 2025 Convention to vote on.

c. The Chair suggested having a technical Board webinar in July 2023. The focus would be learning technical aspects of Board positions, such as website management specifics, where in-person meeting is not required.

d. At the Chair's suggestion, the next in-person Board meeting/retreat could occur in October 2023 prior to the US Freedom Walk Festival, which takes place October 13-15 in Arlington, Virginia. This meeting would provide needed in-person training and would help support one of AVA's major events.

8. Reports of Regional Directors on promotion of attendance at the IVV Olympiad – RDs.

a. MA RD: A benefit from Olympiad is exposure we receive nationally. We need to continue pushing the exposure post-Olympiad to maintain momentum going into National Walking Week and work within local communities.

b. Henry: A proposal was submitted by the media consultant to several stations. A local affiliate picked it up and will run a media campaign beginning in January. Will try to get exposure on the national affiliate.

9. Adjournment.

a. Next Regular Board Meeting will be delayed due to the February Olympiad until April.

b. MA RD moved to adjourn. AT RD seconded. Adjourned at 8:29pm CST.

Respectfully submitted,

Cecilia Miner, Ph.D.  
AVA Secretary



**Board of Directors Special Meeting Agenda**

Wednesday, December 14, 2022, 7pm – 9pm CT via Teams

1. Call to Order –Chair, Nancy Wittenberg
2. Roll Call of AVA Board - Secretary
3. Approval of Agenda
4. Approval of Minutes of November 9 Board Meeting
5. CEO/President's Report – Henry Rosales
  - a. Insurance Contract Report
  - b. Olympiad Venue Contracts for approval
6. Reports of Officers
  - a. Chair – Nancy Wittenberg
  - b. Vice Chair – Susan Medlin
  - c. Secretary – Cecilia Miner
  - d. Finance Chair -- Ed McCabe – Report on audit
7. Financials – Erin Grosso
  - a. 2023 Budget for approval
8. New Business -- Chair
  - a. Special Membership Meeting Agenda at the IVV Olympiad
  - b. Discussion of Dates and content of June Zoom Regular Membership Meeting
  - c. Thoughts on technical Board Webinar in July – 4-6 weeks after Membership Meeting
  - d. Board meeting/Retreat in October at the Freedom Walk Festival Oct 13-15, Alexandria, VA
9. Reports of Regional Directors on promotion of attendance at the IVV Olympiad – RDs
10. Other Business
11. Adjournment
  - a. Regular Board Meeting – Delayed due to February Olympiad, etc. until late March or April

Attachment

