

American Volkssport Association

XXI Biennial Convention

Red Lion Hotel

Albany, New York

12 – 14 June 2019

Opening Ceremony:

Color Guard Presentation

Pledge of Allegiance

Call to Order:

President David Bonewitz called the Twenty-first Regular Membership Meeting of the American Volkssport Association to order at 3:30 p.m., June 12, 2019 at the Red Lion Hotel in Albany, New York

Credentialing Report: Sam Korff, Secretary

There are 218 clubs in good standing

184 Delegates/proxies have been credentialed.

There are 10 Regional Directors and 4 officers. All have been credentialed.

198 have been credentialed as of 6/12/19

We have a quorum.

Credentials report was accepted by voice vote.

Welcome and Introductions:

Welcome to the 21st Biennial Biennial Convention in Albany, New York.

Introduction of the National Executive Council Members:

Nancy Wittenberg (Vice President), Bob Morrison (Treasurer), Sam Korff (Secretary), Mike Green (Atlantic RD), Andy Bacon (Mid America RD), Jerry Wilson (North Central RD), Chris Mellen (Northeast RD), Tom Baltes (Northwest RD), Carl Cordes (Pacific DRD), Sherry Sayers (Rocky Mountain RD), Lucy Yother (South Central RD), John McClellan (Southeast RD), Susan Medlin (Southwest RD), Henry Rosales (Executive Director)

Brief address by Kathy Sheehan, Albany Mayor

Brief address by Paula Mahan, Town Supervisor, Town of Colonie

**Brief address by Deborah Goedeke, Convention Services Manager,
Discover Albany**

Brief address by Graham Fawcett, IVV Vice President

Approval of Meeting Rules. (Attachment 1)

Acceptance of Meeting Rules

With no changes to the rules, the rules stand as presented.

Approval of Agenda. (Attachment 2)

Agenda is approved.

Presentation of Check to a Nonprofit

Check of \$1000 presented to Operation At Ease

Announcement of Official State of Officer Candidates:

Tom Jackson, 2019 Nominating Committee Chair, announced the slate of candidates:

President: David Bonewitz, Southeast Region

Vice President: Nancy Wittenberg, Northwest Region

Secretary: Cecilia Miner, Atlantic Region

Treasurer: Chase Davis, Northwest Region

Tom Jackson concluded his report of the official slate of officer candidates.

President David Bonewitz asked for any nominations from the floor.

There were no nominations from the floor.

The slate of candidates was elected by voice vote/acclamation.

Necrology: (Attachment 3)

Necrology read by Nancy Wittenberg.

Treasurer's Report (Attachment 4)

2019 – 2020 Budget

Vice President's Report (Attachment 5)

Legacy and Sustained Giving/Big Give

President's Report (Attachment 6)

State of the AVA Nation

Introduction of 21st AVA Biennial Convention Committee

CoChairs – Lea Darling and Theresa Kennedy (Attachment 7)

Recess 5:19 p.m., June 12, 2019

Call to Order – Reconvene 1:35 p.m. June 14, 2019

Credentialing Report: Sam Korff, Secretary

There are 218 clubs in good standing

190 of them are credentialed

There are 10 RDs – all are credentialed

There are 4 officers – all are credentialed

There are 204 votes are possible

We have a quorum.

Presentation by Mass Media

Selection of 22d AVA Biennial Convention Site

Presentation by Jerry Wilson

John McClellan made a motion: I move that we accept by acclamation the bid from the North Central Region to host the next AVA Biennial Convention of 2021 in Madison, WI.

Seconded by: Tom Baltes

Motion Passed.

Lucy Thayer, Chair of the Bylaws Committee presented Bylaws changes:

- a. Motion to change AVA Fiscal Year to a Calendar Year**
(Attachment 8)

Motion Passed.

Proviso amendment: Effective date January 1, 2020

Motion Passed.

b. Motion to change Committee Structure (Attachment 9)

Motion Passed

**c. Motion to Add Up to Three At Large Members to the Board
(Attachment 10)**

d. Motion Passed.

Meeting adjourned Sine Die 3:17 p.m. June 14, 2019

American Volkssport Association 21st AVA Biennial Convention

Convention Standing Rules 2019

The AVA Secretary submits the following rules of order to govern the business meetings of this convention:

1 VOTING BODY

- 1.1. Each elected National Officer, Regional Director, State Organization and Regular Member Club that is in good standing forty-five (45) days before the opening of the membership meeting shall be entitled to one vote on each matter submitted to a vote of the members. The Executive Director shall have no vote. (AVA Bylaws, Article IV 4.3)
- 1.2. One third (1/3) of the eligible voting delegates of the AVA represented in person or by proxy shall constitute a quorum at any regular or special membership meeting of the AVA. (AVA Bylaws, Article IV, 4.4)
- 1.3. A delegate's identification badge must be visible when the delegate is in the delegates' seating area during the General Sessions.
- 1.4. Only delegates may be seated in the delegates' seating area. To participate in business delegates must be seated in the delegates' seating area.
- 1.5. The delegate card will be used for identification during voting and to obtain ballots for ballot voting.

2 PARLIAMENTARY AUTHORITY

- 2.1. The rules in the current version of Roberts's Rules of Order Newly Revised shall govern the AVA in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order which the AVA may adopt. (AVA Bylaws, Article XV, 15.1)

3 MOTIONS

- 3.1. All motions offered from the floor, except procedural motions, shall be promptly signed and submitted in writing to the AVA Secretary before the final vote can be taken on the motion. Motion forms will be supplied and, when completed, shall be delivered to the AVA Secretary. A motion to amend a main motion is handled the same way; it may not be further amended (i.e., a tertiary motion).
- 3.2. Only members of the voting body may introduce a motion.
- 3.3. The Secretary shall read the motion before the final vote on any motion.

4 DISCUSSION

- 4.1. Any delegate who wishes to speak from the floor shall, upon recognition from the Chair, identify himself or herself with his or her name and the name and number of the AVA member he or she represents.
- 4.2. Discussion on a motion shall be limited to two (2) minutes for each speaker. General consent shall be required if additional time is to be granted. If there is an Objection to general consent, a formal vote must be taken and a two-thirds (2/3) vote of those present and voting shall be required to grant additional time.
- 4.3. No delegate may speak more than once to an issue until all others wishing to speak have had a chance to do so.

Standing Rules – Continued

- 4.4. No delegate shall be given the privilege of the floor more than twice on the same issue without the general consent of the voting body.

5 VOTING

- 5.1. A majority vote of the eligible delegates represented in person or by proxy is required for passage of all matters coming before the business sessions.
- 5.2. VOTING ON AMENDMENTS TO THE BYLAWS (AVA Bylaws, Article XIII)
- 5.2.1. These Bylaws may be amended at any regular or special meeting of the AVA by a majority vote of the eligible delegates represented in person or by proxy, provided that the proposed amendment has been submitted to the National Executive Council and submitted, in writing, to all Members at least sixty (60) days prior to the regular or special membership meeting at which a vote shall be taken. The requirement for sixty (60) day notice to all Members of the AVA can be waived by a two-thirds (2/3) vote of the eligible votes represented in person or by proxy at a regular or special membership meeting of the AVA.
- 5.2.2. If Section 13.2 of this Article is used in a regular or special membership meeting of the AVA so as to waive the requirements of Section 13.1 of this Article, then any such amendment must be submitted to the National Secretary in writing. (AVA Bylaws, Article XIII)
- 5.2.3. Amendments go into effect as soon as adopted unless worded otherwise.

6 ELECTIONS

6.1. National Officers

- 6.1.1. Nominations from the floor for National Officers will be permitted immediately after the report of the Nominations Committee during the first General Session on Wednesday, June 17, 2015. [See AVA Bylaws Article V, 5.6 (e)]
- 6.1.2. Before the election, each nominee shall be allowed five (5) minutes to speak before the voting members.
- 6.1.3. The National Officers shall be elected at large by secret ballot of the voting members of the AVA and designated proxies. A single ballot shall be used for voting on the National Officers. [See AVA Bylaws Article V, 5.6 (d)]
- 6.1.4. Where only one (1) candidate for a national office has been nominated, no ballots shall be cast by the Members and the Secretary shall call for a voice vote of the Members. [AVA Bylaws Article V, 5.6 (f)]
- 6.1.5. In the event that more than two (2) candidates are nominated for the same National Office, and upon the first ballot, no candidate receives a majority of the ballots cast, the two (2) candidates receiving the most ballots shall run against each other. Upon the subsequent ballot, the candidates receiving a majority vote shall be declared elected. [AVA Bylaws Article V, 5.6 (g)]

6.2. Regional Directors

- 6.2.1. Each Regional Director shall be elected by ballot of the Members in the Region. The election may take place at a specially called regional meeting held at the regular membership meeting, or elsewhere, or by mail ballot as the member clubs of the region shall elect at a meeting called by the Regional Director or 10 of the clubs within the region. The incumbent Regional Director, or designee, shall preside at the regional meeting. The regular member clubs holding

Standing Rules – Continued

one third (1/3) of the votes that may be cast at the meeting, either in person or by proxy, shall constitute a quorum at the meeting. Elections for Regional Director cannot be held earlier than 90 days before the next regularly scheduled membership meeting. [AVA Bylaws, Article VI, 6.6 (d)]

- 6.2.2. The results of such election shall be delivered to the National Secretary at the regular membership meeting of the AVA. The secretary shall announce the results of the election to the meeting and shall report the results in the minutes of that meeting. [AVA Bylaws, Article VI, 6.6 (f)]

7 TELLERS

- 7.1. The Secretary shall appoint tellers to count ballots and tabulate the results of the election of National Officers. These tellers will also count ballots and tabulate the results of any other matters voted upon by the membership at the meeting.

8 TIMEKEEPERS

- 8.1. The President shall appoint a Timekeeper for the business sessions.
8.2. The Timekeeper shall give each speaker a one (1) minute warning before expiration of time allowed.
8.3. At the expiration of the time, the speaker, without further comment, shall immediately relinquish the floor.

9 SUSPENSION OF STANDING RULES

- 9.1. Two-thirds (2/3) vote of the eligible votes represented in person or by proxy shall be required to suspend or amend these standing rules.

10 AUDIBLE COMMUNICATION DEVICES

- 10.1. During all business sessions, all audible communication devices must be turned off or set to non-audible signaling.



Fun, Fitness, Friendship

American Volkssport Association General Membership Meeting

June 12/3:30p.m.-5:30p.m. & June 14/1:00p.m.-3:30p.m., 2019

Stonehenge Ballroom

Red Lion Hotel Albany, 205 Wolf Road, Albany, NY 12205 (518) 458-7250

AVA: America's Walking Club

Agenda

Wednesday, June 12, 2019, 3:30 p.m. – 5:30 p.m.

1. Opening Ceremony – Color Guard
2. Call to Order
3. Credentialing Report
4. Welcome and Introductions
5. Approval of Meeting Rules
6. Approval of Agenda
7. Test of Electronic Voting Devices
8. Announcement of Official Slate of Officer Candidates & Nominations
9. President's Report -- State of the AVA Nation
10. Treasurer's Report – 2019/2020 Budget
11. Vice-President's Report – Legacy and Sustained Giving Programs
12. Introduction of 21st AVA Biennial Convention Committee
13. Necrology
14. Recess

Friday, June 14, 2019, 1:00 p.m. – 3:30 p.m.

1. Credentials Report
2. Election of Officers
3. Selection of 22nd AVA Biennial Convention Site
4. Bylaws Amendments
 - a. Motion to Change AVA Fiscal Year to a Calendar Year
 - b. Motion to Change Committee Structure
 - c. Motion to Add Up to Three At-Large Members to the Board
5. Audience Comments
6. Presentation of new Board
7. Closing Remarks
8. Closing Ceremony – Color Guard



Necrology List for 2017-2019 Convention

It's easy to walk into someone's life but hard when they walkout.



Carroll Tiernan
Charlene Jensen
Darlene Hanson
Jane Kempf
Ed Lampart
Leonard Nedervelt
Oscar Sweeney
Gertrude Wetmore
Ron Drumm
Robert Forcier
Anton Bill Cable
Peter Sniffin
Jean Sniffin
Lynette, Reagan
Jean Davis
Bill Byrd
Roger "Turk" Turczynski
Billie Ed Harris
Sheila Furlong
Jeff Greene
Billie Harris
Marcia Leonard
Eunice McGee
Roger Pickett
Allen Nelson
William Hofstad
John Hanlan
Barbara Currie

Joan Heins
Rick White
Bob Theune
Jack Kester
Will Cantrell
Maxine Johnson
Sheila Epler
Wayne Oak
Steve Meltzer
Robert Gambert
Lester Clutter
John Hanlon
Faylene York
June Holmes
Joe Obradovitz
Valerie Kirley
Maurice Ranc
Flo Weiershausen
James W Love
Linda Lindsey
Charles Baxter
James Zinn
Silas Stratton
Richard Naylor
John Shannon
Mary Simons
Roy Leimberg
Roberta Murray

Fran Olsgard
Roger Minke
Joseph Uphoff
Jane Darling
Don Goebel
Lewis Monneypenny
Robert Theune
Judy Polezer
Shirley Sedlack
Charles Upton
Carol Clark
Shirley Renner
Nancy Stiltner
Elaine Hadiacos
Marge Williams
Ron Drumm
Rodney Bell
Alvin Forsythe
Edward Mann
Jean Schauer
Joseph Githens
Jack Majni
Betty Peterson
Roy Hutchison
Denny Bratton
Victor Schafer
Judy Marlin
Jim Plummer

William Krien
Edward Jones
Robert Ireton
Valda Lance
Al Grazioli
Helen Purcell
Jim Wasson
Buzz Donnenwirth
Bill Hofstad
Andrea Cook
Sylvia Huber
Mary Jane Wendt
Chuck Lathan McGehee
Jim Bold
Phyllis Boyd
Ginny Potter
Loren Schab
Candace Purcell
Risca Edlin
Frank Hauck
John Holloman
Charles Hornsby
Judy Koskela
Jim McDonald
Peggy Finley
Arthur Belanger
Betty Anglin
As of May 14, 2019

| AMERICAN VOLKSSPORT ASSOCIATION, INC. (AVA) | | |
|---|---|-----------------|
| PROPOSED BUDGET FY 2019-2020 | | |
| 5/21/2019 | | 2019-2020 |
| REVENUES | | PROPOSED BUDGET |
| 40320 & 40330 | VOLKSSPORTS ASSOCIATE / FAMILY MEMBERS/LIFE | 31,500 |
| 40340 | CHARTER MEMBERSHIPS | 200 |
| 40345 | CLUB ANNUAL DUES | 16,275 |
| 40211 | SANCTION FEE INCOME - TRADITIONAL | 19,400 |
| 40211 | SANCTION FEE INCOME - YRE/SEAS/ACE | 78,000 |
| 40112 | PARTICIPATION FEE INCOME-TRADITIONAL | 49,760 |
| 40111 | PARTICIPATION FEE YRE/SEASONAL INCLUDED | 92,518 |
| 40113 | PARTICIPATION FEE - RD - EVENT FEES | 1,300 |
| 40114 | PARTICIPATION FEE - (PPSF) | 1,300 |
| 40115 | PARTICIPATION FEE - ACE EVENTS | 200 |
| 40350 | MERCHANDISE INCOME | 42,000 |
| 40600 | SALES RETURNS AND ALLOWANCES | (50) |
| 40700 | MEMBER DISCOUNTS | (6,500) |
| 40360 | ADVERTISING INCOME (TAW & WEBSITE) | 4,000 |
| 40280 | YOUTH PROGRAM INCOME | - |
| 40270 | VIRTUAL ONLINE PROGRAM INC. (Walk Canada) | 10,500 |
| 40530 | IN-KIND DONATIONS | 500 |
| 40550 | GRANT AND SPONSORSHIP INCOME | 4,000 |
| 40250 | NATIONAL PROGRAM INCOME | 3,000 |
| 40260 | SPECIAL PROGRAM INCOME | 1,000 |
| 40510 | DONATIONS - UNRESTRICTED | 90,000 |
| 40520 | DONATIONS - RESTRICTED- GIFTS | 300 |
| 40800 | INCOME - OTHER & FREIGHT/LATE FEES/STAMPS | 7,000 |
| 40900 | INCOME - INVESTMENT & INTEREST INCOME | 15,000 |
| TOTAL REVENUE | | 461,203 |
| COST OF SALES | | |
| TOTAL COST OF SALES | | 24,000 |
| Deposit from Investment Account | | |
| GROSS PROFIT | | 437,203 |

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| | | 2019-2020 |
| EXPENSES | | PROPOSED BUDGET |
| | | |
| 60500 | BANK SERVICE & CREDIT CARD CHARGES | 4,000 |
| 60600 | CLUB DEVELOPMENT/SUPPORT | 2,000 |
| 61000 | COMPUTER/SOFTWARE/WEBSITE | 1,000 |
| 61500 | DEPRECIATION EXPENSE | 5,260 |
| 62010 | EQUIPMENT MAINTENANCE | - |
| 62020 | EQUIPMENT RENTAL | 12,183 |
| 62500 | FUND DEVELOPMENT | 2,000 |
| 63210 | INSURANCE - EVENT LIABILITY | 27,900 |
| 63220 | INSURANCE - HQ PROP/ OFFICER & DIR. LIAB. | 2,514 |
| 63400 | INTEREST EXPENSE | - |
| 63500 | INTERNATIONAL IVV MEETINGS/TRAVEL | 2,000 |
| 63600 | IVV DUES EXPENSE | 3,200 |
| 64000 | PROMOTIONAL - MARKETING/PUBLIC RELATIONS | 2,000 |
| 64500 | PUBLICATION DUES/MEMBERSHIP DUES | 700 |
| 64800 | OPERATIONS - MISCELLANEOUS | 1,500 |
| 65200 | NATIONAL OFFICE TRAVEL & MGMT EXPENSE | |
| 65210 | EXECUTIVE COUNCIL - TRAVEL & NEC MEETINGS | 15,000 |
| 65220 | NEC - REIMBURSABLE EXPENSES | 1,500 |
| 65300 | NON-DEPREC ASSET PURCHASES | 500 |
| 65600 | OFFICE REPAIR & IMPROVEMENT | 200 |
| 66010 | PAYROLL BENEFITS | 30,000 |
| 66020 | WAGES- NATIONAL HQ STAFF | 243,000 |
| 66030 | PAYROLL TAX | 19,400 |
| 66110 | POSTAGE NATIONAL HEADQUARTERS | 2,500 |
| 66210 | CONTRACT IT SERVICES/SOFTWARE/MAINT. | 2,500 |
| 66220 | LEGAL SERVICES | 2,500 |
| 66230 | FINANCIAL SERVICES | 5,000 |
| 66240 | STRATEGIC PLANNING | - |
| 66310 | AWARD PROGRAM EXPENSE | 6,000 |
| 66320 | MEMBERSHIP PROGRAM EXPENSE | 2,000 |
| 66330 | EVENT PROGRAM EXPENSE | 8,000 |
| 66335 | VIRTUAL ONLINE PROGRAMS (WALKER TRACKER) | 8,000 |
| 66360 | YOUTH PROGRAM EXPENSE | - |
| 66380 | NATIONAL PROGRAM DEVELOPMENT | 3,000 |
| 66390 | SPECIAL PROGRAMS EXPENSE | 100 |
| 66700 | RENT - NATIONAL HEADQUARTERS | 40,908 |
| 67000 | Employee DEVELOPMENT | 1,770 |
| 67100 | SUPPLIES - NATIONAL HEADQUARTERS | 4,000 |
| 68100 | TAW CONTRACT | 18,800 |
| 68200 | TELEPHONE - NATIONAL HEADQUARTERS | 3,860 |

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|-------------------|---------------------------------|----------|
| 66205 | MEDIA CONSULTANTS | |
| 60750 | CONVENTION EXPENSES | |
| TOTAL | | |
| EXPENSES | | 484,795 |
| NET INCOME | | |
| FROM | | |
| OPERATIONS | | (47,592) |
| | Deposit from Investment Account | 47,592 |
| | | - |
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Vice President's Report – Nancy Wittenberg

Attended all NEC on site meetings, Executive committee meetings and all but one Electronic Board meetings and chaired the February and May, 2018 NEC Electronic meetings for the President.

Attended the Texas Trail Roundup (TTR) in 2018 and welcomed participants in the President's stead. I also attended the TTR in 2019 to support its IML effort. I attended the Mid America conferences in both years, the Atlantic Regional conference in 2018 and the NW Regional conference in 2018. Two of these were in place of the President who couldn't attend.

Supported the Financial Sustainability goal of the Strategic plan and the Executive Director by chairing the Fund Development Committee and the Big Give subcommittee.

Chaired the Strategic Plan Implementation/Coordination Committee. Led the review of the Strategic Plan goals and objectives in June, 2018 and presented the status at the January 2019 Tucson NEC meeting.

President's Report – David Bonewitz, Ph.D.

This term of office has been quite busy and very productive. To allow the Board to make more timely decisions, we began holding monthly electronic meetings which also saved money by eliminating one in-person meeting. Working with the committee chairs we established charters for each of the Board committees. The staff worked hard to trim expenses without cutting capability. Looking toward a digital future, we tested a Virtual Online Program, implemented outstanding new event stamps, and rolled the On-Line Start Box out across the AVA nation. We had our Bylaws reviewed by an attorney and have begun developing the changes required by changes in Texas law. With the Executive Committee we developed three Bylaws changes in line with recommendations in the Strategic Plan. When it came to travel, this last year was particularly busy. I attended the 2018 IML Membership meeting in Sweden in support of San Antonio's selection as an IML event. This was followed by attendance at the IVV Congress in Sicily where we made bids for the 2020 IVV Congress and 2021 Olympiad. While neither was successful, we made progress in reestablishing AVA as an active participant in IVV. In an effort to encourage the membership and to hear from folks in the clubs, my wife and I attended all the regional conferences (Atlantic, Northwest, North Central, Mid-America, and South Central) and attended multiday events in California, Washington, Virginia, Florida, and Texas. We began focusing on the event at Crazy Horse as a National Publicity Event, helping the Black Hills Volkssport Association with the event and exposing thousands of participants to AVA: America's Walking Club. AVA is at a critical juncture with much to be done to ensure a bright future. Together we can make it happen.

21st AVA BIENNIAL CONVENTION COMMITTEE

| | | | |
|-------------------|--------------------------------------|------------------------|--|
| Lea Darling | Co-Chair Albany Convention | Terry McFarland | Buffalo, NY Walk |
| Teresa Kennedy | Co-Chair Albany Convention | Linda Morzillo | Publicity/Photography |
| Carolyn Adams | Portsmouth, NH Walk | Joseph Piffat | Danvers, MA Walk |
| Claudia Cauchion | Portsmouth, NH Walk | Louise Remillard | Registration |
| Beverly Feltt | Merchandise | Doug & Jackie Reynolds | Saratoga Battlefield, NY Walk |
| Jeffrey Giddings | Web Registration | Eileen Skinner | Web Master |
| Larry Godshalk | Cooperstown, NY Walk, Transportation | Barbara Stafford | Buffalo, NY Walk |
| Ginger Ireton | Operation At Ease Community Service | Trudi Thun | Workshops |
| Wayne Knapp | Walks Equipment | Bob & Jan Varnon | Springfield, MA Walk |
| Barbara Kolapakka | Albany, NY Walk, Workshops/Walks | Liz Walsh | Fundraising, Cohoes/Waterford, NY Walk |
| Warren Lavery | Finance | Vera Weiss | Silent Auction |
| Arden Lawand | Graphic Artist | Chris Yost | Volunteer Coordinator |
| Kathy Mack | Walks Equipment | Chris Zegelin | IT Committee |
| Pat Mahoney | Silent Auction | | |

Title: Change the AVA Fiscal Year to a Calendar Year

Motion: I move that the AVA Bylaws be amended as follows:

Article III Membership 3.5 Fees and Dues. (a) Fiscal Year

Current Wording: The fiscal year of the AVA shall be from July 1 of a given year through June 30 of the following year.

Proposed Wording: The fiscal year of the AVA shall be from January 1 through December 31 of each year.

This motion requires a proviso amendment be enacted while the amendment is on the floor but before the final vote is taken.

The motion to create the amendment proviso reads:

“It is moved that if the amendment to AVA Bylaws Article III, Section 3.5, Fees and Dues is adopted, it will become effective January 1, 2020, and a transitional fiscal year will be established to cover the six-month period from July 1, 2019, until December 31, 2019.”

This proviso will be voted on before the bylaw amendment comes up for final vote.

Rationale for Proposed Amendment: The AVA NEC/Board recommends that this amendment be approved. A TAW article last year gave extensive detail about the research done to ensure that this process is perfectly legal, does not impact AVA's or any member club's tax-exempt status, and is acceptable to our auditors. Also, it has been determined that this change at the national level does not require any changes by member clubs.

Bringing AVA's financial, tax, and statistical reporting all together on a calendar basis clearly makes sense. The change will move administrative work of preparing for audits and tax return preparation from the busy summer month when participation activity places more demands on staff time to the slower winter months. During convention years this change will ease the rush to prepare reports and budgets at the same time staff is involved in convention activity. Also, utilization statistics and financial results can be compared easily without the complication of extracting information from different

years. None of this costs AVA or the clubs any money and has the potential to streamline and simplify business operations and keep costs low.

Changing AVA's reporting period is a relatively simple step-by-step process. First, our membership must approve this bylaw change adjusting the annual accounting year dates. Next, filing a tax return for the short period between July 1 and December 31, along with IRS Form 1128, will change the tax year with the IRS. *(Side note: The IRS always allows changes from fiscal to calendar years, whereas adopting a fiscal year is more difficult because the IRS wants a legitimate business purpose.)* Finally, the management will arrange for a short period (July 1 - December 31) audit as it moves to calendar year audits.

Clubs can continue to file their IRS 990N tax returns online just as they have been doing. There is no requirement that AVA member clubs change their accounting year or do anything differently than they have been doing. While the IRS allows AVA and member clubs to have different tax reporting years, some clubs may choose to change from a fiscal year to a calendar accounting year. To allow this, the NEC/Board has also agreed to change the AVA Policy Manual (1.02, II, 3) which presently requires a fiscal year by all clubs to permit clubs to select an accounting year of their own choosing.

If an AVA member club chooses to change from a fiscal year to a calendar year for accounting and tax purposes, after the changes to the AVA bylaws and policy manual have been adopted, the club will follow the same steps as outlined above for AVA. When the time for club changes is right, AVA headquarters will publish more details and stand ready to help clubs in dealing with the IRS.

Title: Change Committee Structure

Motion: I move that the AVA Bylaws be amended as follows:

Article X Committees

10.1 Appointment - Change wording

10.2 Membership - Change wording

10.3 Standing Committees - Change wording

10.4 Duties - Change section number to 10.5 and change wording

Add new section 10.4 Operational Committees

Current Wording:

10.1 Appointment

Committees, standing and special, as deemed necessary by the National Executive Council to carry on the work of the AVA, shall be appointed by the AVA President with the advice and approval of the National Executive Council.

Proposed Wording:

10.1 Appointment

Board Committees, standing and special, as deemed necessary by the Board to carry on the work of the Board, shall be appointed by the AVA President with the advice and approval of the Board. Committees dealing with day-to-day operation of AVA may be established by and report to the Executive Director.

Rationale for Proposed Change:

To improve clarity and to make the shift of the Board to a strategic board rather than one saddled with operational details which are within the purview of the Executive Director. It becomes the responsibility and duty of the Executive Director to establish those committees that the Executive Director deems necessary to conduct the operational business of AVA.

Current Wording:

10.2 Membership

All committees, standing or special, except the Nominating Committee, shall consist of at least one member of the National Executive Council. A majority of the members shall not be members of the National Executive Council. No member of the National Executive Council shall be on the Nominating Committee. The AVA President shall be a member ex-officio of all committees, except the Nominating Committee.

Proposed Wording:

All Board committees, standing or special, except the Nominating Committee, shall consist of at least one member of the Board. A majority of the members shall not be members of the Board. No member of the Board shall be on the Nominating Committee. The AVA President shall chair the Governance Committee and be a member ex-officio of all other committees, except the Nominating Committee.

Rationale for Proposed Change:

The requirement for Board members to be on committees should only apply to Board committees and not those committees operating under the Executive Director. While there should be no restriction on Board members serving on committees under the Executive Director, they would serve as regular volunteers and not Board members.

Current Wording:**10.3 Standing Committees**

There shall be the following standing committees: Audit, Bylaws, Convention, Internet Technology, Publicity, and Standards and Evaluation.

Proposed Wording:

There shall be the following standing committees: Finance, Governance, and Awards.

Rationale for Proposed Change:

The overall change is to reduce the number of standing committees as the Board moves to be a more strategic board. The current Audit Committee will be absorbed within the Finance Committee.

Current Wording:**10.4 Duties**

The committees shall perform such duties as are prescribed in the National Executive Council Handbook.

Proposed Wording:**10.5 Duties**

Board committees shall perform such duties as are prescribed in the Board Handbook and their respective Committee Charters as approved by the Board. Operational committees under the Executive Director will perform such duties as directed by the Executive Director and their respective charters as approved by the Executive Director.

Rationale for Proposed Change:

Board committees should be held to the charters as approved by the Board. The Board should give the Executive Director a free hand in doing the job for which the Executive Director is paid, i.e., running the operational side of AVA. Thus, the committees under the Executive Director are not controlled or directed by the Board. However, the Executive Director is ultimately answerable to the President and the Board for successful implementation of the strategic direction for AVA as set by the Board

Current Wording: N/A - New Section**Proposed Wording:****10.4 Operational Committees**

Operational committees, such as National Convention, Information Technology, Membership, Programs, Publicity, and Standards and Evaluation, may be established under the Executive Director.

Rationale for Proposed Change:

The intent is that the Executive Director is permitted to use committees to accomplish the mission but is not required to do so. The overall change is to provide examples of operational committees that we might expect to be formed by the Executive Director

Rationale for Proposed Amendment:

This motion follows recommendations of the Governance Subcommittee of the Strategic Planning Committee and is recommended for approval by the NEC/Board of Directors.

The intent of this motion is three-fold. First, it is designed to reduce the number of Standing Committees called for in the Bylaws. This is a step that for-profit and non-profit businesses are taking to reduce the risk of legal liabilities. The second is to create a Finance Committee which has been much needed by AVA for many years. The third is to move operationally focused committees to the Executive Director who has the responsibility for the day-to-day operations of AVA. It is expected that those committees will continue to exist with the same volunteer members as today but will be working directly with the Executive Director which will free the Board of Directors to focus on strategic issues rather than operational ones.

The only way for AVA to move forward is to maximize the use of the committee structure. With this change, the Board of Directors will spend their time focused on strategic issues, will give the Executive Director guidance based on the strategic

direction they have established, and allow the Executive Director to do his job and use his committees to create the operational structure to meet the goals set by the Board of Directors. In turn, the Executive Director keeps the Board of Directors informed as to progress made which allows the Board to establish new goals and direction as appropriate. This change allows both the Executive Director and Board of Directors to work most efficiently in their respective areas of responsibility.

Approval of this change to AVA's Bylaws is essential to moving AVA forward to a bright future.

Title: Add Up to Three At-Large Members to the Board

Motion: I move that the AVA Bylaws be amended as follows:

Article VII National Executive Council 7.1 Membership
New Section 7.7

Current Wording: 7.1 Membership. The elected National Officers, Regional Directors and the Executive Director shall constitute the National Executive Council.

Proposed Wording: 7.1 Membership. The elected National Officers, Regional Directors, up to three At-Large members, and the Executive Director shall constitute the Board of Directors.

Add New Section 7.7 At-Large Members

(a) Selection Procedure

- (i) Skills needed on the Board will be determined by the members of the Board. The Board will determine the number of available At-Large positions and announce to the Membership those skills needed, number of open At-Large positions, and the suspense for receiving nominations.
- (ii) Any Associate Member (Annual or Life) of AVA in good standing may make a nomination for one or more of the open At-Large seats on the Board. This nomination must be received by the AVA Secretary in writing no later than the established suspense.
- (iii) The Board will assess each nominee for the skills needed on the Board, the general benefit that each nominee will bring to the Board and AVA, and their commitment to serve. From the nominees received from the Associate Members, the Board will approve a slate of nominees that will be presented to the Associate Members of AVA for selection by written vote. The Board will also announce the way the vote will be taken and the suspense for any vote to be received and counted.
- (iv) While it is incumbent upon the Board to determine the number of At-Large Members, no more than three are allowed at any time. While their terms can run concurrently, their terms can also be staggered to provide more flexibility to the Board in ensuring that the right skill mix is always available.

- (b) Term of Office. The term for each At-Large Member shall be two years. The term of office shall begin with the first Board meeting (in person or electronic) immediately following the validation of their election by the Board.

- (c) **Term Limits.** At-Large Members can serve no more than two consecutive terms of office. Re-election for a second term will be done by majority vote of the Board.

Rationale for Proposed Amendment:

This motion follows recommendations by the Governance Subcommittee of the Strategic Planning Committee and is recommended for approval by the NEC/Board of Directors.

All non-profits populate their Board of Directors with individuals who bring skills, knowledge, connections, and expertise that is needed by the non-profit. AVA needs such Board members to both bring it in line with regular non-profits and provide AVA with much needed expertise. When grantors and potential partners consider working with AVA, they routinely look at the makeup of AVA's Board of Directors. Having experts, such as a banker, an exercise physiologist, or a health professional, will give AVA much more credibility and make it much more likely that we will receive grants and attract partners. From an internal standpoint, having such experts on our Board will give us more knowledge and experience to make the best decisions for the future of AVA.

The other aspect of this motion to add up to three at-large members to AVA's Board of Directors is the manner that the outside experts will be nominated and voted onto the Board. This process was designed to give the Associate Members (Annual and Life) the benefit of having more of a voice in the governance of AVA. The current Board of Directors controls the process by determining the number of At-Large members to be added (with a limit of three sitting on the Board at any time), the skill sets desired in nominees, and confirmation that those nominated are what AVA needs on its Board.

The minor cost of adding up to three At-Large members to the Board of Directors will be far offset by the value these new board members will bring to AVA.

Approval of this change to AVA's Bylaws is essential to moving AVA forward to a bright future.