

# Minutes

## Electronic Board Meeting

May 21, 2019

1. Meeting was called to order at 10:01 a.m. edt.
2. All were present except Andrew Schmidt, NE DRD and Sammy Hunnicutt, newly elected RD from SW Region.
3. April 9, 2019 EBM minutes were approved.
4. Summary of meeting with AVA attorney regarding re-write of AVA bylaws. In 1994 Texas business organization code was rewritten with 3000 changes. In 2006, the nonprofit section was rewritten with 2000 more changes. AVA bylaws have never been changed with changes in Texas law. A knowledgeable attorney is looking at AVA bylaws. Significant changes need to be made to remain in compliance with Texas law. It's more complex than we hoped, so will not go to membership at the June meeting. When Henry receives changes, he will send to executive committee for review, then to whole board. Changes must be approved, or all board members would resign except for president, treasurer, secretary. Membership must approve, no other option. Are most changes administrative rather than substantive? Dave: Yes, we should use boilerplate Texas law and change the way we say things to be in compliance. One approach would be to wait till 2021 meeting. The attorney recommends we go to membership groups, say, region meetings, and present for approval up or down, no changes or amendment. Can do an electronic vote or vote by mail. Andy: 2006 was 13 years ago. Do we have an attorney that will continue to look at the bylaws? Texas will likely start looking to change the templates again. Dave: Yes, will look for reasonably priced solution.
5. Convention Preparations: Convention Preparations Chris Mellen: Over 500 have registered, and many are registering in May. 345 meet and greet, 321 dessert, 339 banquet, 281 BBQ (which will be limited), 222 full registration. Credit to Jeff Giddings for creating database. Lost Buffalo post-convention walk start point at Hofbrauhaus. Henry: Press targets are Friday President's Walk and Friday evening banquet. Also videographers will be there making some videos for AVA. May be some spontaneous interviews. Asking people to show up at Friday walk at 8:45 to kick off at 9:00. Sam: Is AV issue solved for meetings? Henry: yes. Is alternate delegate required to pay delegate fee? Yes, if not registered for a convention package that includes the delegate fee.
6. Vote on Motion to Extend Traveling Stamp. The motion was made during the April 9, 2019 EBM by Andy Bacon. The motion was seconded by Tom Baltes. The motion was approved.

7. Further insights on Free Walkers.

Tom: Some clubs have moved to eliminate free walking. Working toward standard approach in the region. Nancy: Clubs want to be able to have some free walkers/guests. Mike Green: In AR, lost participation between 2017 and 2018. The region that welcomes free walkers showed an increase in participation. RMRD: One club president in her region is a free walker SERD: Having a club member that doesn't help with cost won't help AVA

8. Discussion of Bylaws Changes

- a. No problem on change of Fiscal Year
- b. Some pushback on adding non-volkssporters to the board.
- c. The change on committees doesn't delete the committees, only who supervises them.

9. Crazy Horse final comments:

John: Nine volunteers Saturday, eight Sunday. Ready to promote AVA national and local. Will talk to walkers and hand out lip balms. When they finish, have literature to pass out.

10. Rails to Trails discussion

RMRD: Henry suggested offering as a special program. VP: A club in WA had 6-8 walks on the John Wayne trail several years ago. Could be like the Appalachian Trail program, which is a national special program, rather than a more limited special program. Visit the Rails to Trails Coalition website.

11. Budget: Proposed budget – need to cut expenses. Discussion on how to cut expenses

- a. Limit travel reimbursement to \$500
- b. Eliminate travel reimbursement
- c. Prepare a 6- month budget

Henry and Erin will prepare a budget cutting expenses to a less than \$50K deficit

Chris moved and Bob seconded to limit travel reimbursement to \$500. Motion withdrawn.

12. Meeting adjourned 12:34 p.m. edt.

Respectfully submitted:

Sam Korff

AVA Secretary