

AVA Board of Directors Handbook



AMERICA'S WALKING CLUB

— ESTABLISHED 1976 —

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I. INTRODUCTION

International History

In January of 1968, six sports clubs from Germany, Switzerland, Liechtenstein and Austria banded together to form the Internationaler Volkssportverband E.V. (IVV). Translated, it means, International Federation of Popular Sports.

The objective of this new organization, referred to as the IVV, was to provide outdoor sports free of competitive pressures and time clocks. The hallmark: Out-of-doors, non-competitive events where “Everyone’s A Winner!”

National History

Volkssporting made its United States debut as the direct result of efforts of Rev. Mr. Kenn Knopp, a Catholic Deacon living in Fredericksburg, Texas. He was instrumental in organizing the International Peoples’ Sports-United States of America (IPS-USA) organization to govern American volkssporting. It was chartered and incorporated in the state of Texas on 28 April 1976 and accepted as an IVV Associate Member two days later on 30 April.

The first volksmarch was held at Fredericksburg, Texas on 12-13 June 1976 as part of the American Independence Bicentennial celebration. About 230 people took part in this historic first volkssport event on American soil.

The first American Volkssport national convention was held in Yellow Springs, Ohio (Dayton area) 15-17 June 1979. Eighteen of 21 clubs attended and Dr. David Toth was elected as the first president. During the convention, the organization’s founding name (IPS-AVA) was changed to the American Volkssport Association (AVA) to better reflect the United States and avoid any confusion with the parent organization name, the International Federation of Popular (Peoples’) Sports.

The return of military members and their families to the United States from Europe encouraged establishing and promoting volkssporting nationwide.

The American Volkssport Association (AVA) became the 12th member country of the IVV on 7 July 1979 and is branded as America’s Walking Club

II. PURPOSE, MISSION, VISION, VALUES and STRATEGIC FOCUS

This section outlines the American Volkssport Association's (AVA's) strategy, purpose, mission and values and also explains high-level or overarching board duties and responsibilities. The AVA mission and activities are guided by its Strategic Plan, Certificate of Formation, Bylaws and the implementing policies and procedures describing Board and Club authorities and responsibilities. The AVA's current strategic goals and objectives are also outlined below.

The AVA's Purpose, Mission, Vision and Values are as follows:

PURPOSE

Promote the public health, physical fitness and well-being of Americans.

MISSION

Promote and organize noncompetitive fitness activities that encourage lifelong fun, fitness and friendship for all ages and abilities.

VISION

Increasingly engage Americans in lifelong walking and other noncompetitive physical fitness activities.

VALUES

- **Health and Safety:** AVA events provide a means to achieve individual health goals. Our events are self-paced, rated for difficulty and held in safe and scenic environments.

- **Environmental Stewardship:** We take only memories and leave only footprints. AVA events increase awareness of the importance of preserving our environment for future generations.
- **Adventure & Camaraderie:** We provide events in all types of terrain across the United States. Club events and Regional and national conventions provide local opportunities for comradery and make new and renew old acquaintances.
- **Volunteering and Public Service:** From the club level to the Board, AVA is a volunteer driven organization. AVA offers inexpensive, non-competitive, open-to-the public events as means for individual and family fitness.
- **Transparency and Accountability:** From the Club level through Regional and Board levels, we are open to all. Our programs are based on the honor system, and our meetings and decisions are documented in minutes available to all.

STRATEGIC FOCUS

It is important for the Board to focus on achieving the AVA’s strategic goals and objectives and ensuring appropriate and sufficient governance and policies while allowing the Chief Executive Officer (CEO) and national staff to manage operational-level issues. Although Regional Directors serve as Board members, their role outside of Board meetings and Board committees is primarily operational. Their operational role falls under the Chief Executive Officer (CEO), not under the Board. So, when Regional Directors are engaged in Board work, they must essentially “take off their operational hat’ and put on their strategic one. Policy matters governing events and club requirements are typically operational. An operational committee under the CEO should work those issues and recommend changes or new policies to the Board for review and approval.

A non-profit board member has three legal duties:

1. **CARE:** A board member pays attention to the organization’s activities and operations.
2. **LOYALTY:** A board member puts the interest of the organization before personal and professional interests.
3. **OBEDIENCE:** A board member complies with applicable Federal, State and Local laws; adheres to the organization’s bylaws and remains guardians of the mission.

The Board has four main strategic roles:

1. **Establish Organizational Identity and Direction:**
 - a. Adopt and/or Revise a Strategic Plan. Follow trend in our field of interest and keep informed.
 - b. Ensure AVA’s mission, vision and values are reflected in AVA’s programs.

- c. Adequately reflect strategic priorities in the annual budget.
2. Ensure Necessary Resources:
 - a. Adopt policies related to funds to be pursued or accepted in support of the AVA.
 - b. All board members actively participate in fundraising efforts.
 - c. Ensure the board composition reflects the strategic needs of the AVA.
 - d. Seek and review information related to the AVA's reputation.
 3. Provide Oversight:
 - a. Does the board have a clear understanding of AVA's financial health?
 - b. Do board members faithfully read and understand the organization's financial statements?
 - c. Contract with an outside auditor for an annual audit.
 - d. Does the AVA have up-to-date risk management policies and plans?
 - e. Does the Board monitor progress toward goal achievement related to AVA's programs?
 - f. Does the CEO receive an annual performance review and is it reported to the Board?
 4. Ensure Effective Board Operations:
 - a. Does the Board assess its own performance?
 - b. Ensure that AVA and Board policies are regularly reviewed.
 - c. Ensure all board members serve on a Board Committee.
 - d. All board members attend all board meeting and come prepared to participate.
 - e. Ensure Board meeting agendas focus the Board's attention on issues of strategic importance.
 - f. Ensure Board members have easy access to information needed for effective decision making.

STRATEGIC GOALS AND OBJECTIVES

Four goals and 17 objectives describe the AVA's overall strategic focus:

GOAL 1: Mission Achievement. Promote and organize non-competitive fitness activities for people of all ages and abilities.

OBJECTIVES

1. Retain and grow the Membership.
2. Improve Member Benefits, Programs and Services
3. Establish Club Development Program
4. Promote Global Connections.

GOAL 2: Financial Sustainability. Obtain resources to develop clubs and launch innovative national initiatives.

OBJECTIVES:

1. Develop loyal donors and sponsors.
2. Increase Grants and Sponsorships.
3. Develop Board Fund Development Training.
4. Resource Strategic Plan Implementation
5. Meet Standard Non-Profit Ratios.

GOAL 3: Operational Efficiency. Build organizational capacity and efficiency to support growth.

OBJECTIVES:

1. Conduct a National Publicity Campaign.
2. Build a Member-Centric Data Management System
3. Reduce Risk and Operational Costs.

GOAL 4: Governance/Leadership. Attract and retain people with the right knowledge and talents to lead the organization to success.

OBJECTIVES:

1. Restructure NEC (Board) to develop strategic capacity.
2. Adopt Board Committee and Task Group Charters.
3. Develop Board Policies.
4. Update and align governing documents with strategic direction.
5. Study and align AVA Regions to support growth.

III. BOARD OF DIRECTORS

A. Members

The Board of Directors (BOD) consists of four Officers, ten Regional Directors, up to three At-Large Members and the Chief Executive Officer (CEO).

1. Board officers, each having one vote, are Chair, Vice Chair, Board Secretary and Finance Chair and are elected at the biennial convention.
2. Regional Directors, each having one vote, represent constituents in the following named regions: Atlantic, Mid-America, North Central, Northeast, Northwest, Pacific, Rocky Mountain, South Central, Southeast, and Southwest. Regional Directors are elected.
3. At-Large Members have one vote each and are elected by Associate Members of the Corporation or the BOD.
4. The CEO is a hired position of the association and a non-voting Board member.
5. Sitting Board member names and contact information are available on the AVA website (see Section V, paragraph E).

B. Duties

1. The AVA has established the following governance guidelines:
 - a. The BOD (or Board) is responsible for establishing and reviewing strategic objectives for the pursuit of AVA goals identified in the AVA Certificate of Formation, Bylaws, and the Strategic Plan. The Board is a governing board with the CEO who is responsible for overseeing AVA membership and creating operational committees to develop policy. The CEO, together with National Office staff is responsible for daily operations and implementing BOD strategic objectives and policy implementation.
 - b. The BOD conducts meetings to review past actions of the CEO and operations of the AVA with regard to strategic objectives, to approve policies, review the actions of Board committees and perform such other actions allowed or required by the bylaws.
 - c. The Chair will chair all BOD meetings and is responsible for ensuring the proper conduct of business on behalf of the AVA as directed by the BOD and in accordance with accepted management practices.
 - d. Between BOD meetings, the Executive Committee is responsible and authorized to conduct AVA business requiring immediate action.

- e. The AVA Chair supervises the CEO and is responsible and authorized to direct the CEO to take actions concerning AVA business. Individual Board Members may request action of the CEO, who may choose to confer with the Chair for prioritization and further direction.
 - f. BOD majority votes direct Board members to take actions. The Chair ensures those actions are completed in a timely manner. It is understood, however, that once a vote is taken, the Board speaks with one voice. This means that Board Members do not say "...but I didn't vote for it", but rather "The Board voted to ...".
2. The CEO, in coordination with the Finance Chair, develops AVA budgetary needs and requirements. The Board reviews and approves the budget, including changes to an approved budget. The CEO conducts business in line with the approved budget and reports quarterly to the Finance Chair, the Board Chair and the BOD. There is no reason why a budget, or changes to a budget needed immediately cannot be approved by the Executive Committee. And in this day and age, meetings can be held electronically.

C. Board Member Guidelines

The following guidelines apply to all Board members. The Chair and CEO are available to discuss any matters of concern.

1. Accept your responsibilities as an AVA leader.
2. Attend meetings and arrive promptly at the announced times.
3. Be prepared to discuss the business that will be addressed at the meetings.
4. Inform yourself before participating in any decision making. Use concrete information and the knowledge of what the decision will mean to the whole of AVA.
5. Ask questions if you are unsure of a proposal or do not fully understand a motion
6. Avoid self-serving actions.
7. Avoid conflicts of interest.
8. Thoroughly understand the business conducted and motions passed before leaving the meeting and discussing with others. The Board speaks with one voice.
9. All business conducted during an Executive Session is confidential and only discussed with other Board members.
10. The CEO is the spokesperson for any inquiries regarding AVA legal matters and actions and all inquiries should be directed to the CEO.

11. The CEO conducts the affairs (business and personnel) of the National Office. Communications with office staff shall always be on a business and professional level and only on the topics their position handles.
12. You should get to know your fellow Board members.
13. Regional Directors are encouraged to communicate openly to assure consistency among regions. If you are unsure of how to deal with a matter, contact a colleague for advice. Utilize your Deputy Regional Director and discuss regional operations and suggestions as a team.
14. As a Board Member, you are not expected to be able to interpret AVA policy or answer a question on policy or procedure. Regional Directors, however, should be very familiar with AVA policy as it affects clubs. They should be absolutely sure they are correct. Contact the CEO or their approved contact regarding operational issues. Make, "I don't know, but I'll find out and get back to you", a normal response. No one can expect Regional Directors to know all the answers but it is very important that we provide consistent answers.
15. Anytime you speak or communicate in writing you are perceived as speaking for the AVA.

D. Conflict of Interest - Whistle Blower - Confidentiality & Non-Disclosure

To avoid criticism and accusations of discrimination and to prevent discomfort and/or pressure, all AVA agents will abide by the following rules and Standards of Conduct when acting as AVA representatives. Members must complete Conflict of Interest, Whistle Blower and Confidentiality & Non-Disclosure forms at the beginning of each term (see Section V, paragraph E below).

1. The following definitions apply to this policy:
 - a. An "agent" is any Board member as provided by the AVA Bylaws, any paid personnel employed at any AVA business office, and any AVA committee (Chair and members) as established by the AVA Bylaws or Chair.
 - b. "Family" means the members of an agent's immediate family including his or her spouse and children.
2. No AVA agent may vote at any Board meeting or regular membership meeting on any matter in which the agent or agent's family has a personal or financial interest.
3. AVA agents cannot accept anything of monetary value for any purpose whatsoever, besides valid AVA activity reimbursements for BOD meetings or official functions requested by the Chair or CEO. This provision does not include paid staff salaries or the Starting Point provided to members of the Board as a tool to promote AVA events.

E. Board Member Expectations

Board of Director members are expected to commit and pledge the following:

BOARD MEMBER EXPECTATIONS

I, _____ recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors (BOD), hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations in my role as a council member.

My role:

I acknowledge that my primary roles as a board member are (1) to contribute to defining the organization's mission and governing the fulfillment of that mission, and (2) to carry out the functions of the office of Board Member and/or Officer as stated in the bylaws.

My role as a board member is to focus on the development of strategies that govern the implementation of institutional plans and purposes. Implementing these plans is the province of the Chief Executive Officer.

My commitment:

I will exercise the duties and responsibilities of this office with integrity, collegiality and care.

I pledge:

- ◆ To establish as a high priority to attend all meetings of the board and committees on which I serve.
- ◆ To be prepared to discuss the issues and business addressed at scheduled meetings, having read the agenda and all background material relevant to the topics at hand.
- ◆ To work with and respect the opinions of my peers who serve this board and to leave my personal prejudices out of all board discussions.
- ◆ To always act for the good of the AVA.
- ◆ To represent the AVA in a positive and supportive manner at all times in all places.
- ◆ To participate in national fundraising activities.
- ◆ To engage in activities that ensure financial responsibility.
- ◆ To observe the parliamentary procedures and display courteous conduct in all board and committee meetings.

F. Board Member Fund Development Expectations

Board members must clearly demonstrate fund development leadership by participating in national fundraising activities and engaging in activities that help support the association's financial viability. Fund development is a combined responsibility of the Board of Directors and the CEO.

I, _____, as a Member of the Board of Directors, will make an annual gift to the AVA. This can be accomplished through designated gifts to AVA via workplace giving including United Way, the CFD (Combined Fund Drive), the CFC (Combined Federal Campaign); employee matching fund programs, stock donations; sustained giving, in-kind donations or other means.

In addition, I commit to become or continue to be an AVA Associate Member and to support AVA in some of these ways:

- ◆ Support the AVA's annual Big Give S.A. campaign.
- ◆ Call donors to thank them for their gifts.
- ◆ Write thank you notes or sign thank you letters or cards to donors.
- ◆ Secure a contribution from at least one new donor.
- ◆ Introduce the CEO to one person or one organization's contacts and if appropriate assist the CEO in his request for a contribution or sponsorship.
- ◆ Serve on the Fund Development Committee or a subcommittee involved with an aspect of fund development.
- ◆ Arrange for or speak to a community organization about volkssporting.
- ◆ Make a planned gift to AVA through the AVA's legacy giving program.

G. Executive Committee

The AVA Executive Committee consists of the elected National Officers, one Regional Director (elected by vote of the Regional Directors), and the CEO (with no vote). The AVA Bylaws have additional information (See Section V, paragraph E). The Executive Committee:

1. Has general supervision of AVA affairs between Board meetings.
2. Makes recommendations to the Board.
3. Follows the BOD instructions.
4. Meets as necessary as called by the Chair with three members constituting a quorum.

H. Appointed Officials

The Chair may appoint a Historian and a Parliamentarian. The AVA as a member of the IVV, is entitled to a number of delegates to the IVV Presidium, the governing body of the IVV. The Chair has the authority to appoint IVV Delegates.

1. Historian. The Historian is responsible for preserving and sharing our history.
2. IVV Delegates are entitled to attend and vote on business at the IVV Presidium. The AVA will appoint its full contingent of delegates.
3. Parliamentarian. Responsible to ensure Robert's Rules of Order (Parliamentary Guidance) procedures are followed during meetings.

I. Chief Executive Officer

1. Reports to the AVA Chair.
2. Serves as an ex-officio member of the AVA Board of Directors
3. Coordinates the organization's fund development, communications, member programs, member outreach and governance.
4. Oversees all national office operations including human resources, financial management, member services, and property management.

IV. GOVERNING DOCUMENTS

A. IVV Rules

The AVA is a member country of the International Federation of Popular Sports E.V. (IVV) and operates under IVV policy, rules and guidelines. Address inquiries concerning AVA-approved events in non-IVV countries to the IVV Head Office (See Section V, paragraph E for IVV website links).

B. Restated and Amended Certificate of Formation and Bylaws

1. The AVA is incorporated in the State of Texas and is governed by a Certificate of Formation and Texas statutes.
2. The AVA Bylaws implement the Certificate of Formation. The Governance Committee first reviews any proposed changes. The committee then presents recommendations to the Board who may then submit written recommendations to all Members for approval at least sixty days prior to the regular or special membership meeting.
3. The Bylaws codify organization purpose, membership, required meetings, duties of the Board of Directors, and State Organizations. In addition, the Bylaws identify various Board standing committees and the transactions of the corporation as well as other legal information.
4. The Certificate of Formation and Bylaws are available on the AVA website (see Section V, paragraph E).

C. Key AVA Policy and Operating Manuals

Board members, especially Regional Directors, should become thoroughly familiar with these club guidance documents available on the AVA website, (see Section V, paragraph E).

1. The AVA Policy Manual describes policies to conduct AVA club business.
2. The AVA Trailmaster Guide and Trailmaster Certification handbook summarize policies and guidance on creating and executing volkssport events.
3. The Club Publicity Toolkit contains guidance and suggestions for local publicity.
4. The Club Operations Guide outlines suggested duties and procedures for club officers and operations.

D. Robert's Rules of Order (Parliamentary Guidance)

The Board uses the current version of Robert's Rules of Order, Newly Revised, as a parliamentary reference. Board members may purchase a copy and request AVA reimbursement using AVA Form 903, *Board Expense Report Form*. Summarized parliamentary guidelines follow:

1. The Chair will determine that a quorum (see Guidelines, Section VI) is present before calling a meeting to order.
2. A presiding officer and a secretary, at minimum, are necessary to conduct business and cannot be the same person.
3. The minutes are approved as submitted or corrected.
4. The financial report should not be accepted, adopted or approved (no action is required.) The report will be filed. It is the auditor's report that is adopted.
5. A motion is a proposal in a meeting, by a member, that the organization take certain action.
6. The maker of the motion has the right to speak first.
7. The maker may not speak against his motion but may vote against it.
8. No member may speak more than twice in debate on a motion.
9. No one may speak a second time until all who wish to speak have had one opportunity.
10. Most motions require a majority vote:
 - a. A majority vote is more than half of the votes cast.
 - b. A tie vote is a lost vote.
 - c. A two-thirds vote is at least two-thirds of the votes cast.
 - d. The chair must always call for the negative vote even if the affirmative vote seems unanimous.
 - e. The chair does not vote on voice votes in order to preserve impartiality.
 - f. If a counted rising vote results in a tie the chair may vote to break the tie.
 - g. The chair may vote to cause a tie.
 - h. To close debate and stop the making of secondary motions (amendments, etc.) any member may say "I move the previous question."

- 1) The motion requires a second, and is not debatable.
 - 2) The motion requires a two-thirds vote to pass.
11. A motion can proceed without a second once discussion has begun.
 - a. The "second" does not have to agree with the motion.
 - b. Only one main motion may be on the floor at a time.
 - c. Any number of secondary motions may be made.
 - d. A maker may withdraw a motion.
 - e. Secondary motions must be acted upon or disposed of before continuing direct consideration of the main motion.
 - f. A motion to "Postpone Indefinitely" must be seconded, is debatable and requires a majority vote. If approved, the motion kills the related main motion.
 12. A main motion must be worded and presented in final form; the secretary should not paraphrase a motion.
 - a. Resolutions or lengthy or complicated motions should always be written.
 - b. To avoid any misinterpretation, all Board motions should be given to the secretary preferably at the start of the meeting or as the motion is being made.
 13. Only the prevailing side (win or lose) can call for reconsideration of a motion. The motion to reconsider can be made only on the same day or next business day of the same session as the vote to be reconsidered.
 14. The subsidiary motion "Lay on the Table" has little practical use in BOD meetings. When the intent is to allow additional time for study or revision, the motions to "Postpone to a Certain Time" (delay consideration to later in this meeting) or "Commit" (study by a smaller group) are generally used.

V. ADMINISTRATIVE

A. Tools

1. Equipment

The AVA National Office provides each BOD member:

- a. Copies of each issue of The American Wanderer for publicity purposes.
- b. A personal copy of the annual Starting Point directory of year-round and seasonal AVA events.
- c. Periodic mailings as deemed appropriate by the CEO. It is important that Directors examine these reports and notify the AVA office of any discrepancies.
- d. A special name tag.

2. Supplies

The AVA National Office supplies each Board member:

- a. Digital AVA logos to create AVA stationery, if desired.
- b. Business cards.
- c. A Consignment of IVV Event and Distance Record Books, if desired.
- d. Promotional materials, upon request.

3. Personal

Board members must have access to a computer, printer and Internet access.

B. Consignment Policies

1. BOD members may request and are responsible for IVV Record Books and New Walker Packets provided to them on consignment. The AVA National Office accounts for these items.
2. The National Office will send replacement items, on request, to sustain original consignment levels.
3. New items can be added at any time by submitting a Consignment Report/Order Form.

4. An invoice is included with items shipped showing what items the shipment replaces.
5. Board members leaving the board will close out all consignments prior to the AVA Biennial Convention and be billed for any unreturned items not transferred to another Board member.
6. All members with consignment accounts will submit a quarterly report and payment for all items sold or missing at current AVA list price within 30 days of the end of the quarter using the Consignment Report/Order Form

C. Reimbursement for AVA Expenses and Supplies

1. The AVA will reimburse certain expenses incurred by BOD members. However, Board members must be prepared to invest personal funds, in addition to their time, to effectively accomplish their duties. Each reimbursement request must include supporting documentation/receipts.
2. The National Office will typically arrange hotel accommodations for in-person meetings with AVA typically paying for two (2) nights' lodging. Additional nights may be reimbursed only with justification and CEO or Chair approval. AVA typically reimburses BOD members for the following expenses up to a certain limit, depending on the budget:
 - a. Mailing, shipping, and transmittal of materials: actual expenditures.
 - b. Copying: actual and reasonable expenditures.
 - c. Reasonable and prudent office supply costs.
 - d. Registration cost for the 'meetings' portion of the AVA biennial convention (usually paid directly by AVA).
 - e. Expenses associated with AVA BOD meetings or for approved AVA business are as follows:
 - 1) Commercial air:
 - i) Reimbursed at the lowest available round-trip fare.
 - ii) All flights must be coach class and purchased no less than 30 days before the meeting. Non-stop flights are discouraged if they cost more than multi-segment flights.
 - iii) If you drive to the airport, AVA will reimburse roundtrip mileage from your home to the airport at the IRS business travel reimbursement Mileage Rate.

- iv) You can claim shuttle or other reasonable transportation costs from your home to and from the airport and from the destination airport to lodging and the meeting venue.
 - v) Airport parking will be reimbursed for no more than the actual meeting days unless additional days are pre-approved by Chair or CEO.
 - vi) You will be reimbursed for baggage fees, if applicable, at the rate of \$25 one way. Note: total trip baggage reimbursement not to exceed \$50. Try and book a carrier that does not charge baggage fees whenever possible.
 - vii) Flight change fees are generally not reimbursed so must be pre-approved by Chair or CEO.
- 2) The AVA will reimburse round trip personally owned vehicle mileage from your residence to the meeting site at the IRS business travel reimbursement rate, not to exceed the lowest available round trip air fare. Include round-trip air fare costs in your expense report (fare cited no less than 30 days before the meeting).
- 3) The AVA will reimburse daily meeting hotel parking fees, if applicable, not to exceed the number of days of lodging paid by AVA.
- f. Official AVA business travel. Reimbursement for mileage expenses incurred participating in local or state meetings or appearances at non-volkssporting functions for publicity purposes is authorized not to exceed \$400 per fiscal year. The mileage rate for reimbursement shall be the Standard Mileage Rate set by IRS for business travel reimbursement. Member should coordinate with the National Office BEFORE traveling to confirm that the proposed travel can be reimbursed.
3. Reimbursement Requests. Members shall submit all requests using AVA Form 903, *Expense Report*, no later than 30 days after the meeting, or if no meeting, at the end of the quarter. Late submissions risk reimbursement forfeit.
4. AVA does not reimburse the following expenses:
- a. Food (except for the meal the day of the BOD meeting).
 - b. Alcoholic beverages.
 - c. Rental car expenses and hotel phone or Internet.
 - d. Other convention expenses such as socials, meals or events.

5. Approvals. The AVA Chair reviews the CEO's Expense Reports for approval. The CEO reviews all other Expense Reports for approval. A member may appeal a denied reimbursement to the BOD Chair, whose decision is final.
6. Allowable unreimbursed expenses might be deductible on personal income taxes. AVA will issue donation letters after December 31. This letter will not have amounts listed; it is up to each BOD member to report amounts to the IRS.

D. Non-Profit and Donations

1. The AVA operates under Title 26 of the United States Code, Section 501(c)(3), *Exemption from tax on corporations, certain trusts, etc.*, as a nonprofit organization with activities intended to benefit the public. We foster national or international non-competitive sports activities and educate individuals to develop or improve their abilities. Thus, AVA activity income is exempt from federal tax and the public may make donations deductible from their federal income taxes. Clubs must operate under the AVA's umbrella exempt status, an individual 501(c) or other IRS non-profit designation.
2. Since AVA is a nonprofit organization, members do not "own" their clubs. Club assets must be used to further the organization's tax-exempt purpose. When a club dissolves, its assets must be given to another non-profit organization, preferably one with a similar or related purpose. However, the AVA may designate certain assets be given to another AVA club or to the National Organization, such as Event Directions and maps. Such requirements are stated in the "Club Disbandment Procedures".
3. The CEO and the Board Chair review all unrestricted gifts of \$10,000 or more. The donor's will or intent when AVA accepts a gift is a binding contract and the CEO will ensure the gift is used in accordance with the donor's wishes.
4. Should any monetary donation be designated as an endowment, the CEO shall establish a separate fund with investment income therefrom for the designated purpose according to such policies as are established by the CEO and approved by the BOD.

E. AVA Forms, Policies and Guidance Documents

1. AVA forms and policies are maintained on the AVA website (www.ava.org), Clubs Only tab, Legacy Website tab, Administrative tab:
 - a. Forms are located under the Board Only tab, then Board Forms.
 - b. Policies and other documents are located under the General Admin tab, then Publications/Policies.

2. IVV websites:

a. <https://ivv-web.org/the-ivv/usa-en.html>

b. <https://www.ivv-online.org/walking-worldwide.html>

VI. MEETINGS

A. Guidelines

The following are established BOD meeting guidelines:

1. Meeting will be held in accordance with AVA Bylaws.
2. A quorum is a majority of the number of Directors then in office .
 - a. Proxies and proxy voting are not allowed.
 - b. Voting members constituting the quorum must be physically present (in-person or electronically) to conduct a regular BOD meeting.
3. Board meetings are open to all AVA member clubs. A club may submit an item to the CEO or Board Chair for consideration. The Chair can then forward the item to the CEO or to a Board Committee for review or as an agenda item depending on the type of the item.
4. The Chair (or the Vice Chair if absent or the Chair's successor as provided by the AVA Bylaws) will preside at BOD meetings. Through discussion, debate, and voting, the Board will direct the CEO and Board committees or Board members for the purpose of conducting AVA business. Board members will accept the Board's majority direction.
5. BOD members should provide written reports for each BOD quarterly meeting (typically not monthly or special meetings) for their respective offices, committees, and other assigned projects, and for any requested agenda items as directed by the CEO for proper dispersal. Reports will not be altered or changed without the author's concurrence.
6. The Chair will establish administrative requirements, including format and submission deadlines, for each regular BOD meeting and agenda. The Chair prepares the agenda in consultation with the CEO and Board Committees and provides it to the BOD for review (14 days out). BOD members will receive the agenda and all available meeting reports at least 14 days before each meeting. Once the Board sets and approves the agenda, any changes require a majority vote of the BOD at the time of the meeting. BOD members may suggest items to the Chair or the CEO for inclusion on the agenda, but no BOD member may place an item on the agenda as a matter of right. Should a BOD member's proposed item not be accepted for inclusion on the agenda, the member will have the right to submit the items to the entire BOD for consideration prior to the approval of the agenda.
7. The Secretary may record Board meetings to facilitate preparing minutes.

8. Executive Sessions are closed meetings attended only by the BOD. The Chair or a BOD majority may call an Executive Session during a scheduled meeting. Executive Sessions minutes will be detailed but brief in nature and will be distributed only to BOD members, maintained at the National Office and made available to the auditors upon request by the Board Secretary.
9. The Secretary will prepare and distribute draft BOD meeting minutes to all BOD members within two (2) weeks after the close of each meeting and distribute final draft minutes prior to four (4) weeks before the next BOD meeting. The Board must approve previous BOD meeting minutes at the beginning of each BOD meeting.
10. The Chair may call a special BOD meeting via conference telephone call or other electronic means.
 - a. Board members must be notified of a Special Meeting at least seven (7) days prior to the meeting to include the reason for the meeting, the topic(s) to be discussed and all related supporting material.
 - b. Prior to the start of a meeting, the Board Secretary will conduct a roll call to determine if a quorum is present.
 - c. If a quorum is present, the Chair will begin the meeting. No BOD member may speak a second time until all BOD members have had an opportunity to speak.
 - d. Only special topics stated in the notification may be discussed during the special meeting (new topics cannot be introduced).
 - e. The Board Secretary will record the actions taken in a special meeting and will provide minutes of the meeting to each BOD member within (1) one week after the close of the meeting. The membership will be notified of the results of the meeting within four (4) weeks after the close of the meeting.
11. Between BOD meetings, the Chair may call for a ~~mail or~~ electronic Board ballot as follows:
 - a. The ballot will be prepared allowing for a clear-cut YES (for) or NO (against) vote.
 - b. The ballot, and any supporting material, will be provided to all BOD members with a ballot submission deadline clearly cited on the ballot.
 - c. Any BOD member not confirming receipt of a ballot by the deadline will be contacted to determine if a "no response" was intended.
 - d. A majority of BOD members eligible to vote will be required to vote "yes" to pass a motion.

- e. Voting results will be reported within (1) one week after the deadline and recorded as an addendum to the minutes of the previous BOD meeting.
- f. Confirmed receipt of an electronic transmission is considered as delivered.

B. When and Where

- 1. There are basically three formal types of meetings held to conduct AVA business:
 - a. The BOD regular meetings are held quarterly normally using Teams or Zoom.
 - b. The Executive Committee meets as necessary.
 - c. The general membership meets once every two years at the AVA Biennial Convention.
- 2. The Board determines meeting frequency. The first meeting of the term is usually held in San Antonio, Texas, for training and organization.

VII. BOARD DUTIES

Current AVA bylaws supersede the following duty summaries in case of any conflicts or omissions.

A. Chair

1. Has overall responsibility for the association.
2. Provides guidance and oversight to AVA the National Office and reports to the Board on AVA operations.
3. Works closely with the CEO to ensure prompt, timely implementation of AVA policies and procedures.
4. Is the CEO's direct supervisor.
5. Has a good working knowledge and understanding of all AVA governing documents (Bylaws, policies, etc.).
6. Stays informed on all AVA problems and issues.
7. Keeps abreast of AVA and member (club) needs and provides for long-range planning to enhance and promote volkssporting and the AVA growth and development.
8. Represents the AVA in developing contacts with other non-profit organizations, federal and state agencies, local governments and corporations. Networks with similar or compatible organizations to develop strategies for joint promotional activities.
9. Presides at all BOD, Executive Committee, General Membership and Special Membership meetings.
10. Calls special meetings of the BOD, Executive Committee and the Membership, when required.
11. Develops and introduces agenda items. Participates in discussions of all agenda items at BOD and Executive Committee meetings.
12. With the advice and approval of the BOD, appoints the chairpersons of all board standing and special committees.
13. Appoints, with Board approval, a youth coordinator, historian, legal counsel, and the IVV European liaison as desired.

14. Serves ex-officio as a member of all committees except the Nominating Committee.
15. Ensures the timely development of an annual association operating budget. On a regular and timely basis, reviews financial documents to monitor the financial status of the association and its compliance with approved budget figures.
16. Attends and reports on meetings of the Internationaler Volkssportverband (International Federation of Popular Sports) and other federation meetings or designates an appropriate representative.
17. Represents the association officially in all affairs or designates an appropriate representative.
18. Ensures the Vice Chair is kept apprised of all activities.
19. Prepares articles, as required, for publication in the AVA Checkpoint and The American Wanderer.
20. Performs such other duties as may be prescribed by the BOD or the membership (clubs).
21. Hosts any honored guests at the Convention.

B. Vice Chair

1. Stands ready to assume the role of Chair. Works closely with the Chair and CEO to guide the association.
2. Has a good working knowledge and understanding of all AVA governing documents (Bylaws, policies, etc.).
3. Keeps informed on all problems and issues confronting the AVA.
4. Keeps abreast of the needs of the AVA and its members (clubs). Provides input for long-range planning to enhance and promote the growth and development of volkssporting and the AVA.
5. Seeks out opportunities to promote volkssporting and the AVA. May represent the AVA in developing contacts with other non-profit organizations, federal and state agencies, local governments and corporations.
6. Participates in discussions of all agenda items at the BOD and Executive Committee meetings.
7. As a voting member of the BOD and the Executive Committee, has a responsibility to ensure that votes on all matters before the body represent the best interests of the association.

8. Attends meetings, conferences, workshops, and seminars of comparable organizations to make oral and visual presentations promoting volkssporting.
9. Represents the AVA by attending regional, state and local club meetings and mini- conventions. At each such event, is prepared to present reports to the membership as well as being prepared to answer questions.
10. Performs such other duties as may be prescribed by the AVA Chair, the BOD or the membership (clubs).

C. Board Secretary

1. Produces minutes of BOD, Executive Committee, Regular Membership and Special Membership meetings.
2. Records the meetings and maintains recordings from the two previous meetings. (Recordings will be erased and reused after the third meeting unless an issue has been raised).
3. Produces convention meeting rules and credentialing procedures.
4. Administers all aspects of credentialing at convention.
5. Administers counting of votes at convention and supervises actions of the ushers and tellers.
6. Calls the roll, when required, at meetings and conventions.
7. Participates in discussion of agenda items at the BOD and Executive Committee meetings.
8. As a voting member of the BOD and Executive Committee, is responsible for ensuring votes on all matters before the body represent the best interests of the Association.
9. Performs such other duties as may be prescribed by the Chair, the BOD or the membership (clubs).

D. Finance Chair

Responsible on behalf of the BOD to ensure that books of account are kept and to provide a role in the internal control of the organization. Specific duties follow:

1. Works with the CEO and staff to ensure that appropriate financial reports are made available to the BOD on a timely basis.

2. Works with the CEO to assist their efforts to develop fiscal policies for recommendation to the BOD to ensure the financial integrity and sustainability of the organization.
3. Remains current on regulatory and sector developments relating to the BOD financial responsibilities.
4. As a voting member of the BOD and Executive Committee has a responsibility to ensure that votes on all matters before the body represent the best interests of the Association.

E. Regional Directors (RDs) and Deputy Directors

In addition to a Regional Director, regions are authorized to establish a single position of Deputy Regional Director (DRD) who will act in cooperation with and under the direction of the Regional Director. A DRD can vote in absence of the RD and assists the RD in carrying out the following:

1. Duties
 - a. Coordinate and carry forward regional AVA activities.
 - b. Maintain a close, active liaison with regional member clubs and state organizations and between the Board and the AVA National Office.
 - c. Review new club membership applications and recommend chartering action to the BOD.
 - d. Represent the AVA, approve or reject scheduling and sanctioning of volkssport events for regional member clubs. Where possible, allows state presidents to approve regional event sanctioning within any affiliated state, subject to final approval by the Regional Director. This is strictly at the discretion of the Regional Director who should also approve sanctions where state associations are vested with approval authority.
 - e. Ensure club sanction requests provide sufficient event detail in accordance with current sanctioning policy (see AVA Policy Manual, Section V, paragraph E).
 - f. Promote developing new regional clubs by visiting, corresponding with and making presentations to interested groups to promote AVA growth. State Organizations will process applications for Regular Member Clubs within their state and review the application for completeness and ensure the club meets membership requirements. The State Organization forwards the application to their Regional Director with a favorable formation recommendation or disapproval recommendation. The Regional Director will either approve the application, or return the application with explanation for disapproval to the State Organization for transmittal back

to the originator. In states without a state association, RDs review and approve/reject requests for a potential club.

- g. Advise regional member clubs of AVA and IVV rules.
- h. Participate in discussions of all agenda items at BOD and Executive Committee meetings.
- i. As a voting member of the BOD, is responsible to ensure votes on all matters before the Board represent the Association's best interest. Although elected by each region, RDs must consider the overall interests of the Association.
- j. Perform membership-recruiting activities within the region and identify, contact and encourage qualified individuals to seek national office.
- k. Promote or conduct (in concert with the AVA Publicity Committee fe) regional publicity campaigns to promote volkssporting and the AVA.
- m. Solicit Club inputs to identify and recognize outstanding regional individuals and sponsor organizations in accordance with the AVA Recognition Awards Program Guide for Nominations guidelines (see Section V, paragraph E).
- n. Develop and maintain information on each regional member club and understand the different types of member clubs, their structure, sponsorship and membership.
- o. Perform such other duties as may be prescribed by the Chair or BOD.
- p. Invite guests to the National Convention Banquet to sit at the reserved regional table.

2. Sanctioning Procedures

- a. Process Traditional, Year-Round, Traveling Guided and any other event sanction requests in accordance with the AVA Policy Manual (see Section V, paragraph E).
- c. Regional Directors may set requirements for their region's club electronic YRE/SE submissions.

F. At-Large Directors

These directors are selected for their special talents, relationships and abilities and serve with the duties, guidelines, conflict of interest stipulations and member expectations outlined in Section III above.

VIII. COMMITTEES

A. Committee Chairs

The Chair appoints Standing Committee Chairs with Board advice and approval. All committees, except the Nominating Committee, shall either be chaired by a BOD member or have a BOD member liaison.

1. The Chair is an ex-officio member of all committees, except the Nominating Committee. Committee chairs may make motions or ask adoption of resolutions based on their recommendations even if they are not BOD members. These motions do not require a “second.”
2. Budget considerations are submitted to the Finance Chair for inclusion in the budget. Any expenditure over \$500 must have prior approval and must be sent to the CEO for inclusion in budget for approval by BOD.

B. Committees

1. Standing Committees. AVA Bylaws specify the five permanent standing committees: Executive, Finance, Governance, Awards and Nominations.
3. Operational Committees. The CEO may establish these committees which can include National Convention, Information Technology, Membership, Club Development and Support, National Programs, Publicity, and Strategic Planning.
3. Ad Hoc or Special Committees. These may be formed for specific purposes. Once a special committee presents its final report, the committee ceases to exist. Any special committees, their chairs and assignments are typically shown on AVA's website (see Section V, paragraph E).