

Minutes

AVA Board of Directors (BOD) Electronic Board Meeting (EBM)
April 21, 2020

1. Meeting was called to order at 10:00 a.m. EDT by President David Bonewitz.
2. All were present except for the Northeast RD; the Northeast DRD attended for the RD. Representing the National Office (NO) were Henry Rosales, Executive Director (ED); and Erin Grosso, Finance Director. Also participating were DRDs from Atlantic and Rocky Mountain Regions; Tim Miner, Chair of the Programs and Special Programs Committee; and Jerry Wilson, Chair of the National Convention Committee. A quorum was declared.
3. Minutes of the March 17, 2020, meetings were approved as corrected.
4. Executive Director (ED) Report (Henry Rosales)
 - a. Currently, there are 206 active clubs (including 10 state associations), with 2 pending closure in the Northwest Region and 1 pending opening in the South Central Region.
 - b. Programs.
 - (1) With COVID -19 issues, the Virtual Online Program (VOP) has been expanded with a lower-cost C19 participation level, and 25 people have registered for that level, 22 of which were already in the VOP, for net revenue of \$239.
 - (2) Currently the VOP has 305 registrants. With this year's price increase, net revenue is \$4862, which does not include staff time and T-shirts. Henry estimates end-of-year net at \$2500 exclusive of staff time. Tom Baltes (NW RD) suggested offering participants the chance to opt out of T-shirts to save money.
 - (3) Neighborhood walks, which are short-notice seasonals to meet COVID-19 restrictions, were publicized in the last Checkpoint, and five have been sanctioned so far. These walks are not technically a new program, just a new way of doing business.
 - (4) Henry offered praise to those stepping up with creative ways to continue and the technical work to make everything flow smoothly. He singled out Mike Green, Tim Miner, John McClellan, and Erin Grosso.
 - c. Henry has been holding off sending clubs new stickers for walk boxes pending new information from this meeting. They should go out this week.
 - d. The Big Give is close to \$50,000 even with postponement. The one-day event has been postponed to late September, and AVA is extending the campaign until then.
 - e. Crazy Horse June event has been canceled, but the club hopes to host a two-day event in September, likely the last weekend. This is AVA's biggest revenue event. The host club will need volunteers, as the current volunteers are aging and not able to give full days.
 - f. Convention. The 2021 Convention has potential to be a major event. Convention hotel information is in the Checkpoint. AVA blocked 500 rooms, and there are already 400 reserved. AVA will extend the block before releasing information on backup hotels. AVA will book for

officers and directors. Expect the Board meeting to be Tuesday of Convention week with lunch ordered in. Asked where to find information on the AVA website, Henry said to click on the “Say Cheese” icon. It was pointed out that the Clubs Only side of the site did not have linkages to the 2021 Convention, and IT Chair Mike Green fixed the linkages on the spot.

g. Budget

(1) Henry presented budget modifications with COVID-19 adjustments. Projections of revenue loss are through June 30. Any new Board decisions will affect the adjustments, as will the unknown responses of participants, if they decide not to return to walking. The Crazy Horse loss was factored in before the event was canceled. The expanded VOP will likely not match the hoped-for bump up. The NO is keeping Big Give figures stable. On the expense side, impacts will be felt on wages and payroll tax with Friday NO closures. The Board helped by canceling an in-person meeting.

(2) Contracts and equipment remain the same because there have been no concessions. Henry is waiting on a response from Mass Media and from the AVA attorney. That contract is not canceled, but no money is going to them right now. However, AVA may need to look at suspending the The American Wanderer.

(3) A final alternative on the expense side is staff, perhaps cutting another work day. Henry is working to avoid layoffs.

(4) Bottom line: Net loss goes from ~\$55K to ~\$89K

(5) Erin Grosso briefed that the COVID-19 stimulus funds under the Paycheck Protection Program (PPP) loans would allow AVA to apply for 8 weeks of net payroll, rent, and utilities. A decision to file a loan application was made between monthly Board meetings by the Executive Committee based on tight time constraints. That application is in the queue pending passage of additional stimulus money. There is a similar program in Texas that allows the AVA to cut payroll to 60%, with the program picking up the other 40%. AVA has been approved for that program and will use it if needed.

(6) Chase Davis (Treasurer) mentioned an article saying that only companies with an existing relationship with the Small Business Administration got money on the first round, so AVA may not see any funds. Erin responded that AVA’s bank was hopeful. Also, AVA was very conservative in the amount requested under the PPP.

(7) Henry concluded by saying drawdown is an additional \$100,000. David added that the note has matured, and Edward Jones will be contacting Erin to deposit the funds. Henry is hopeful we will see a spike in the fall.

h. Bylaws. Henry thanked everyone for comments. Administrative changes (typos, single words) will be made without the help of the attorney. Because of attorney fees, only major changes/questions will go forward. Henry brought the items from the Bylaws to the Board for consideration and plans to bring portions to future meetings. See attachment 1 for discussion.

3. COVID-19 Impacts

a. Activities

(1) Suspension of Traditional Events

Discussion centered on extension of restrictions and recovering. The Board agreed that easing restrictions on traditional events should be done locally and based on best practices using federal phased guidance and state/local guidance. Clubs and regions should consider their population,

many of whom are in the at-risk category, and whether nonessential travel is needed. Regional Directors should provide guidance to clubs on social distancing, and what protective gear participants should have (e.g., masks, personal hand sanitizer, their own pens). David will work with Henry on wording of guidance as we approach the original date of April 30 on blanket restrictions. It will be up to RDs to coordinate with clubs following individual state guidelines. Also, RDs will follow up with clubs on rescheduling postponed events and how to handle stamps received or in the queue.

David asked if the Board objected to using regional guidance effective May 1. The Board indicated by consensus that they approved of the approach using Regional guidance.

(2) Potential impact on Regional Conferences

Mid-America regional conference will be moved to 2022.

Atlantic Region conference for 2020 was canceled and will next occur in 2022.

California Volkssport Association May conference is canceled with no reschedule date.

Northwest Region conference is rescheduled to 2021.

b. Budget impact on clubs

Lack of cash flow in does not guarantee no cash flow out. Clubs have varying recurring fees such as storage unit rental, post office boxes, banking fees, and state incorporation fees. The Indiana state association has asked if the \$5 processing fee could be waived for second quarter. As an operational matter, Henry will make this decision as ED. John McClellan (SE RD) recommended the NO look at club ending balances from the last financial reports and send RDs a list of those with balances under \$500 to help determine clubs at financial risk.

4. Cancellation of the summer in-person Board meeting. David Bonewitz (President) said the meeting will be a longer remote meeting, probably with multiple sessions. Henry has notified clubs so they can send agenda items. David will check on how best to let non-Board members call in, as the in-person meetings are supposed to be open. The one thing that falls aside is the visit to the Convention site. John McClellan asked if the ED could prepare a letter for those needing backup for cancelling flights, as some airlines have been better than others at refunding.

5. Discussion on Board position on parallel use of Online Start Box and physical Start Box. With many YRE start points closed, clubs need backup for boxes that cannot be accessed. We should provide the widest possible access, noting that some people cannot or will not commit to online registration. In addition, we should not discard relationships clubs have with hundreds of local businesses. That said, some places with physical start boxes may want boxes removed for liability/sanitation reasons.

John McClellan noted three options for YREs/seasonals: event with start box, event that cannot have a start box and needs all online registration, and event with both online registration and physical start box. Having multiple means of registering introduces complexities clubs will have to handle regarding participation numbers and payments. Mike Green volunteered to serve on the committee developing guidance for the multiple options, so clubs will understand how to handle potential pitfalls of having multiple registration platforms.

John McClellan made the following motion. As the motion came from committee, it did not require a second.

Motion:

Clubs are permitted to do year round/seasonal event registration through physical start box, online start box, and remote registration or any combination thereof.

MOTION CARRIED

6. Other topics as needed

a. Extension of special programs: David proposed to postpone discussion to next meeting. Agreed.

b. Handling of stamps that could not be used. At issue was a club in South Central region that has a traditional event each month. Since the club could not hold its April event, and the RD has postponed the May event to November, can they move the April event to 2021 without paying another fee? Mike Green (IT Committee) said yes, but the club will need a new stamp for 2021. Since the club already has a 2020 stamp, the AVA stamp system currently indicates that the stamp for the event in question has already been produced and, without further manual intervention, will NOT automatically create another stamp for 2021. In late November 2020, Mike will inspect the AVA stamp system entries for traditional events in 2021 that have had their date delayed in this manner (namely changed from 2020 to 2021) and take the necessary steps to assure clubs will receive a 2021 stamp for these delayed events as a part of the usual batched stamp production for 2021 traditional events.

7. Adjourned 11:50 EDT for IT training by Mike Green on technical information for RDs (Attachment 2).

Respectfully submitted,

Cecilia Miner
AVA Secretary

Attachments:

1. Bylaws Discussion
2. IT Training

Bylaws Discussion

Section 5.01. Term of Office. The term of office for each elected National Officer shall be two years or until a successor is duly elected. Each officer shall hold office until a successor is duly elected and qualified. An officer may be elected to succeed himself or herself in the same office. The term of office shall begin on July following the close of the regular membership meeting at which the National Officers were elected.

Discussion: Henry asked when National Officers and Directors should begin their new term. Carl Cordes (PA RD) suggested the following wording: “The term of office shall begin on the first day of the month following the close of the membership meeting at which the officers were elected.”

Section 3. 01 (b). State Organizations. A state organization may be formed when six regular member clubs exist within a single state and two-thirds of such Members agree to establish a state organization. Only one state organization shall be permitted in each state. Each state organization shall consist of all regular member clubs chartered within the state. Each state organization which has twelve or more member clubs must have at least four officers: president, vice president, secretary, and treasurer. Other officers may be elected or appointed. A state organization may determine the eligibility and method of election of its officers and the timing of elections. A state organization may enact bylaws and/or other documents required by the laws of the state in which they are chartered, but in cases where they conflict with the Corporation’s Bylaws and other documents, the Corporation’s governing documents shall prevail. A state organization shall be entitled to all the privileges of membership, including the right to conduct or sponsor AVA-sanctioned volkssporting events and to vote at meetings of the membership, but shall not be required to pay the charter fee.

Discussion:

Should fees be waived for new state associations (SA)? Henry recommended fees not be waived. Bob Buzolich (MA RD) recalled that initially there was a requirement that states have a state organization if they had more than six clubs. That requirement has since gone away, but the state associations have continued as if they supplemented the work of the AVA. Carl Cordes (PA RD) added that state associations are not new clubs. They are members of the clubs comprising the association, so charging the state association would be like charging the clubs a second time. Nancy Wittenberg (VP) noted that state associations have revenue streams of their own, because they sanction events of their own, and some charge member clubs to produce state products. Bob (MA RD) said state associations already pay the same dues, sanction fees, and participation fees. As no members could recall the last time a state association was formed, Butch Spaulding (NC RD) concluded the likelihood of a new one forming was negligible.

Should State Associations be allowed to incorporate clubs from other states where there are not even clubs to form a state association?

Henry said pulling in clubs from other states helps those states that have very few clubs. An example is Texas, which has many clubs, but New Mexico does not and could benefit from additional collaboration with Texas. Bob Buzolich (MA RD) countered that one of the primary

jobs of SAs is working for clubs within their states, and other states have the RD for support. From another point of view, Tom Baltes (NW RD) would like to see Washington adopt the one club in Alaska and Oregon adopt the club in Idaho. However, differing state tax rules complicate matters. For example, a club in Portland, Oregon, used to sanction walks in Washington but had to split into separate clubs because of Washington's tax laws. Carl Cordes (PA RD) said California had a similar issue with a club in Nevada. He also noted the California Volkssport Association (CVA) had specific wording about member clubs being within their state and wondered if that was a CVA decision, or did wording come from above? Henry came back to the question of why clubs have to be within the same state having the SA. Tom Baltes stated we should be able to work across state lines as much as state tax laws allow. Eventually the Idaho club will fold (a two-person operation), and Oregon would be the candidate to pick it up and keep the capital walk going.

David offered the following wording: "chartered within that state and may include clubs in adjacent states within the same region." Henry will consider the discussion and come back with suggested wording.

Finally, Henry commented that everywhere IVV-sanctioned events is mentioned, we should say "IVV/AVA/IML events."

Section 14.02 Special Membership Meetings. A special membership meeting may be called by the President or by the Board of Directors and must be called upon the written request of at least forty regular member clubs, at least twenty of which are not from the same Region and at least one-half of the Regions must be represented. The purpose of the special membership meeting shall be stated in the call. Except in cases of emergency, at least sixty days notice shall be given.

.
Item was not discussed.

Section 3.05. Fees and Dues

(c) Charter Fee. Groups of persons desiring to affiliate with the Corporation as a Member, except state organizations, shall pay a charter fee.

Again, Henry recommended AVA not waive the charter fee for new state associations.

(e) Event Fees.

1. Sanction Fee. All IVV and AVA events sanctioned by Member Clubs shall pay all sanction fees to the Corporation.

2. Participation Fee. All participants shall pay the Corporation all fees for participation in a sanctioned Volkssporting (IVV & AVA) event.

Discussion:

Can this wording imply no Free Participants? Mike Green (AT RD) suggested “fees for paid participants” as alternate wording.

Nancy Wittenberg (VP) noted that participants don’t pay the Corporation; clubs pay the Corporation. Henry agreed and will replace “participants” with “clubs.”

Bob Buzolich (MA RD) stated the entire section should be simplified by removing the subparagraphs and leaving it to the Board to decide on fees as a policy decision. He suggested wording to the effect that “The Board of the AVA shall at its sole discretion decide on the types and amounts of fees to be collected by the Corporation. David Bonewitz (President) agreed that simpler bylaws would provide more flexibility to make decisions without violating legal constraints.

3. Postponement of Payment. Requests for postponement of payment of either sanction fees or participation fees must be submitted in writing through the appropriate state organization (if applicable) to the Regional Director.

IT Training

<http://nodegreen.com/items/>

1. New Event Stamp Image Feature

- a. Due to recent COVID-19 restrictions a number of clubs have lost access to their YRE/SE start boxes and in particular the physical stamp for these events. A new "Stamp Image" feature has been developed to permit clubs to download a page of "individualized" stamps as pdf suitable to be emailed to a paid participant. The participant then may use this page to cut and past individual stamp images into his/her AVA books.
- b. To access this stamp page generation feature, login to my.ava.org as a club, then click on the "Sanctions" tab, then click on the "Stamps" tab. Use the "Image" next to the event of interest to go to the "Cut and Paste Stamp" page.
- c. To produce an image page pdf, the club must first enter the participant's name, then select the number of identical stamp images to be placed on the downloaded pdf.
- d. The stamp images include participant's name, the download date, and a "random" security code. The security code allows for AVA HQ to reject misuse of this feature where a user pastes identical stamps (having the same security code) in the same book.
- e. Clubs are responsible for assuring that participants have signed an AVA Waiver and paid participant fees before generating and emailing stamp pages.
- f. The generated stamp pages include instruction on their proper use.
- g. Note: Given that RDs have access to the my.ava.org club interface for all clubs in their region, they also can generate stamp image pages for any event in their region. Therefore, this feature eliminates the need for AVA to distribute / update physical RD stamps.

2. New Event Status Message Feature

- a. Due to recent COVID-19 restrictions a number of AVA events have been postponed or cancelled. To facilitate the notification of users employing my.ava.org to find AVA events, a new "Status" tab has been added to my.ava.org club interface.
- b. A tutorial on the use of the Event Status Message feature has been posted on the my.ava.org "Tutorial" page (starting on my.ava.org home page click on the "Find a ..." tab, then click on the "Tutorial" tab).

3. One Page Quarterly Participation Documentation and AVA HQ Interface

- a. A one page quarterly participation entry feature has been implemented that improves the efficiency of club participation data entry as well as that of the AVA HQ processing. Checkpoint and TAW articles have been documenting the club interface features for this new interface. Also online documentation maybe found [here](#).
- b. After verifying entered quarterlt data, clubs must download an invoice pdf and send in their payment. AVA HQ will no longer be sending out paper invoices (unless otherwise requested for \$5 fee). An AVA HQ interface has been developed for monitoring data entry and invoice creation. This interface also provides for efficient importation of club invoice data into AVA Quicken accounts (without manual data entry).