

Minutes

AVA Board of Directors (BOD) Electronic Board Meeting (EBM)
May 19, 2020

1. Meeting was called to order at 10:00 a.m. EDT by President David Bonewitz.
2. All were present. Representing the National Office (NO) were Henry Rosales, Executive Director (ED); Erin Grosso, Finance Director; and Emily Chetwood, Intern. Also participating were DRDs from Atlantic, Northeast, Rocky Mountain, and Southeast Regions. A quorum was declared.
3. Minutes of the April 21, 2020, meetings were approved as corrected.
4. Executive Director (ED) Report (Henry Rosales)
 - a. Emily Chetwood is recording areas of the country that are opening up from COVID-19 restrictions to share the information with Element3 (E3) Health. E3 has suspended referrals for the moment. Given that their referrals are mostly from health-compromised people, we may not see many. Also, E3 is putting its emphasis on virtual clubs, rather than traditional clubs.
 - b. Henry Rosales is investigating partnership with Amava, a company that facilitates matches to social engagement experiences and targets seniors. Like E3, Amava would provide referrals and focus on virtual programs.

c. Budget.

(1) Paycheck Protection Program (PPP). Erin Grosso reported that AVA received \$50,700 from the PPP, a lower amount than requested. The organization should have no problem meeting requirements necessary for loan forgiveness, as AVA is carefully following the program's rules. AVA also has the Texas program working to help with payroll. Plans are coming together to keep revenue stable, and Henry added that AVA should be good on payroll for eight more weeks. After that, he will have to consider other options, such as cutting work by another day each week. Another area for potential cost cutting involves contracts, including possibly suspending TAW and Starting Point contracts.

(2) AVA is seeing reduced revenue in terms of sanction fees for events postponed. Henry urged RDs to encourage clubs to reschedule for this calendar year if possible to help the 2021 outlook. Andrew Schmidt (NE DRD) mentioned that at the last meeting there was a suggestion to waive the \$5.00 processing fee for clubs having a balance below \$500. Henry said the \$5.00 is part of the sanction fee that is deferred to later quarters so clubs don't have to pay the entire sanction fee up front. Henry recommends clubs that are struggling send the issue up through their RDs to AVA so there is documentation. Also, there is an application form on the website for clubs to request financial help. John McClellan (SE RD) noted there is an entire section in the policy manual on club help. He also reminded the group that he had asked for a list of clubs having a balance below \$500 on the last financial report. The goal would be to arm RDs with information on which clubs are having money issues in time to help them before they closed.

Tom Baltes (NW RD) added that one of his state associations is having a meeting geared toward helping clubs.

(3) To bolster revenue, we need to target the fall and winter events to make them as big as possible. Bob Buzolich (MA RD) noted that many fall events are associated with community festivals that are already being canceled, such as the Mackinac Bridge Walk, so clubs are working on postponing until next year. For next summer, Henry said he had created a block of 500 hotel rooms for Convention, and 550 rooms are already booked.

d. Mass Media (MM) met with the Publicity Committee. The committee recommended suspending that contract through the end of the year, and Henry invoked the force majeure clause due to extraordinary circumstances beyond the control of either party. Henry will meet with MM this week and consider picking up the work in January, rescoping, and working toward Convention.

e. Bottom line: The National Office is running AVA as lean as possible to make sure it's still standing when the virus is over.

f. Certificate of Formation and Bylaws update. See Attachment 1 for discussion of specifics. Henry asks that if there are other bylaws that need to be addressed, e-mail him with the details. At a meeting in the near future, he wants to bring the attorney in, but only for 15-20 minutes, as the attorney time is expensive.

g. Check out videos on YouTube (Go to YouTube and type in AVA). Henry related that a training video with marketing tools had been uploaded to the club side of the AVA website.

5. Discussion of extension of Special Program end dates due to impact of COVID-19 was planned but was referred to committee as an operational issue.

6. Reports by RDs on where regions stand on resuming business after COVID restrictions lift. See Attachment 2.

7. July Board meeting. The in-person meeting has been replaced with a virtual meeting on Friday, July 10, and Saturday, July 11. Participants can expect structured meeting blocks with necessary breaks. David asked for suggestions and comments regarding content, timing, and organization. Henry said only two motions had been sent by clubs.

8. Other topics as needed

a. Multiple registration platforms. Mike Green (AT RD) said that having both a physical start box (PSB) and Online Start Box (OSB) option is currently supported. Clubs who have an event that supports both PSB and OSB at the same time should place information about the PSB location in the Event Comments field of the event entry. The legacy ESR location and start point/driving directions fields for OSB events are overwritten by boilerplate start info and driving directions). Lucy Yother (SC RD) asked the status of guidance for managing multiple registration platform. Mike answered that **for now** use the Event Comments field to show

alternate registration schemes. A different way to show support for multiple registrations schemes is currently being considered.

b. Spreading the word. Henry is looking at cell phone application that clubs can use, and he is working on window clings for businesses that support walks. John McClellan said he was working to get AVA on a host's website (Lighthouse Museum), with the agreement we would put their info on our page. Samanta is looking into how best to do that. Henry said there are about 150 AVA face masks left of 750 ordered. They have not arrived yet, but he expects them to go out within two weeks

c. Bob Buzolich (MA RD) asked for dates of National Walking Week next year. Answer: April 1-7, 2021.

d. Bob Buzolich noted that information is not being carried over to the MyAVA screen. Mike Green replied there is a time lag between updating the old ESR and when it appears in MyAVA. Bob also pointed out the new AVA stickers for boxes do not have the AVA website. Henry said it could be added in the next iteration.

9. Adjourned 11:55 EDT. Next meeting is June 16, 2020.

Respectfully submitted,

Cecilia Miner
AVA Secretary

Attachment:

1. Certificate of Formation and Bylaws Discussion
2. RD Reports on Resuming Business Post-COVID

Certificate of Formation and Bylaws Discussion

Certificate of Formation

Article 4

(a) to increase communication among members and Volkssport participants through publication of a newsletter and a newspaper, both circulated to its members and available by subscription to the general public;

Henry recommend we deleting everything after the word “participants” to avoid requiring a specific form of communication.

Discussion:

Nancy Wittenberg (VP): Agree. The first part is what we do (mission). The rest is how we do it and should be somewhere else.

Bylaws

Article 3 Membership

3.03 Application Procedures

(a) Prorating. Payment of the charter fee and annual dues shall be prorated into quarters and are payable from the first day of the quarter in which the club is chartered.

Henry recommended AVA not prorate charter fees, only dues.

Discussion:

Bob Buzolich (MA RD) stated there is no reason to prorate, since the expense incurred by AVA does not change for a club startup. In general, wording should be as broad as possible. Bob referred to his proposal at the previous Board meeting to simplify and broaden paragraph 3.05 Fees and Dues. Nancy Wittenberg (VP) and David Bonewitz (Pres) agreed that only critical, foundational functions should be in bylaws. Anything operationally oriented that should be flexible should go elsewhere.

3.05 Fees and Dues

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

Henry recommended state organizations not be exempt from charter fees.

Discussion:

The Board agreed and stated the matter should be handled as policy rather than in the bylaws.

5.08 Election Procedures

(d) The National Officers shall be elected at large by secret ballot at the regular membership meeting. A group from at least one-half of the Regions and recommended by the Regional Directors will tabulate the ballots.

Henry noted that as of the 2019 Convention, we now vote by secret electronic ballot and asked if there was still a need for tabulators. Perhaps wording should refer to persons who verify results instead.

Discussion:

In general, the Board felt the second sentence should be removed as a process statement. Bob Buzolich (MA RD) suggested the wording “will tabulate or verify as may be appropriate to the means of casting the ballots.” Board members agreed but recommended the wording be moved to the Policy Manual and removed from the Bylaws.

Article 16 Amendments to Bylaws

The Board of Directors may alter, amend, or repeal, or enact new Bylaws. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

Henry noted this wording is not required by Texas Code, but it is a best practice that most nonprofits are moving toward. The change means evolving from the current structure in which the entire membership approves bylaws changes to one in which the BOD approves. The membership elects a Board with the expectation the Board will represent the organization and make wise decisions. The current process of waiting two years for any change is inefficient and hinders organizational flexibility.

Discussion:

This change will still need to be approved by the membership. Board members expressed the need for transparency and assurances that clubs will not be cut out of decisions. Still, this amendment is needed to make AVA a more agile organization, and the wording is sufficiently broad to allow bringing major changes to the membership without limiting the ability of the Board to handle other decisions.

Following two discussed together

4.01. 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 the Corporation 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 Corporation 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 Corporation, 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 the Corporation 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.

15.6 AVA Associate Membership. As set out in Section 3.1 of these Bylaws, regular membership in the AVA is AVA Clubs or State Organizations (referred to throughout these Bylaws as “Members”). In order to obtain certain benefits while participating in Volkssports, however, individuals may become AVA Associate Members, either Lifetime, Individual or Friends/Family. The AVA Associate Program was not meant to and does not replace Regular Member Clubs.

Henry pointed out that we might want to add that club members may also nominate At-Large members not who are not Associate members. Also, the attorney left out definition of “Associate” (15.6) and asked if it should be added back. If so, we might want to define what an Associate member is in general terms, rather than defining Annual and Lifetime, as the “Associate” membership structure is currently being overhauled.

Discussion:

Bob Buzolich (MA RD) noted that most clubs in the Mid America region voted against allowing at-large members based on the mechanics of coming up with the three at-large members. That said, he suggested leaving the wording as is and let the committee work. A broader issue is that bylaws are a legal document. Anyone expected to do anything according to the bylaws should be defined in the bylaws. In particular, the Executive Director should be defined in the Bylaws, but without the detailed list of responsibilities. Henry will add the ED paragraph back in.

In terms of membership definitions, Lucy Yother (SC RD) stated the membership committee wanted associate members to be able to select at-large members as an added benefit of being an associate member. Nancy Wittenberg (VP) agreed we should define classes of membership in general terms, but leave out details of benefits, since those can change. Henry will take membership definitions to Erin’s committee and will bring back to the Board.

Article 6/Regional Directors

6.03 Duties

Each Regional Director shall:

- (a) coordinate and promote the Corporation program of activities within the represented Region;
- (b) maintain liaison between Members in his Region, the Board of Directors and the National Headquarters;
- (c) review applications for membership from groups in the Region and recommend action to the Board of Directors;
- (d) approve Volkssport event scheduling for Members within his Region or appoint a designee to do so;
- (e) approve event sanctioning and provide notice of sanction approval to the National Headquarters or designate someone to do so;
- (f) review delinquency reports and follow up to ensure that all reports have been submitted and debts to the Corporation have been paid;

- (g) implement disciplinary action against Corporation Members in the Region for violations of the Corporation or IVV rules;
- (h) promote the development of new clubs within the Region by visiting, corresponding with or making presentations to interested groups to promote the growth of the Corporation;
- (i) recommend to the Board of Directors disciplinary action against Members within the Region for violation of the Corporation or IVV rules;
- (j) perform such other duties as are prescribed by the CEO and the Board of Directors.

Henry asked if these duties were still relevant and if some should be added or deleted.

Discussion: Bob Buzolich (MA RD) recommended making wording as broad as possible instead of listing individual responsibilities. In the interest of time, Henry asked RDs to respond to him by e-mail with any other comments and suggestions.

RD Reports on Resuming Business Post-COVID

Northeast Region: The Convention club in New York is engaging in the neighborhood walk program to continue social distancing and have contactless registration. The other clubs remain quiet. Transfer of postponed traditional events is being worked slowly.

Atlantic Region: State associations are handling most issues. Most events are being delayed to 2021 with the expectation that they won't have to pay again; the clubs aren't asking for refunds.

Southeast Region: Two clubs have restarted activities following social distancing guidelines and other recommendations, including limiting the number of participants. Five others are looking at June starts. No news on the remaining clubs. Four or five clubs have nominated walks for OSB. Thanks to Darryl Neilly and IT Committee support. For many clubs, this is the first time using the OSB option. Walk Around Florida is still in planning for November 6-8. The RD has looked at the number of books turned in for 2019. The number of people turning in was around 1100, compared to 1800 in 2017. The SE RD and AVA ED have been engaging with the CEO of Charity Miles trying to get AVA added as a charity. AVA's team has just under 100 members, and AVA has been on the waiting list for over a year.

South Central Region: The Tulsa Walking Club Tuesday Walkers started today, and the Kansas City area group walks are restarting June 3. The SC regional roundup still planned for October in Bentonville, AR.

Mid America Region: This past weekend, the Indy G Walkers had a meetup. At the end of May, the Washtenaw Wanderers will host a TGW with sufficient safety protocol in place. In June, Indiana is hosting an event almost every weekend. Multiple events will happen in Indiana and Ohio in July. Still uncertainty in Illinois. The MA regional conference is moving to 2022. No Mackinac Bridge walk this year.

Rocky Mountain Region: One event is scheduled for July 25. The start point at a school is amenable to hosting. YREs in some areas are open with remote registration and credit. Optimistic that fall events will occur.

North Central Region: Crazy Horse in September is expected to be a two-day event. Most other events have been canceled, but the RD has not received requests for refunds. Regional roundup is still scheduled for October. The RD has asked clubs how they will handle social distancing.

Southwest Region: YREs are continuing per AVA guidelines based on state and local rules. Traditional events are still postponed. Neighborhood walks have been successful. A club in San Antonio has permission for a youth-oriented walking program once things open up. The RD has been working with Jerry Wilson on Convention workshops.

Pacific Region: Most events are in California. Three have been canceled since start points will be closed the rest of the year. Still working for a date for the California convention. Events will probably be closed through mid-June. Working those after. The RD sent two ESRs to reactivate

events whose original dates had passed. Mary Ptacek's Tater Tours for California and Nevada is working to reschedule for next April and their two traditional moved to then.

Northwest Region: Regional conference postponed to May 2021. Host hotel has been shut down for now. Idaho has no issues. Alaska will keep YREs going with Per Participant Sanction Fees, as the state is not expecting much tourism business. They did have their winter festival before everything shut down. Oregon and Washington are in phase 1 of recovery, but reopening is being worked by county. The expectation is that neither state will get to phase 4 till the end of June. People over 60 are considered high risk and are being advised to stay home until at least phase 3, so that recommendation impacts ability to host walks for the AVA population. A few TGWs have been given permission to hold events. The Yachats Coastal Gems will close, and their walks will be moved to other clubs. Many individuals are continuing to walk, so clubs are being encouraged to use OSB. However, clubs are struggling with changes that occur with OSB, such as seeing the start location drop out and having to add it in the comments.