

Minutes
AVA Special Meeting
March 15, 2021

1. Meeting was called to order at 8:00 p.m. EDT by President David Bonewitz.

2. President David Bonewitz made the following statement:

“This meeting has been called by the AVA President as authorized by Article 4.2 of the AVA Bylaws with approval of the Board of Directors for the sole purpose of an up-or-down vote of the revision of the AVA’s Articles of Incorporation and Bylaws. These revisions were drafted and recommended by the AVA’s legal counsel and have been approved by the AVA Board of Directors. All AVA member clubs have been sent copies of these documents via previous webinar, email, and the Checkpoint.

“This electronic membership meeting is a first for AVA, and I ask for your forbearance if things aren’t as smooth as we would like them to be.

“Clubs can choose to vote electronically during this Zoom meeting or by mail or email. Since we have provided the mail and email options, we will not be able to determine at this time if there is a quorum present for a valid vote. Therefore, no announcement as to the success or failure of the two motions will be made at the end of voting at this meeting. All mail ballots must be postmarked by March 24, 2021 and received at the National Office by March 31, 2021. It will be necessary to cross check all ballots to ensure that no Club has voted more than once using the different systems. Since we have never done this before, we are setting a deadline of April 20, 2021 (i.e., the scheduled April Electronic Board Meeting) to determine that a quorum is present. A quorum per the Bylaws is one third of those eligible to vote. If we determine that we have a quorum, then this vote will be valid. If we are able to certify the vote earlier, it will be announced when completed.

“As recommended by our attorney, at this meeting we will hold an up-or-down vote on these two legal documents. No amendments will be allowed. The rationale for this approach is simple. AVA has spent considerable money having an attorney craft these documents that comply with Texas law. We have taken considerable time and effort to give the Membership an opportunity to comment on these changed documents. The Governance Committee and the Board of Directors have responded to those comments with changes to the original documents. Those changes were reviewed and approved by our attorney. Amendments made at this point would also have to be reviewed and approved by our attorney to ensure that we remain compliant with Texas law. Therefore, the approach approved by the Board of Directors is an up-or-down vote at this time, with the opportunity for clubs to submit amendments, if desired, for consideration at the Madison Biennial Convention. In fact, we do have one amendment that was presented to the Board prior to the publication of these revised documents. That amendment will be before the members at the membership meeting in Madison. I would also note that typos and word usage can be changed in the future without need for the amendment process if those changes do not change the meaning of the document. In fact, we have two changes that we know will be made before the documents

are submitted to the State of Texas. The dates will be made current, and the address of the National Office will be updated. We have been working on these documents for a long time.”

3. Following the opening statement, President Bonewitz presented the meeting rules specifically for this electronic meeting:

- Only the two motions previous identified will be entertained at this meeting.
- No amendments will be accepted.
- A quorum and certification of the votes on these two motions will be established after the deadline for receipt of mail and email ballots.
- Per the current Bylaws, approval of the proposed motions will require a majority vote of those Members participating in this called electronic meeting or voting by mail or email.
- Any voting member who wishes to speak when discussion is opened may speak once on each topic for no more than 2 minutes.
- To be recognized to speak, a voting member must use the “raise hand” function found on your screen in Zoom
- An individual recognized to speak must first give their name and the club that they represent.
- Discussion will be limited to 30 minutes on each motion.
- All participants will keep their microphones muted except when recognized to speak.
- To preserve bandwidth, participants are encouraged to turn off their camera except when speaking.
- Voting will be electronically with the ballot appearing on your computer screen for 1 minute. You vote by clicking on your choice and then clicking on “submit.”

President Bonewitz then called for discussion of the meeting rules. There being none, he called for the vote:

“All in favor of approval of the Meeting Rules please vote Yes/Aye. All opposed vote No.”

The electronic poll opened for one minute, and results favored they “ayes,” so meeting rules were approved.

4. The next order of business was the following motion from the Governance Committee with a unanimous recommendation by the Board of Directors for approval. President Bonewitz noted that motions from a committee did not require a second.

“The Governance Committee moves that to be in compliance with current Texas not-for profit laws, the current Articles of Incorporation be replaced with the AVA Certificate of Formation as has been presented to the Membership.”

President Bonewitz called for discussion on the motion and, hearing none, repeated the motion before calling for a vote:

“A vote ‘yes’ is a vote to approve replacing the current Articles of Incorporation with the new Certificate of Formation. A vote ‘no’ is a vote to not approve this replacement.”

The polls opened for one minute, with results not revealed as stated previously.

5. The final order of business was the following motion from the Governance Committee with a unanimous recommendation by the Board of Directors for approval. Again, no second was required.

“The Governance Committee moves that to be in compliance with current Texas not-for-profit laws, the Bylaws of the American Volkssport Association, Inc. be replaced in its entirety by the Revised Bylaws of the American Volkssport Association as has been presented to the Membership.”

President Bonewitz called for discussion on the second motion and, hearing none, repeated the motion before calling for a vote:

“A vote ‘yes’ is a vote to approve replacing the current Bylaws with the Revised Bylaws. A vote ‘no’ is a vote to not approve this replacement.”

The polls opened for one minute, with results not revealed.

6. President Bonewitz concluded the voting by reiterating that once all the email and physical mail votes were in, we would be able to determine if we had a quorum and that all the votes were valid. With a quorum, the vote (for or against) on each motion would be valid and would be reported to the Membership. If a quorum did not exist, these would not have been valid votes, and the Board of Directors would have to decide how to proceed.

7. President Bonewitz reminded the Board of Directors of the monthly Electronic Board Meeting scheduled for the following day. He also reminded everyone that National Walking Week begins April 1 and recognized a number of clubs that indicated that they would host events during that first week of April.

8. Finally, David thanked the Governance Committee and National Office staff for all the hard work in the revision of the two documents. He also thanked Tim Miner for his technical assistance in conducting this Zoom meeting. In conclusion, David thanked all participants for their time, diligence, and dedication to the on-going success of AVA, and their patience with efforts to move the process along. He finished by saying he looked forward to seeing everyone at the Biennial Convention in Madison, Wisconsin this summer and urged everyone to stay safe, keep healthy, and keep walking.

9. There being no further business to come before this Special Called Membership Meeting, President Bonewitz declared the meeting adjourned Sine Die at. 8:22 pm EDT.

Respectfully submitted,

Cecilia Miner
AVA Secretary