

# Process to Obtain Approval of Recommend Bylaws and Certificate of Formation Amendments

## Requirements of Current Bylaws

### ARTICLE XIII AMENDMENT OF THE BYLAWS

13.1 Amendments. These Bylaws may be amended at any regular or special meeting of the AVA by a majority vote of the eligible delegates represented in person or by proxy, provided that the proposed amendment has been submitted to the National Executive Council and submitted, in writing, to all Members at least sixty days prior to the regular or special membership meeting at which vote shall be taken.

13.2 Waiver of Notice. The requirement for sixty day's notice to all Members of the AVA can be waived by two-thirds vote of the eligible voters represented in person or by proxy at a regular or special membership meeting of the AVA.

13.3 Waiver Process. If Section 13.2 of this Article is used in a regular or special membership meeting of the AVA so as to waive the requirements of Section 13.1 of this Article, then any such amendment must be submitted to the National Secretary in writing.

Membership (clubs) will be asked to approve two motions. The first will be approval of the Restated and Amended Certificate of Formation and the second will be amending the current Bylaws by replacing them with the proposed Restated and Amended Bylaws. The second must follow the requirements of Article XIII Amendment of the Bylaws in the current bylaws.

1. At the August 20, 2020, Electronic Board Meeting (EBM), the Board approved the Restated and Amended Certificate of Formation
2. The Governance Committee working with our attorney produced a "final" draft of Restated and Amended Bylaws.
3. At the September 15 EBM, the Board will be asked to approve a motion for this version to be sent to the Membership for comment.
4. **This version will be sent to the Clubs, giving the Clubs until the October 20 EBM to provide feedback to their Regional Directors.**
5. At the October EBM, the Regional Directors will use that feedback to propose changes to the Bylaws if needed. Once changes are made (assuming they don't have to be vetted by the attorney), the Board will be asked to vote to recommend approval to the Membership and issue a call for a Special Meeting for an up-or-down vote on the Bylaws.
6. Following the October 20 meeting, clubs will be sent the Restated and Amended Certificate of Formation, the recommended Restated and Amended Bylaws, and the announcement of the Special Meeting (i.e., mail or electronic vote which is TBD).
7. On October 28, a Zoom Webinar will be hosted by the AVA Board of Directors to field questions about the Bylaws and their approval. Check the AVA website for more details.
8. Given the 60-day requirement in the current Bylaws, the earliest date for the vote would be December 19.