



## **Process to Obtain Approval of New Bylaws and Certificate of Formation**

### *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 days' 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.

### *Approval Process*

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 reviewed and approved all changes in the draft documents.
4. A Summary of major changes to the Bylaws was published in the September Checkpoint.
5. In October, a draft of the Restated and Amended Bylaws and Certificate of Formation was emailed to all club officers. Regional Directors were asked to solicit feedback on the proposed changes to the Bylaws from the clubs in their region.
6. On November 18, a Zoom Webinar will be held to field questions about the Bylaws and their approval.
7. Additional comments must be received by the Regional Directors no later than December 12 to allow discussion and decisions to be made at the December Electronic Board Meeting. Once any required 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.

8. Following the December 15 Electronic Board 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 to include the process of voting.
9. With the Special Meeting Call and copies of the proposed documents sent to the clubs by January 11, given the 60-day requirement in the current Bylaws, the Special Meeting and vote would be March 12. As a point of clarity, the March 12 date is the last date that votes would be accepted. Clubs will be free to cast their votes anytime from the date they receive the proposed changes until March 12. Voting will be done by e-mail from a club's official email address or by mail. If voting by mail, the return ballot must be postmarked no later than March 12.

