**PROPOSED BYLAWS CHANGES**

**SUMMARY**

**Proposed Bylaws Change #1**

Change the name of the NEC to Board of Directors effective July 1, 2019. Changes the name in various places throughout the Bylaws.

 **Rationale:** The AVA has outgrown governance by a council deeply involved in executing the day-to-day operations of the association. With so much effort devoted to operations, the NEC historically has not had the time to effectively address many of the key responsibilities of a directing body. This shortcoming is evidenced by the small amount of time devoted to purposeful strategic thinking and direction, effective planning, adequate financial resourcing, effective performance measurement, and ongoing board development and succession. Coupled with the proposed amendment on board committees, this would focus the AVA's governing body strategically on high level direction, leaving operations to the Executive Director, headquarters paid staff, and committees of staff and volunteers who could devote greater attention to the day to day requirements of the AVA. Moreover, by not doing operational work, the board would be in a better position to provide ovesight and assessment. This is achievable with the robust national volunteer program being instituted.

 **NEC Recommendation:** Recommend approval.

**Proposed Bylaws Change #2**

Evaluation of Candidates for NEC Service. There are two paragraphs affected:

**Current wording**: 5.6(b) It shall be the duty of the Nominating Committee to nominate candidates for the National Offices to be filled by election at the regular membership meeting No member of the Nominating Committee may accept nomination for a National Office. If a committee member does choose to run for National Office, such candidate's membership on the Nominating Committee shall terminate and the National Executive Council shall immediately elect a replacement.

6.6(b) It shall be the duty of the Regional Nominating Committee to nominate candidates for Regional Director in that Region. No member of the Nominating Committee may accept nomination for Regional Director. If a committee member does choose to run for Regional Director, such candidate's membership on the Nominating Committee shall terminate and the Regional Director shall immediately appoint a replacement.

**Proposed wording:** 5.6(b) It shall be the duty of the Nominating Committee to seek and nominate qualified candidates for the National Offices to be filled by election at the regular membership meeting. No member of the Nominating Committee may accept nomination for a National Office. If a committee member does choose to run for National Office, such candidatge's membership on the Nominating Committee shall terminate and the National Executive Council shall immediately elect a replacement.

6.6(b) It shall be the duty of the Regional Nominating Committee to seek and nominate qualified candidates for Regional Director in that Region. No member of the Nominating Committee may accept nomination for Regional Director. If a committee member does choose to run for Regional Director, such candidate's membership on the Nominating Committee shall terminate and the Regional Director shall immediately appoint a replacement.

**Rationale:** Presently the AVA has no explicit qualifications for candidates for NEC positions. Specifying general qualifications would lead to better candidates for office and better NEC performance. These qualifications should be the same for officers and directors.

 The specific rationale for including each qualification purely as an evaluation criterion is:

 1. Passion is the most important qualification. If they are passionate, they will do a great job.

 2. The board needs leaders since its job is to lead AVA; without good communication skills, prospective candidates cannot effectively lead and advocate for AVA

 3. Prior experience is helpful, but not mandatory, because the number of opportunities to serve on a nonprofit board are limited; for-profit experience is also valuable.

 4. The nonprofit sector is different from the government and for-profit sectors; since prior experience is not always possible, looking at the candidate's actions to acquire an understanding of nonprofits, such as through education and volunteering, would also demonstrate a level of interest and commitment.

 5. Specialized expertise is very helpful when striving to achieve strategic goals. It is imperative that every board member bring a special talent.

 6. If candidates do not understand what is expected, responsibilities and obligations, they may seek NEC positions without grasping the AVA's expections for them. This would be a disservice to the candidates and could have negative consequences for AVA.

 7. Candidates need the time to commit to the position. This is a major expectation, for without it, the board would govern with a handicap. Candidates must understand this to serve AVA well.

Moreover, the AVA should proactively seek qualified candidates, not wait to see who wants to come forward and hope they are qualified. To find the best candidates, sometimes it is necessary to ask to get who would be a good fit and valuable asset.

 **NEC Recommendation:** Recommend disapproval and refer to the Standards and Evaluations Committee to place this in the Policy Manual.

**Proposed Bylaws Change #3**

Separate National and Regional Responsibilities of Directors

There are four paragraphs affected:

**Current Wording**

6.3. Duties. Each Regional Director shall:

 (a) coordinate and promote the AVA program of activities within the represented Region

 (b) maintain liaison between Members in his Region, the National Executive council and the National Headquarters.

 (c) review applications for membership from groups in the Region and recommend action to the National Executive Council

 (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 AVA have been paid

 (g) implement disciplinary action against AVA members in the Region for violations of the AVA 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 AVA

 (i) recommend to the National Executive Council disciplinary action agains Members within the region for violation of AVA or IVV rules

 (j) perform such other duties as are prescribed by the AVA President and the National Executive Council.

6.6(a) A Nominating Committee shall be appointed in each Region by the Regional Director at least nine months prior to the regular membership meeting.

6.6(b) It shall be the duty of the Regional Nominating Committee to nominate candidates for Regional Director in that Region. No member of the Nominating Committee may accept nomination for Regional Director. If a committee member does choose to run for Regional Director, such candidate's membership on the Nominating Committee shall terminate and the Regional Director shall immediately appoint a replacement.

7.6(a) Membership. The elected National Officers, a representative of the Regional Directors who has been elected by the Regional Directors, and the Executive Director shall constitute the Executive Committee. Each member of the Executive Committee shall have one vote, except the Executive Director who shall have no vote.

**Proposed wording:**

6.3 Duties. Each National Director shall:

 (a) apply their regional familiarity to the general national supervision of the AVA

 (b) with regional assistants, coordinate and promote the AVA program of activities

 (c) with regional assistants, promote the development of new clubs within the Region

 (d) perform such other duties as are prescribed by the AVA President and the National Executive Council.

6.6(a) A Nominating Committee shall be appointed in each Region by the respective National Director at least twelve months prior to the regular membership meeting. It shall work in coordination with the National Nominating Committee to ensure the Board of Directors has members with the expertise it needs to lead the AVA strategically.

6.6(b) It shall be the duty of the Regional Nominating Committee to seek and nominate qualified candidates for Naional Director from that Region. No member of the Nominating Committee may accept nomination for National Director. If a committee member does choose to run for National Director, such candidate's membership on the Nominating Committee shall terminate and the National Director shall immediately appoint a replacement. The Regional Nominating Committee shall consider the same criteria as in section 5.6(b) when evaluating candidates to be nominated.

7.6(a) Membership. The elected National Officers, two representatives of the National Directors who have been elected by the National Directors, and the Executive Director shall consititue the Executive Committee. Each member of the Executive Committee shall have one vote, except the Executive Director who shall have no vote.

**Rationale:**

Presently, regional directors have two important, but distinctly different roles: that of regional AVA representative and national board member. Each places very different demands on the director. This proposed amendment would create two different positions for each region, one for each of those roles.

As a national board member, directors would be elected in their regions to perform all responsibilities in the bylaws associated with service on the NEC—same as RDs today. To ensure NEC membership is well-rounded nationally, providing the skills needed on the board, regional and national nominating committees would coordinate recruitment efforts.

Freeing Directors to address national matters and adding a second one to the EC would make the NEC more productive strategically while adding regional positions would give clubs and state organizations a second avenue of access to the NEC.

This amendment would become effective in July 2019 so that those elected directors would know what would be expected of them and the AVA would have time to work out details for implementing regional assistants (the role of assistants would be defined in yet-to-be-written AVA policy [e.g., selection procedures, integrating them into the staff, refining responsibilities, defining the relationships with clubs and state organizations, under what circumstances directors and assistants could be one in the same individual]; not being part of the AVA governance structure, this content should not be addressed in the bylaws).

If not adopted, RDs would continue serving two different masters with two very different needs.

**NEC Recommendation:** Recommend disapproval - needs more work from the Bylaws Committee.

**Proposed Bylaws Change #4.**

Standing Committees and Their Orientation. There are three paragraphs affected:

**Current Wording: Standing Committees**

10.1 Committees, standing and special, as deemed necessary by the National Executive Council to carry on the work of the AVA shall be appointed by the AVA President with the advice and approval of the National Executive Council.

10.2. All committees . . . shall consist of at least one member of the National Executive Council. A majority of the members shall not be members of the National Executive Council. No member of the National Executive Council shall be on the Nominating Committee. The AVA President shall be a member ex-officio of all committees except the Nominating Committee.

10.3. There shall be the following standing committees: Audit, Bylaws, Convention, Internet Technology, Publicity and Standards and Evaluation.

5.3(a)(2) [The President shall] serve as ex-officio as a member of all committees except the Nominating Committee.

**Proposed Wording:**

10.1 Board committees, standing and special, as deemed necessary by the National Executive Council to carry on the work of the NEC shall be appointed by the AVA President with the advice and approval of the National Executive Council. All committees dealing with day to day operational subjects shall be established and overseen by the Executive Director.

10.2 All committees, standing and special, shall have a majority of members from the National Executive Council. One member of the National Executive Council shall be on the Nominating Committee. The AVA President shall chair the Governance Committee and be a member ex-officio of all other board committees except the Nominating Committee.

10.3. There shall be the following standing committees: Audit, Executive, Governance, Finance and Investments, and National and IVV Awards.

5.3(a)(2) [The President shall] chair the Governance Committee and be a member ex-officio of all other board committees except the Nominating Committee.

**Rationale:**

The NEC as a national board has important legal responsibilities to oversee the AVA. When the NEC establishes the committees heavily involved in AVA operations and appoints their members it cannot carry out that stewardship responsibility objectively.

This proposed amendment aligns NEC committee with the conduct of the board’s business. Non board members would continue to serve on NEC committees for their special expertise and as a way to expose potential future board members to NEC service. The president would continue to serve as an ex officio member of NEC committees, and would chair the new governance committee, which would convert current standing committees into subcommittees.

Information on committees dealing with operations would be moved from the AVA’s governance document to policies established by the ED to be responsible for executing tasks assigned to the national headquarters.

This reflects non-profit best practices. If not adopted, the NEC would be burdened with operational committees which would continue to jeopardize its objectivity when performing its legal responsibilities.

**NEC Recommendation:** Recommend disapproval - needs more work from the Bylaws Committee.