

ALBERTA VLT OPERATORS ASSOCIATION



AVOA Annual General Meeting Minutes

Location: Held over a ZOOM meeting with 5 members present

Date: June 1, 2022

Time: 2pm

Attendees:	Sheldon Rice (Rycroft Hotel) Justin Stewart (Rycroft Hotel) Connie Cadrain, Rocky Mtn. House, AB Elisabeth Gallant, Okotoks, AB Jen Lewis, Rycroft, AB	President (and Director) Vice President (and Director) Chairperson (and Director) Treasurer Secretary
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Agenda items

1. Called the meeting to order at 2:10pm and confirmed that there is a quorum (minimum of 3 board members).
Motioned: Sheldon Rice Seconded: Connie Cadrain
2. **Confirm the companies Mandate:** AVOA is committed to representing every aspect of VLT Operators cares and concerns, ranging from mandatory insurance needs, to collectively negotiating financial agreements with AGLC, so that VLT operators can afford to continue to operate VLT's in a world where inflation and rising employee wages are putting immense strain on small business VLT operators across the province.
Motioned: Justin Stewart Seconded: Connie Cadrain
3. Confirm that future Board Meetings can be conducted in person, or online through a platform (such as ZOOM), and the minutes of the meetings can be signed by all attendees using an online platform (such as DocuSign).
Motioned: Jen Lewis Seconded: Justin Stewart

4. Confirm that there will be two types of memberships available, to join the AVOA organization.
 - a) *The TIER 1 membership offered, is for VLT operators who would like a voting right in all decisions made by the association*, and their membership will give them access to participate in all referendum voting related to how the association will conduct itself with negotiating tactics related to direct communications with AGLC. This Tier 1 membership will also grant the members access to the Captive Insurance program that is being offered for the VLT Operator's.
 - b) *The TIER 2 membership offered is for individuals or entities that would like to be informed of all the inner workings and communications of the association*. This tier would give you regular access to the communications that are being conducted between the Tier 1 members and the Board of Directors, as well as access to the minutes from the regular board meetings, and access to all decisions and resulting communications that are conducted between AGLC, the Captive Insurance Program Operators, and the Board of Directors for AVOA. *Tier 2 members do not have a right to vote on association policies and procedures* that are put to referendum, they are only allowed to view the questions published before the referendum and view the results that are published after the referendum has been conducted.
- Motioned: Connie Cadrain Seconded: Sheldon Rice
5. Confirm that we set the value of membership fees based on the following options:
 - a) Tier 1 members: **\$50 per VLT** (for VLT operators)
 - b) Tier 2 members: **\$500 per annum** (for non-VLT operators)
- Motioned: Sheldon Rice Seconded: Justin Stewart
6. Confirm that membership fees will be waived for individuals or entities that participate on the Board of Directors (as the President, Vice President, Chairperson and/or Director, as well as the Treasurer, and/or Secretary).
- Motioned: Justin Stewart Seconded: Elisabeth Gallant
7. Confirm that a director is also allowed to hold a position as a President, Vice President, and/or Chairperson, and that there will be 3 directors that vote on day-to-day business administration items and determine what Board of Directors will be responsible for certain tasks.
- Motioned: Elisabeth Gallant Seconded: Jen Lewis
8. Confirm that the Board of Directors for 2022 will be the following people:

Sheldon Rice (Rycroft Hotel)	President (and Director)
Justin Stewart (Rycroft Hotel)	Vice President (and Director)
Connie Cadrain, Rocky Mtn. House, AB	Chairperson (and Director)
Elisabeth Gallant, Okotoks, AB	Treasurer
Jen Lewis, Rycroft, AB	Secretary
- Motioned: Jen Lewis Seconded: Justin Stewart

9. Confirm that the President, (and the Director), will permanently be Sheldon Rice, until the day that he is deceased, whereby the position will be willed to a new board member of Sheldon's choice, who will take over his position as the President and Director.

Motioned: *Justin Stewart* Seconded: *Connie Cadrain*

10. Confirm that the Vice President, (and the Director), will permanently be Justin Stewart, until the day that he is deceased, whereby the position will be willed to a new board member of Justin's choice, who will take over his position as the Vice President and Director.

Motioned: *Sheldon Rice* Seconded: *Connie Cadrain*

11. Confirm that the Chairperson, (and the Director), will permanently be Connie Cadrain, until the day that she is deceased, whereby the position will be willed to a new board member of Connies's choice, who will take over her position as the Chairperson and Director.

The positions of Treasurer and Secretary can be changed at any given moment for any reason, as they are employment-based positions. The directors can hire replacements for these positions at any given moment in time. A special Board Meeting will be attended, and the 3 directors will agree by majority vote who the new replacement will be.

Motioned: *Jen Lewis* Seconded: *Justin Stewart*

12. It was discussed and agreed upon that in any case where there is no legal will and testament that will decide the predecessor of one of the 3 director's positions, that the remaining 2 directors are required to appoint a director that they are both in agreement with. In the event where the 2 remaining directors cannot come to an agreement, then the decision will be put to a referendum vote held by the current members of the association, and the new director will be chosen from the 2 directors' appointed nominees and chosen by majority vote.

Motioned: *Justin Stewart* Seconded: *Jen Lewis*

13. It was discussed and agreed upon that if a Director chooses to resign, then the remaining 2 directors are required to appoint a director that they are both in agreement with. In the event where the 2 remaining directors cannot come to an agreement, then the decision will be put to a referendum vote held by the current members of the association, and the new director will be chosen from the 2 directors' appointed nominees and chosen by majority vote.

Motioned: *Sheldon Rice* Seconded: *Justin Stewart*

14. It was discussed and agreed upon that wages paid to the AVOA BoD members for attending monthly meetings would be in addition to any monthly salaries and hourly rate compensation set for the participants of the AVOA BoD.

Motioned: *Elisabeth Gallant* Seconded: *Jen Lewis*

15. We also confirmed the initial salaries of these board members, under the following guidelines:

- a) **President:** Monthly salary is based on attending 4 quarterly meetings, for 4 hours each for a value of \$100.00 per month, which equates to \$75 per hour for attending meetings. PLUS **\$3000/month or \$100 per day** (based on full-time work as the main AVOA representative who will arrange all the meetings and negotiations with AGLC and make all arrangements and negotiations with the captive insurance company, as well as personally contact all VLT operators to recruit members for the association). The President will also need to send in

original copies of receipts for AVOA related expenses for reimbursement, by no later than the 21st of each month. Payroll will be conducted on the 1st of each month.

- b) **Vice-President:** Monthly salary is based on attending 4 quarterly meetings, for 4 hours each for a value of **\$100.00 per month**, which equates to \$75 per hour for attending meetings. PLUS, any hours spent working on any projects each week would be added to the regular monthly payment of \$100, **based on an additional \$25/hr**. In any case where the President is unable to perform his daily duties, his duties (and prorated salary), falls upon the Vice President, for those particular days. The prorated rate (for standing in for the President), is \$100 PER DAY. The Vice President will also need to send in original copies of receipts for AVOA related expenses for reimbursement, by no later than the 21st of each month. Payroll will be conducted on the 1st of each month.
- c) **Chairperson:** Monthly salary is based on attending 4 quarterly meetings, for 4 hours each for a value of **\$100.00 per month**, which equates to \$75 per hour for attending meetings. PLUS, any hours spent working on any projects each week would be added to the regular monthly payment of \$100, **(based on an additional \$25/hr)**. The Chairperson will also need to send in original copies of receipts for AVOA related expenses for reimbursement, by no later than the 21st of each month. Payroll will be conducted on the 1st of each month.
- d) **Directors:** Monthly salary is based on attending 4 quarterly meetings, for 4 hours each for a value of **\$100.00 per month**, which equates to \$75 per hour for attending meetings. PLUS, any hours spent working on any projects each week would be added to the regular monthly payment of \$100, **(based on an additional \$25/hr)**. Directors will also need to send in original copies of receipts for AVOA related expenses for reimbursement, by no later than the 21st of each month. Payroll will be conducted on the 1st of each month.
- e) **Treasurer:** Monthly salary is based on attending 4 quarterly meetings, for 4 hours each for a value of \$100.00 per month, which equates to \$75 per hour for attending meetings. PLUS **\$3000/month or \$100 per day** based on full-time work as the AVOA representative who will conduct all the bookkeeping and all the related accounting, payroll, and reimbursement for all AVOA BoD expense reports. The Treasurer will also need to send in original copies of receipts for AVOA related expenses for reimbursement, by no later than the 21st of each month. Payroll will be conducted on the 1st of each month.
- f) **Secretary:** Monthly salary is based on attending 4 quarterly meetings, for 4 hours each for a value of **\$100.00 per month**, which equates to \$75 per hour for attending meetings. PLUS, any additional hours spent working on any projects each week would be added to the regular monthly payment of \$100, **based on an additional \$25/hr**. The Secretary will also need to send in original copies of receipts for AVOA related expenses for reimbursement, by no later than the 21st of each month. Payroll will be conducted on the 1st of each month.

Motioned: *Justin Stewart* Seconded: *Jen Lewis*

16. It was discussed and agreed upon that the salaries of the BOD will be reviewed every 3 months and adjustments made, whether it be wage increases or wage decreases (that suit the technical demands, and the scope, and the workload of the individual participants). It was also discussed and agreed that bonuses (for bringing in new ideas on how to generate revenue for the association), would be a suitable compensation for the individual BoD member, provided that the idea comes to fruition and provide a viable, calculatable, justification to reward a bonus.

Motioned: *Sheldon Rice* Seconded: *Justin Stewart*

17. It was discussed and agreed upon that AVOA BoD monthly salaries for attending meetings would be paid retroactively, if there was no membership income for the association during the initial start-up phase, (to cover the wages that have been set by the AVOA BoD). Once there is enough capital to cover the wages of the BoD members outstanding wages and expenses can be paid out at that time.

Motioned: Jen Lewis Seconded: Sheldon Rice

18. It was discussed and agreed upon that any third-party contract work done for the AVOA association must be agreed upon by majority vote of the 3 directors of the AVOA BoD.

Motioned: Justin Stewart Seconded: Jen Lewis

19. It was discussed and agreed upon that ALL decisions that the association makes are better suited to be decided by the entire body of active members themselves, and will be based on one of two methods of voting:

- a) The members are entitled to *one vote per machine* that is operated.
- b) The members are entitled to *one vote per operator's license*.

The decision as to which method of voting is more suitable for each particular referendum vote conducted will be at the discretion of the 3 acting Directors.

Motioned: Connie Cadrain Seconded: Sheldon Rice

20. We had a discussion regarding the best strategy for re-negotiating VLT Operator commissions with AGLC. It was suggested that we wait until we get all the members onboard, and then contact them all with various options (based on ideas and opinions submitted to AVOA, by the active members), and then conduct a referendum vote, and decide a way forward (based on what the majority of the members want).

Motioned: Justin Stewart Seconded: Connie Cadrain

21. It was discussed that AFTER we have gotten everyone onboard as members, that we may consider contacting the AHLA and see if they want to discuss some sort of partnership plan for the Captive Insurance Program. Currently AHLA is operating a captive Insurance plan for HOTEL OWNERS, but they do not represent most VLT owners, simply because most VLT's are not in hotels. So, we will see if they want to join forces on utilizing a captive insurance program that is more suitable for their members and ours.

Motioned: Jen Lewis Seconded: Elisabeth Gallant

22. It was agreed that The President, Vice President, and the Treasurer will be the only 3 people who have signing authority on the Associations bank account.

Motioned: Sheldon Rice Seconded: Justin Stewart

23. It was agreed that the first year of the association that no deadlines would be set to garner membership and start full scale operations, (due to COVID restrictions, as well as personal, marital, and business conflict situations surrounding the AVOA BoD member's schedules and current required commitments). A commitment to putting BoD member's spare time into the operation intermittently, was agreed upon with a goal to get things up and running by no later than March of 2024.

Motioned: Justin Stewart Seconded: Sheldon Rice

Action items	Owner(s)	Deadline	Status
Complete the email list	Sheldon/ Justin	Feb 1, 2024	In progress
Conduct the AGM meetings	All board members	No deadline	In progress
Complete the AGM meeting minutes	Jen Lewis	No deadline	In progress
Open the bank account	Sheldon	March 1, 2024	In progress
Further communication With insurance co.	Sheldon/ Justin	No deadline	In progress
Email all potential members	Sheldon/ Justin	March 1, 2024	In progress
Create excel file for membership fee data	Sheldon/ Connie	No deadline	In progress
Start taking membership fees and recording on excel file	Connie/ Elisabeth	No deadline	In progress
Initiate communications with website developers that can set up the secure login for the website to conduct online referendums and initiate a secure member chat group forum	Sheldon	No deadline	In progress

Signatures: _____

Print name: _____

Date: _____