VASA Board of Director Minutes
September 14, 2026
VASA HQ

Douglas Stone calls the meeting to order at 6:00 pm

Douglas quickly mentions that there are some technical difficulties tonight, that the camera is not functioning in the room, but please speak up if you can't hear us.

Douglas Stone begins the meeting with everyone standing for the Pledge of Alliance.

Roll Call

BOD Present:
Steve Mosher, Ray Blakeney, Lloyd Maccormack, Bob Cruickshank, James Sullivan, Ethan Hill, Mike Smith, Mike Small, Fred Elliott, Vern Stone

BOD Present Online:
Ken Wetherell, Brent Labree, John Hull, Christine & Mark Carpenter, Dylan Bell, William Faford, Jason Jarvis

E-Board Present: Douglas Stone, George Barton, Tom Nazzewski, Melissa LaBounty, Mike Smith

Staff (Non-voting) present: Dani Luce, Jeremy Sneed, Ethan Hill, Gordon Pirie

Lobbyist / consultant: Frank Stanley

Secretary's Report:
Are there any additions or corrections to the secretaries report?

-Steve Mosher made a motion to accept the report, seconded by Vern Stone approved by all, none opposed, motion carries.

Treasurer's Report:
-Tom begins with reviewing the Statement of Activities, finishing August in the positive, as well as the Fiscal year being positive.

-A motion to accept the report by Fred Elliot, seconded by Steve Mosher approved by all, none opposed, motion carries.

Staff Reports:.

Trails Coordinator - Ethan Hill:
VTMP: GMATV is finished and turned out great,
Jack Pines Yamaha grant project is also done. We are working on a project in West Rutland and preparing a job for Billtown Wheelers.
Equipment: The Ranger needs a starter which arrived today, everything else is running.

Trail closing dates are attached. If you need a change send me an EMAIL if not I will leave your date the same.

-Question about the Great Trails Workshop- How much walking will there be & can machines be brought that day? Yes, & there will be as much walking / riding as the group wants to do.

Frank Stanley gave a brief update of current activity happening at the Statehouse.

Executive Director - Dani Luce:

Financial Stabilization:

- We have submitted the final details to close out the FY26 Big Grant minus the final audit findings. As soon as we can submit that, we will have officially closed the FY26 grant.
- We are currently working on closing out paperwork for the Yamaha Grant
- **Partnerships**- I have been quite busy with the Vermont Trails and Greenways Council, partnering on many items including some collaboration and networking with VOBA (VT Outdoor Business Alliance) and VRPA (Vermont Recreation and Parks Association) on some trails needs within the state- mainly networking and development of moving forward together- determining what trail needs are for small vs large trail organizations as well as funding opportunities.
- We are working on an extension for the National Forest Grant on SRR trails due to some permitting and inspection issues. Work needing to be done is in wetlands, not going to be able to finish before winter.
- We have submitted and received a reimbursement for a portion of our VOREC grant- which is roughly $15,000. This portion of the grant was for repairs on the NEKW trail system. We are currently waiting on a permit application and then will be able to start work on the final portion of this grant which is for the Billtown Wheelers.

Program Operations:

- **Membership**- As of the meeting date, we currently have 4760 human members and 5565 TADs sold.
- **Annual Meeting**: SAVE THE DATE 7/24/2027 hosted by the Green Mountain ATV Riders- more information to come.
- **Insurance**: All new certificates of insurance have been issued. Our new policy is effective. Cost was cut as much as possible via different avenues including increased

deductibles and policy changes. It still came in over budget, but the overage is more manageable than the originally quoted number.

- **Newsletter**: Deadline to submit articles/pictures/content for a newsletter: September 30. The plan is to do a quarterly newsletter.
- **Audit**: The office team is still working diligently to provide everything the auditors ask for. This is a time consuming and tedious process but we are moving forward.
- **Law Enforcement**- F&W has now used up their contracted money. They are NOT suspending patrols, in fact as an effort of good faith they are trying to keep their patrols scheduled at the same frequency despite their contract being out. I am working on putting some numbers together that will paint an accurate picture of what we receive for what we pay for in regards to these patrols.
- **Donation Program (stickers)**: We are continuing to get donations to trickle in- this is most definitely something we need to continue in 2027.
- **Vermont Trail System (VTS)**- The state of Vermont is revamping the VTS- I am working on this through the Vermont Trails and Greenways Council as well as from a purely motorized perspective as a team with VAST and Cindy Locke.
- **Great Trails Workshop**- scheduling details, club attendance, updates.

Additional Business:

Proposed Amendment to VASA Bylaws:

Section 3: Fees and Terms of Membership/TAD CURRENT LANGUAGE

The fee for membership/TAD in the organization shall be set annually by the membership at the Annual Meeting for the following membership year. The term of membership shall be from January 1st to the following December 31. Club fees shall be reviewed annually by the BOD at the November regular meeting.

PROPOSED LANGUAGE

Section 3: Fees and Terms of Membership/TAD

The fees for Membership/Trail Access Decals (TAD) and club affiliation shall be established annually by the Board of Directors for the following membership year. Such fees shall normally be considered and established at the November regular meeting of the Board of Directors.

In establishing or modifying Membership/TAD and club affiliation fees, the Board of Directors shall consider the Association's approved budget, projected operating expenses, contractual and financial obligations, reserve needs, anticipated revenues, and the long-term financial sustainability of the Association.

Any reduction in the Membership/TAD fee or club affiliation fee shall require approval by at least three-fourths (3/4) of the entire Board of Directors.

Prior to any vote to reduce the Membership/TAD fee or club affiliation fee, the Treasurer shall review the proposed reduction and provide the Board of Directors with an assessment of its anticipated financial impact on the Association. The Treasurer's assessment and recommendation shall be presented to the Board prior to the vote and reflected in the official minutes of the meeting.

The Board of Directors shall not approve a reduction unless it determines, after consideration of the Treasurer's assessment and the Association's current financial condition, approved budget, projected revenues and expenses, financial obligations, and reserve needs, that the proposed reduction will not materially impair the Association's financial stability or its ability to maintain essential operations and programs.

The term of membership shall be from January 1 through December 31 of each calendar year.

REASON FOR CHANGE

The purpose of this amendment is to place responsibility for establishing VASA's Membership/TAD and club affiliation fees with the Board of Directors, which has direct and ongoing responsibility for oversight of the Association's finances.

Membership/TAD revenue represents a significant source of funding for VASA and directly affects the Association's ability to maintain its statewide trail system, support member clubs, maintain equipment and infrastructure, administer programs, meet contractual and financial obligations, and maintain appropriate financial reserves.

The Board of Directors regularly receives and reviews detailed financial information, including budgets, revenues, expenses, financial obligations, projections, and other information necessary to evaluate the Association's financial condition. Because fee-setting decisions directly affect VASA's annual budget and long-term financial stability, the Board of Directors is best positioned to make those decisions based upon the complete financial information available to it.

This amendment also provides for Membership/TAD fees and club affiliation fees to be considered together as part of VASA's annual financial planning process rather than through separate processes.

Because a reduction in these fees could significantly affect the Association's revenue and financial stability, the amendment establishes additional safeguards for any future fee reduction. A reduction would require approval by at least three-fourths (3/4) of the entire Board of Directors rather than a simple majority.

In addition, before the Board may vote on a proposed reduction, the Treasurer must review the proposal and provide an assessment of its anticipated financial impact. This ensures that the Board has a documented financial analysis before making a decision that could materially affect Association revenue.

The amendment does not prevent VASA from reducing its fees when circumstances warrant doing so. Rather, it ensures that any such reduction is supported by substantial Board agreement, informed by financial analysis, and determined to be consistent with the Association's ability to remain financially stable and maintain its essential operations and programs.

SUMMARY OF PROPOSED CHANGES

• Transfers authority to establish the annual Membership/TAD fee from the general membership to the Board of Directors.

• Places responsibility for both Membership/TAD fees and club affiliation fees with the Board of Directors.

• Provides for both fees to normally be considered at the November Board meeting as part of the annual

financial planning process.

• Requires the Board to consider VASA's budget, expenses, revenues, financial obligations, reserve needs, and long-term financial sustainability when establishing fees.

• Requires approval by at least three-fourths (3/4) of the entire Board of Directors to reduce either fee.

• Requires the Treasurer to conduct a financial review of any proposed fee reduction before the Board

votes.

• Requires the Treasurer's assessment and recommendation to be presented to the Board and reflected in the official meeting minutes.

• Prohibits the Board from approving a reduction unless it determines that the reduction will not materially impair VASA's financial stability or its ability to maintain essential operations and programs.

• Retains the January 1 through December 31 membership year.

Old / New Business:

-Douglas Stone asks about Club Activities:

- West Rutland has a Poker Run on September 26th plus a Halloween Ride the last Saturday in October
- Westshire has a foliage ride on October 4th

-Fred Elliott asks about clubs having to pay half of the material / labor costs on trail work being done, is that a new thing? No, that has been a policy in effect for 15 years but has not been enforced until recently with the tight budget.

A motion was made to adjourn by Fred Elliott, seconded by Steve Mosher, meeting was adjourned at 6:58 pm.