



BYLAWS

ARTICLE I: Name

The name of this organization is the Northern Virginia Association for Volunteer Administration, hereafter known as NVAVA.

ARTICLE II: Purpose

Section 1 -- The purposes of this organization is to: (a) provide educational opportunities to individuals involved and/or concerned with the effective administration of volunteer programs, and (b) promote awareness and cooperation among organizations who utilize volunteers to effectively enhance their programs for the improvement to the community.

Section 2 – This corporation is organized exclusively for charitable, educational and scientific purposes as specified in Section 501(c) 3 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3 – No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the purposes stated in these Articles.

Section 4 - No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Also, the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 5 – Notwithstanding any of the foregoing or other provisions of these Articles, the corporation shall not engage in any activity not permitted an exempt corporation under Section 501 (c) 3 of the Internal Revenue Code or a corporation to which contributions are deductible under section 170(e)(2) of that Code.

ARTICLE III: MEMBERSHIP DUES

Section 1 – **Individual Membership** – This membership category is for individuals who are involved in and/or concerned with administration of volunteer programs and who contribute an annual fee determined by the NVAVA Board of Directors. These individual members shall be deemed to be in good standing and shall be entitled to one vote. The Board of Directors shall determine the specific privileges of Individual Members.

Section 2 – **Organizational Membership** – This membership category is for organizations involved in and/or concerned with administration of volunteer programs and that contribute an annual fee determined by the NVAVA Board of Directors. These organizational members shall be deemed to be in good standing and each individual named by the organization as a member shall be entitled to one vote. The Board of Directors shall determine the specific privileges of Organized Members.

Section 3 – **Membership Year/Dues** – The membership year is July 1 through June 30. Returning and new members may submit dues beginning in April for the following membership year. New and returning members must submit dues upon joining or renewing their membership, which may be done at anytime during the year. The Board of Directors may choose to offer a prorated membership fee at different times of the year to encourage members to join and renew their membership.

ARTICLE IV: Meetings

Section 1 – **Regular Meetings** – Regular membership meetings shall be held bi-monthly at a time and place to be determined by the Board of Directors and advertised to the membership through email announcements and/or the NVAVA newsletter.

Section 2 – **Annual Meeting** – The general meeting in May shall be known as the annual meeting. It shall be for the purpose of electing officers and members of the Board of Directors, approving the budget, and conducting other NVAVA business as necessary and appropriate. Notice of the business to be conducted shall be advertised to the membership through email announcements and/or the NVAVA newsletter prior to the meeting.

Section 3 – **Special Meetings** – Special meetings may be called by the President, the Board of Directors or by the written request of at least ten members. Notice of such meeting shall state the purpose for which the meeting is called and shall be emailed to members at least ten days prior to the meeting.

Section 4 – **Quorum** – The presence in person of twenty members shall be necessary to conduct a meeting of the members of NVAVA. All actions taken at a general membership meeting at which a quorum is present are legal and binding on the corporation.

ARTICLE V: OFFICERS

Section 1 – Officers/Terms –

- A. There shall be four officers: President, Vice President, Secretary and Treasurer.
- B. Each officer shall be elected for a term of one year and no officer shall serve more than three consecutive terms in the same office. Officers shall be elected from the membership.

Section 2 – Duties –

- A. The **President** shall be the chief executive officer and representative of NVAVA. The president shall preside at all meetings; shall appoint all committees not otherwise provided for with the approval of the Board; and shall be an ex-officio member of all committees. The president shall facilitate the process of encouraging members to pursue positions on the Board of Directors and ensure that there is at least one suitable candidate for each officer and director position by the annual meeting in May.
- B. The **Vice President** shall assume all the powers and duties of the President in the event of the absence or unavailability of the President. The vice president shall be responsible for compiling the State of NVAVA Report, to be distributed at the annual meeting in May as well as the NVAVA Annual Report, to be distributed to members by email in September. The vice president shall also perform all duties delegated by the President.
- C. The **Secretary** shall keep the minutes of all Board meetings and general meetings which pertain to the official business of NVAVA and shall be the custodian of all records, papers, files and books of NVAVA.
- D. The **Treasurer** shall be the custodian of the funds, and shall be responsible for collections, deposits, expenditures and accounting of all monies of NVAVA. During the last quarter of each membership year, the treasurer shall work with President and Directors to develop the committee and overall organizational budget for the coming membership year.

Section 3 – Should an officer vacancy occur, the Board of Directors shall appoint a person to fill the position for the remainder of the term.

ARTICLE VI: Elections

Section 1 – The election of the officers and members of the Board of Directors shall be held at the annual meeting in May of each year. Directors shall be elected by a simple majority vote of the members in good standing who are present and voting.

Section 2 – Members shall be notified of the names of the nominees in writing or and/or the NVAVA newsletter prior to the election. Additional nominations may be made from the floor at the time of the election with the prior consent of the nominee.

ARTICLE VII: BOARD OF DIRECTORS

Section 1 – The Board of Directors shall be responsible for the general supervision of the affairs of NVAVA.

Section 2 – The Board of Directors shall consist of a minimum of nine members, all of whom must be NVAVA members in good standing. Each board member shall serve as an Officer, Committee Chair or as an ex-officio member.

Section 3 – Each Director shall be elected for a term of one year. No Director shall serve more than three consecutive terms in the same office.

Section 4 – Should a vacancy on the Board occur, the President shall appoint a person to fill the position for the remainder of the term, with the exception of a Committee Co-chair, which may or may not at the discretion of the Board.

Section 5 – The immediate past retiring President may choose to serve as an ex-officio member of the Board of Directors for one year. If the immediate past President is not available, then the previously serving President or another Director who served during the previous year may choose to serve as an ex-officio member.

Section 6 – The Board of Directors shall meet on a minimum bi-monthly basis as determined by the Board. Special meetings shall be announced by email at least three days in advance.

Section 7 – A quorum shall consist of half the members of the Board of Directors.

Section 8 – A simple majority is necessary for adoption of any matter voted on by the Board of Directors unless otherwise specified in these Bylaws.

Section 9 – All meetings of the Board of Directors shall be open to all members of NVAVA unless voted upon by the Board.

Section 10 – No compensation shall be paid to any member of the Board of Directors. Reimbursement of expenses incurred on behalf of NVAVA shall be available to members of the Board according to NVAVA policies.

Section 11 - Any director who is absent from two consecutive meetings or more than two meetings of the Board throughout the membership year without informing the President and reporting on expected duties shall be considered to have vacated the position. The Secretary shall note the vacancy in the minutes. A board member/officer may be removed from his/her position by a two-thirds vote of the members. The Secretary must provide in writing in the minutes and to the removed member a detailed account of the charges forming the basis for removal. A removed member may request in writing a special meeting of the Board to review the decision. The request for an appeal must be made within six weeks of the member receiving notice of removal; the appeal hearing must be held within six weeks of receipt by the Board of the request.

ARTICLE VIII: Committees

Section 1 – The Board of Directors, with approval of the members, may appoint an Executive Committee whose composition shall be determined by the Board. The Executive Committee is empowered to act with the same authority as the Board of Directors which must ratify all actions taken by the Executive Committee.

Section 2 – The following functions will be carried out by standing committees whose chairs shall be members of the Board of Directors:

- A. **Awards, Recognition & Annual Meeting** – This committee shall oversee the nomination and awards process for the two NVAVA awards distributed at the annual meeting. This committee shall also plan and orchestrate the annual meeting and coordinate the agenda with the President. The committee may also actively seek out and implement new opportunities to recognize NVAVA members throughout the membership year.
- B. **Professional Development** – This committee shall be responsible for development and execution of professional development workshops to be held during the regular bi-monthly meetings.
- C. **Membership** – This committee shall encourage potential members to join; shall oversee the integration of new and returning members into NVAVA; shall maintain a database and directory of current members; and shall encourage interaction among members.
- D. **Communications** – This committee shall promote the existence and purposes of NVAVA throughout the metro DC community to current and prospective members. This committee shall write and distribute a quarterly electronic newsletter, regularly update the NVAVA website, and assist other chairs as requested to design promotional and other materials.
- E. **Resource Development** – This committee shall be the liaison to the local, state and national volunteer management resources, including reporting to the membership new information about external educational and networking opportunities. This committee shall also facilitate Certified in Volunteer Administration (CVA) programming in support of NVAVA members. It shall also facilitate the NVAVA scholarship application, review and selection process.

Section 3 – The Board of Directors may create additional committees or sub-committees standing or ad hoc as needed.

ARTICLE IX: Annual Reporting and Fiscal Year

Section 1 – The Treasurer and President annually shall file such forms and pay registration fees required by the Code of Virginia.

Section 2 – The Treasurer and President annually shall file with the Internal Revenue Service all documents required by law.

Section 3 – The Board shall publish an annual report yearly which is made available to the public.

Section 4 - The fiscal year shall be July 1 through June 30.

ARTICLE X: Parliamentary Authority

All meetings shall be conducted in accordance with these Bylaws. Any situation not covered by these Bylaws shall be governed by the current edition of Robert's Rules of Order.

ARTICLE XI: Liabilities

No individual officer or member of NVAVA shall be personally liable in respect to any debt or other obligation incurred in the name of NVAVA or any of its committees pursuant to a direct grant of authority by the Board of Directors or any exercise of authority arising properly from execution of offices as set forth in these Bylaws.

ARTICLE XII: Amendment of Bylaws

These Bylaws may be amended or revised by two-thirds (2/3) vote of the members present at a regular or special meeting of the membership, provided that the text of all changes has been distributed to each member at least two weeks prior to said meeting.

ARTICLE XIII: Perpetuity

NVAVA shall exist in perpetuity or until dissolved. In the event of dissolution, the assets of NVAVA shall be distributed to a fund, foundation or corporation organized exclusively for the purposes specified in Section 501 (c) 3 of the Internal Revenue Code.

ARTICLE XIV: Adoption of Bylaws

These Bylaws have been officially adopted by the voting membership of NVAVA on the 18th of March, 2010.