

# VIRGNIA NETWORK OF NONPROFIT ORGANIZATIONS

## BYLAWS

### ARTICLE I -- ORGANIZATION

**Section 1.1 Name.** The name of the Corporation shall be the “Virginia Network of Nonprofit Organizations.”

**Section 1.2 Corporate Offices.** The principal office of the Corporation shall be located in Central Virginia. The Corporation may from time to time establish such other offices as the board of Directors may designate or as the affairs of the Corporation may require.

**Section 1.3 Purpose.** The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of § 501(c)3 of the Internal Revenue Code of 1986, including the purposes of

- serving the evolving needs of the Commonwealth's Nonprofit Sector through networking, advocacy and education; and
- providing opportunities to nonprofit organizations seeking to build their own capacity to improve the quality of life in their local communities.

### ARTICLE II -- MEMBERSHIP

#### Section 2.1 Members.

2.1.1 **Voting Members.** Application for voting membership shall be open to any nonprofit organization that supports the purpose statement in Section 1.3, and continuing membership is contingent upon being up-to-date on membership dues. Membership shall be granted upon a majority vote of the Board of Directors. Each voting member shall appoint one voting representative to attend the annual meeting.

2.1.2 **Non-voting members.** The Corporation shall have the following categories of non-voting members:

- i) Associate Individual Members, which are individuals who serve or support nonprofit organizations and
- ii) Associate Agency Members, which are government agencies and their representatives that serve or support nonprofit organizations and
- iii) Associate Business Members, which are for-profit businesses that serve or support nonprofit organizations.

**Section 2.2 Meetings of Members.**

- 2.2.1 **Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- 2.2.2 **Special Meetings.** The Chairperson, the Executive Committee, or a simple majority of the Board of Directors may call special meetings. A petition signed by ten percent of the voting members may call a special meeting.
- 2.2.3 **Notice.** Notice of each meeting shall be given to each voting member, by mail, not more than sixty and not less than twenty-five days before the meeting.
- 2.2.4 **Proxy.** In the event a voting representative of a Voting Member is unable to be present to cast his or her vote at any annual or special meeting, the voting representative will be allowed to cast his or her vote by proxy.

**Section 2.3 Dues.** The Board of Directors shall set dues for membership in the Corporation.

**ARTICLE III -- BOARD OF DIRECTORS**

**Section 3.1 General Powers.** The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the Corporation's Executive Director and committees. The Board must approve the budget and any major change in the budget. The Board receives no compensation other than reimbursement for reasonable expenses.

**Section 3.2 Board Composition.** The Board shall have up to twenty-one, and no fewer than thirteen, members. The Board shall be comprised of four directors, each representing a geographic region of Virginia to include Central Virginia, Northern Virginia, Eastern Virginia, and Western Virginia. Additionally, up to seventeen directors may serve at-large. These seventeen should include representation from nonprofit organizations; intermediate organizations, such as nonprofit resource centers, academic support centers, and funding organizations; the public and private sectors; and individuals who provide products and services to the nonprofit sector.

**Section 3.3 Board Elections.** The incumbent directors shall elect directors annually.

**Section 3.4 Terms.** All Board members shall serve a three-year term, but are eligible for re-election. However, no board member shall serve more than two consecutive three-year terms. The initial board will include staggered terms with approximately one-third serving a one-year term, one-third serving a two-year term, and the final third serving a full three-year term.

**Section 3.5 Vacancies.** When a vacancy on the Board exists, the Board may receive nominations for new members from the Board Development Committee two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

**Section 3.6 Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 3.7 Quorum.** A quorum must be attended by at least a majority of the Board members before business can be transacted or motions made or passed.

**Section 3.8 Meeting Frequency.** The Board shall meet at least quarterly, at an agreed upon time and place.

**Section 3.9 Meeting Notice.** The annual schedule of Board meetings will be determined by the Board and will serve as official notice of Board meetings. Notice of a meeting may be given by postal mail, telephone, fax or e-mail and must occur at least two days before the meeting.

**Section 3.10 Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member postmarked two weeks in advance.

**Section 3.11 Telephonic Meetings.** Any Director may participate in a meeting of the board by means of a conference telephone or similar communications equipment, if available, which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and shall be counted toward the required quorum.

**Section 3.12 Voting at Meetings.** Votes may be cast at regular or special Board meetings by voice, by a show of hands, or by written ballot.

A vote may also be cast by telephone, electronic mail, facsimile or another electronic transmission if the voting director is participating in a meeting by conference telephone or other communications equipment which allows all those participating to hear each other at the same time. For purposes hereof, a written consent and the signing thereof may be accomplished by one or more electronic transmission.

**Section 3.13 Action Without Meeting.** The Board of Directors may take action without a meeting if the action is taken by all members of the Board. The action shall be documented by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included with all other board minutes or filed with the corporate records reflecting the action taken.

Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date, and states the date of execution by each director.

Action taken by written consent shall have the same effect as a vote taken at a meeting of the Board.

**Section 3.14 Conflicts of Interest.** In the event any director or staff has a personal or business interest in or is involved with an organization with whom the corporation is considering a business transaction, such interest or involvement shall be disclosed to the corporation. In such event, the director or staff member may answer pertinent questions of other directors, staff or committee members when knowledge regarding the matter will assist the corporation. However, the director shall not vote on any such proposed business transaction where such an interest exists. No such transaction shall be approved except by the majority consent of those present after being fully advised of the interest of the disqualified board member. Failure to reasonably disclose a potential conflict of interest or other violation of this policy may result in immediate dismissal from the board or staff.

#### **ARTICLE IV -- OFFICERS**

**Section 4.1 Officers and Duties.** There shall be four officers of the Board consisting of a Chair, Vice-Chair, Secretary, and Treasurer. The Board shall elect the officers annually. Their duties are as follows.

- 4.1.1 The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
- 4.1.2 The **Vice-Chair** will chair committees on special subjects as designated by the Board and will serve in place of the chair, if the Chair is unavailable.
- 4.1.3 The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- 4.1.4 The **Treasurer** shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer may chair the Finance Committee

#### **ARTICLE V - COMMITTEES**

**Section 5.1 Authority.** The Board may create committees as needed. There shall be three standing committees - Executive, Board Development and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board. Except as prescribed in these Bylaws, the Board Chair recommends and the Board appoints the membership of all committees each year.

**Section 5.2 Executive Committee.** The Officers shall serve on the Executive Committee, which includes two other Board Members. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and

Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 5.3 Board Development Committee.** A Board Development Committee shall be appointed by the Board to represent diverse aspects of the nonprofit community. The Board Development Committee shall have three board members, with the Executive Director as an ex-officio committee member. Committee members shall serve one-year terms. The Board Development Committee shall be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.

**Section 5.6 Finance Committee.** A Finance Committee comprised of at least three Board members shall be appointed by the Board. The Finance Committee is responsible for oversight of fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Finance Committee is required to submit quarterly reports to the Board showing income, expenditures and pending income.

## **ARTICLE VI – EXECUTIVE DIRECTOR AND OTHER STAFF**

**Section 6.1 Executive Director.** The Board hires the Executive Director. The Executive Director has day-to-day responsibility for the Corporation, including carrying out the Corporation’s goals and Board policy, and hiring and supervising all other staff. The Executive Director will attend all Board meetings; report on the progress of the Corporation, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

## **ARTICLE VII - MISCELLANEOUS**

**Section 7.1 Fiscal Year.** The Corporation’s fiscal year shall be July 1 through June 30.

**Section 7.2 Expenditures.** All expenditures must be within budget.

**Section 7.3 Bonds.** Any officer or member of the staff whose duties include handling or withdrawal of the Corporation’s funds is required to be covered by a fidelity bond in such amount and under such terms as may be stipulated by the Board.

**Section 7.4 Insurance.** Within one year of adoption of its initial Bylaws, the Corporation shall purchase and maintain directors and officers insurance on behalf of a director, officer, employee or agent of the Corporation against liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such.

**Section 7.5 Financial Records.** The financial records of the Corporation are public information and shall be made available to the membership, Board members and the public.

**Section 7.6 Parliamentary Authority.** Robert's Rules of Order, latest edition, shall be the parliamentary authority governing the Corporation.

### ARTICLE VIII - AMENDMENTS

The power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws shall be vested in the Board of Directors. Any amendment to the Bylaws shall be submitted to the Board of Directors in writing not less than thirty days prior to the meeting at which the amendment is to be considered.

*The foregoing Bylaws, consisting of five (5) pages, including this page, constitute the Bylaws of the Corporation as of March 23, 2004, duly adopted by the initial Board of Directors of the Corporation at the organizational meeting.*

<i><b>Amended:</b></i>	<i>June 20, 2005</i>
	<i>November 21, 2005</i>
	<i>April 17, 2006</i>
	<i>June 19, 2006</i>