

BYLAWS OF THE VIRGINIA ASSOCIATION OF ADULT 4-H VOLUNTEER LEADERS

ARTICLE I — PURPOSE

Section 1. The Virginia Association of Adult 4-H Volunteer Leaders (the Association) is a non-profit organization established pursuant to the provisions of Chapter 2 of Title 12.1 of the Code of Virginia exclusively for charitable, scientific, and educational purposes, specifically to cooperate with Virginia Cooperative Extension (VCE) as organized pursuant to Chapter 8 of Title 3.1 of the 1950 code of Virginia, as amended, or hereafter amended, in organizing, supporting, and maintaining an active, viable 4-H program for young people throughout the State of Virginia.

Section 2. Association Vision. To support and retain Virginia adult 4-H volunteer leaders to strengthen the Virginia 4-H youth development program.

Section 3. Association Mission. To educate and train 4-H adult volunteer leaders so that they can promote and provide support for the Virginia 4-H programs.

Section 4. The Association has the responsibility to:

- a. Conduct its organization in a professional manner consistent with the educational mission of Virginia 4-H;
- b. Accept compliance responsibility for all federal and state laws and regulations pertaining to volunteer organizations;
- c. Adhere to all VCE Administration Guidelines for Civil Rights, including open access to membership and programs; and
- d. Obtain funding from various sources and dispense the funds in support of the 4-H educational mission.

ARTICLE II — MEMBERSHIP

Section 1. Any adult who is serving in Virginia as an enrolled VCE 4-H volunteer leader is eligible to join the Association.

Section 2. Adult 4-H volunteer leaders may join the Association by completing and maintaining enrollment as a VCE volunteer, or as otherwise described in Association policy.

Section 3. Members shall loyally and to the best of their ability support the work of the Association and abide by its bylaws. In addition, each member shall cooperate to the fullest extent with other members of the Association and with VCE in activities contributing to the

accomplishment of the purpose, vision, and mission of the Association.

Section 4. There shall be no dues to be a member in the Association.

Section 5. Membership in the Association may be terminated by written resignation. Membership shall be terminated automatically when the member fails to meet the eligibility requirements.

ARTICLE III — UNIT REPRESENTATIVES

Section 1. Qualifications. Each Unit Representative shall be an active member of the Association, willing and able to attend the meetings of the membership of the Association. “Willing and able” shall be defined as having the time, resources, and transportation necessary to carry out the duties of the office.

Section 2. Selection. Members within each duly recognized unit organization shall select two Unit Representatives who shall serve as voting delegates at the membership meeting of the Association and shall have additional rights and duties as prescribed in these bylaws. Unit organizations may provide for the selection of Unit Alternates. Alternates, registered and accredited, shall vote if one or both Unit Representatives are not in attendance at the annual meeting or special meeting. Selection of Unit Representatives and Alternates shall be in accordance with the bylaws and procedures of each respective Unit organization. Each Unit Representative shall serve a two-year term of office, being replaced or re-appointed as desired by the members of the respective unit.

Section 3. Vacancies. In case of death, resignation, or membership ineligibility, the resultant vacancy shall be filled by appointment for the remainder of that person’s term by the Unit organization.

Section 4. Duties. Unit Representatives shall have the duty to acquaint themselves with members’ needs and concerns before meetings, study all material sent by the Association, and respond as requested.

Section 5. Collectively, the Unit Representatives shall be titled the Assembly.

ARTICLE IV — ASSEMBLY MEETINGS

Section 1. All Association members are entitled to participate in the annual or special Assembly meetings.

Section 2. Annual Assembly Meetings. A meeting of the Assembly shall be held annually, the exact time and place to be determined by the Board of Directors.

Section 3. Special Assembly Meetings. The Board of Directors shall have the right to call a special Assembly meeting. Ten percent of the Unit Representatives as defined in these bylaws shall have the right to file a petition stating the purpose of and calling for a special meeting. Upon receipt of such a petition, the President shall call a special meeting.

Section 4. Notices. To ensure that all Unit Representatives are informed in a timely manner, notice of a special meeting will be issued at least 30 days prior. Notice of a special meeting shall include the purpose(s) of the meeting. Notice for a meeting called to act upon an amendment of the Articles of Incorporation or on a plan of merger, consolidation, or dissolution shall include a copy of the proposed amendment or plan.

Section 5. Quorum. The quorum shall be those Unit Representatives present and voting, provided that at least 15% of the Units have at least one Unit Representative at the meeting.

Section 6. Voting Rights. Only Unit Representatives or their designated Unit Alternates, registered and accredited, shall vote. No proxy voting shall be permitted.

Section 7. Reports. Reports of Officers, District Associations, and Committees presented at Annual or Special Assembly meetings shall be in writing or submitted electronically to the Secretary.

ARTICLE V — OFFICERS

Section 1. Officers are those Association members (voting and non-voting) who serve on the Board of Directors. The Assembly shall elect the following Association officers who are voting members of the Board of Directors: the President, the Vice-President, the Secretary, the Treasurer, the Development Director, the Communications Director, and the Training Coordinator. The candidate receiving the most votes shall win the election. In the case of a tie, there will be a re-vote between the top two candidates. If another tie results, the winner will be determined by a coin toss. Other voting officers are elected or appointed as described in the sections below.

Section 2. Eligibility. Only Association members in good standing shall be eligible for office. No officer elected by the Assembly shall be eligible for the same office for more than two terms in succession, or for a maximum of five consecutive years, with the exception of the Treasurer. Full-time VCE employees are not eligible to serve as a voting member of the Board of Directors.

Section 3. Terms of Office. Each voting member of the Board of Directors shall serve a two-year term. Officers shall serve until their successors are elected and assume office. The

Treasurer may serve up to four consecutive, two-year terms (a total of eight years). The Treasurer must be elected every two years.

Section 4. Vacancies, Succession, and Removal.

- a. For vacancies caused by resignation, death, or membership ineligibility of officers elected by the Assembly except the President (other than by expiration of term), the Board of Directors shall appoint a member of the Association to fill the vacated position until the next annual meeting when the vacancy shall be filled by election for the unexpired term (if any).
- b. The Vice-President shall fill a vacancy occurring in the office of the President and the vacancy, thereby created, shall be filled by appointment by the Board of Directors.
- c. Vacancies caused by resignation, death, or membership ineligibility of a District Representative shall remain unfilled until such time as the pertinent District Association elects or appoints a successor in accordance with the bylaws and procedures of that District Association.
- d. Any voting officer may be removed at any time by a majority of those persons authorized to elect or appoint said officer at a meeting specifically called for that purpose. Any non-voting officer may be removed at any time by a majority of the voting members of the Board of Directors.

Section 5. Duties of the Officers. Officers shall serve as members of the Board of Directors and hold the corresponding offices thereon. Officers shall perform the duties prescribed by law, by these bylaws, and by the parliamentary authority adopted by the Association. They shall also have additional duties as the Board may from time to time assign to them.

Section 6. The President. The President shall be responsible for all administrative functions of the Association, subject to the control of the Board of Directors.

Section 7. The Vice-President. The Vice-President shall:

- a. Serve as the President in the event of the President's inability or refusal to act, and when so acting, have all powers and all the restrictions placed upon the President.
- b. Develop a plan-of-work for the following year to be approved by the Assembly in accordance with the Association's strategic plan.

Section 8. The Secretary. The Secretary shall:

- a. Keep the minutes of the proceedings of the Board of Directors and the Assembly in one or more books provided for this purpose and/or electronically archived;

- b. See that all notices of meetings and meeting purposes are duly given in accordance with the provisions of the bylaws, Association policies, or as required by law;
- c. Maintain an up-to-date roster of Unit Representatives and Alternates;
- d. Be custodian of the official minutes and correspondence of the Association.

Section 9. The Treasurer. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Association;
- b. Receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such financial institutions as the Board of Directors designates;
- c. Be responsible for paying all bills and other obligations approved by the Board of Directors or in accordance with Association policies.

Section 10. The Development Director. The Development Director shall:

- a. Coordinate all Association fundraising efforts.
- b. Develop a fundraising plan and secure financial support.
- c. Apply for and secure appropriate grants.
- d. Establish endowments authorized by the Board of Directors.
- e. Transfer funds to the Treasurer as authorized by the Board of Directors or in accordance with Association policies.

Section 11. The Communications Director. The Communications Director shall:

- a. Communicate on behalf of the Association to internal and external audiences.
- b. Disseminate information and generate interest in the Association;
- c. Serve as the Association's historian, keeping complete records of all activities of the Association not required to be kept by the Secretary or Treasurer.

Section 12. The Training Coordinator. The Training Coordinator shall:

- a. Lead the effort to design, coordinate, deliver, and evaluate training and education programs for Virginia 4-H adult volunteers.
- b. Work closely with District Associations and with 4-H agents to determine training and education needs.
- c. Work closely with the Conference Registrar to schedule training and education events at seminars and conferences.

Section 13. The District 4-H Adult Volunteer Leaders Association Representatives. Each District shall designate two District Association members in good standing as District Association Representatives to the Board. The District Representatives are voting Board members and shall serve as a communication link between the members of their respective District through the Unit Representatives therein and the Board of Directors.

Section 14. The Immediate Past President. The Immediate Past President is a non-voting member. The Immediate Past President shall serve as an advisor to the President and Board of Directors for two years past the end of his or her term of office.

Section 15. The Parliamentarian. The President shall appoint a voting Board member to serve as Parliamentarian for each Association meeting, including all Assembly and all Board of Directors meetings. The Parliamentarian serves as the expert in rules of order and the proper procedures for the conduct of meetings in accordance with Article X below.

Section 16. The Conference Coordinator. The President may appoint a Conference Coordinator, a non-voting member, with the Board of Director's approval. The appointed Conference Coordinator shall:

- a. Serve on the Board of Directors as a non-voting member for a two-year term.
- b. Work with the Host District on conference logistics.
- c. Perform other duties as assigned by the Board of Directors.

Section 17. The Conference Registrar. The Registrar is a non-voting member of the Board, recommended by the Host District and approved by the Board of Directors. The Conference Registrar shall:

- a. Receive and process registration forms.

- b. Receive registration and conference fees and provide those fees in accordance with Association policy or as directed by the Board of Directors.
- c. Provide receipts as needed.
- d. Supervise the registration/information desk during State Conferences.
- e. Provide a complete financial report, consisting of conference income received and conference expenses dispersed, to the Board of Directors.
- f. Present such other reports as directed by Association policies or by the Board of Directors.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. Number and Composition.

- a. **Voting Officers:** The voting members of the Board of Directors shall consist of the elected officers of the Association as defined in Article V, Section 1. In addition, two representatives from each District 4-H Adult Volunteer Leaders Association shall serve as voting members. The number of voting Board members is therefore determined by the number of District Associations. If a Board member holds both a voting state office and a voting district office, the individual only has one vote.
- b. **Non-Voting Members:** Non-voting members of the Board are the Conference Coordinator and the Registrar. The Immediate Past President also serves as a non-voting member as described in Article V, Section 14.
- c. **VCE Advisors.** VCE Advisors are non-voting members of the Board. There shall be two VCE State Advisors and two Advisors from each District who are salaried employees of Virginia Cooperative Extension. The appointment should be for two years. These Advisors shall be responsible for coordinating the activities of the Association with those of Virginia Cooperative Extension at the state and district levels. Advisors shall also inform and advise the Board of Directors of Virginia Cooperative Extension policies and procedures when appropriate.

Section 2. Authority.

- a. The Board of Directors shall have the general supervision and control of the Association and its affairs and shall make all rules, regulations, and policies consistent with the law, the Articles of Incorporation, and these bylaws. Management of the Association shall be in accordance with the equal opportunity/affirmative action guidelines of VCE.

b. The Board of Directors may appoint an Executive Committee of not less than three members of the Board, to include the President. This Executive Committee may act on behalf of the Board of Directors between meetings on matters specified by the Board of Directors.

c. The Board of Directors shall form special or ad hoc committees as it deems necessary to carry out the work of the Association, specifying the tasks and authority of each such committee.

Section 3. Meetings of the Board of Directors. There shall be a minimum of four Board meetings per year as fixed by the Board of Directors. Special meetings of the Board may be called by the President or upon call of one-third of the voting members of the Board. Notice of any meeting not held at times fixed by the Board shall be mailed to and/or electronically sent to each Board Member at least 21 days before the meeting, giving the time, place, and purpose of the meeting. Unless otherwise stipulated in these bylaws, all documents and reports requiring Board approval shall be provided to all Board members at least seven days in advance. All Association members are entitled to attend any meeting of the Board of Directors.

Section 4. Chair of the Board of Directors. The President shall preside over all meetings of the Board. If the President is not present, the Vice-President shall preside. In the absence of the President and the Vice-President, an acting Chair shall be elected by those present and voting.

Section 5. Order of Business. The President or a designated representative shall provide a proposed agenda for each regular and special meeting of the Board to all Board members (voting and non-voting) at least 21 days before the meeting. The Board will approve or modify the agenda at the beginning of each meeting.

Section 6. Quorum. One-third of the voting Board members serving at the time of the given meeting shall constitute a quorum.

Section 7. Remote Attendance. Board members may attend any Board meeting remotely (by video teleconference or teleconference) in accordance with Association policies. In such cases, a voting Board member shall be counted towards establishing a quorum.

Section 8. Compensation. Members of the Board of Directors shall receive no financial or other personal gain for their service, except that reasonable reimbursement for expenses may be provided.

Section 9. Business Correspondence. The Board of Directors may conduct business by mail and/or electronic means, in accordance with the law of Virginia and Association policies.

ARTICLE VII—COMMITTEES

Section 1. Standing Committees.

a. **Elections Committee:** The President, with Board of Directors approval, shall appoint the chair and the members of the Elections Committee. Election Committee members shall be Association members who are not candidates for any elected office for that particular election. The Elections Committee shall actively solicit Association members to be candidates for elected offices. The committee shall also provide for the dissemination of election information and shall conduct the election itself in accordance with Association policies.

b. **Program Committee:** The Training Coordinator shall chair the Program Committee. The President, with the advice of the Training Coordinator and with Board of Directors approval, shall appoint the members of the Program Committee. Program Committee members will work with such others as needed to carry out the objectives set by the Board of Directors for the training and educational programs of the Association, to include training and education activities during Conferences.

c. **Credentials Committee:** The State Secretary shall chair the Credentials Committee. Committee membership shall consist of the secretaries (or their designees) of the District 4-H Leaders Associations. The Credentials Committee prepares and certifies a list of the Unit Representatives and any Alternates who have registered for meetings of the Assembly, first determining that they are entitled to accreditation.

d. **Auditing Committee:** The President, with Board of Directors approval, shall appoint the chair and members of the Auditing Committee. The committee shall include at least one District 4-H Leader Association Treasurer with one additional person who is professionally qualified to conduct audits. The End of Year Treasurers Report shall be included in the Audit Report. The audit shall be completed within 90 days following the end of the fiscal year.

e. **Budget Committee:** The President, with Board of Directors approval, shall appoint the chair and members of the Budget Committee. The committee shall prepare a budget for review and approval by the Board. Budgets may be for a single year or for multiple years in accordance with Association policy or as directed by the Board of Directors.

f. **Fundraising Committee:** The Development Director shall chair the Fundraising Committee. The President, with the advice of the Development Director and with Board of Directors approval, shall appoint the members of the Fundraising Committee. Fundraising Committee members will work with such others as needed to carry out the objectives set by the Board of Directors for all fundraising efforts of the Association.

g. Awards and Recognition Committee: The Vice-President shall chair the Awards and Recognition Committee. The President, with the advice of the Vice-President and with Board of Directors approval, shall appoint the members of the Awards and Recognition Committee. The committee shall actively solicit award nominations. The committee will review all award nominations and provide award recommendations to the Board of Directors.

h. Public/Government Affairs Committee: The Communications Director shall serve as the chair of the Public/Government Affairs Committee. The President, with the advice of the Communications Director and with Board of Directors approval, shall appoint the members of the Public/Government Affairs Committee. The committee will develop and implement a public relations and government affairs strategy for the Association. As required, the committee develops resolutions for Board and/or Assembly approval in accordance with Association policy.

Section 2. Special/Ad Hoc Committees. The President, with Board of Directors approval, may appoint such special or ad hoc committees as required to conduct Association business. The approval of such committees will include any rules, restrictions, and expiration date that may apply, as well as the committee's tasks and authority.

Section 3. The State President and State VCE advisors shall be members of all committees with the exception of the Elections Committee.

Section 4. Committees may conduct their business by video teleconference or teleconference.

Section 5. Reporting. Each committee chairperson shall submit a written report of the committee's activities as required by the Board. The Secretary shall receive and archive such reports.

Section 6. In accordance with the provisions of Virginia law, these bylaws, and Association policy, Committee chairs or their delegates may consult with and receive advice from persons with relevant experience and expertise who are not Association members.

ARTICLE VIII – SEAL

The seal of the Association shall be a flat-faced circular die (of which there may be any number of counterparts) with the words "CORPORATE SEAL, VIRGINIA" and the name of the Association with year of incorporation engraved thereon. This seal resides within the State 4-H Program Leader's Office at the State 4-H Office in Blacksburg, VA.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with the law, the Articles of Incorporation, or these bylaws.

ARTICLE XI - AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws adopted in the following manner:

a. A majority of the Board of Directors may approve changes at any regular or special meeting of the Board of Directors provided the proposed changes have been submitted in writing by mail and/or electronically to Board members at least 30 days prior to the meeting at which action is proposed.

OR

b. A petition signed by ten percent of accredited Unit Representatives may be presented to the Board of Directors. The recommendations described in the petition shall be considered by the Board of Directors and reported to the Assembly at the next annual or special meeting for approval by two-thirds Assembly vote, provided that there is no legal basis for the recommended changes being unacceptable.