

BYLAWS OF THE ASSOCIATION FOR VOLUNTEER ADMINISTRATION

ARTICLE I: NAME

The name of the corporation is the Association for Volunteer Administration (referred to herein as the "Association") and shall be incorporated under the laws of the State of Delaware.

ARTICLE II: PURPOSE

Section 1. The Association, an international membership corporation, exists to promote professionalism and strengthen leadership in volunteerism.

Section 2. The business and purposes of the Association are wholly charitable and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and all activities of the Association shall be devoted to the support of such charitable and educational business and purposes.

Section 3. The Association shall not discriminate with regard to race, religion, color, creed or national origin, gender, marital status, sexual orientation, age or disabilities. In furtherance of this policy, AVA shall:

- Prohibit discrimination in recruitment, hiring, training, or promotion of staff, board, members or volunteers.
- Base decisions regarding hiring, board and other volunteer leadership and advancement upon valid requirements and criteria which are related and necessary to perform the work required.
- Objectively administer all membership and personnel actions, including compensation, benefits, tuition assistance, training, transfer, termination and promotion.
- Assure a work and meeting environment free from discrimination.

Section 4. All business of the Association will be conducted in congruence with the AVA *Professional Ethics in Volunteer Administration* principles and *Statement of Inclusiveness*.

ARTICLE III: MEMBERS

Section 1. Membership.

- a) Membership shall be open to all persons interested in the purposes of the Association.

- b) Members shall have full rights of participation in the Association including voting, chairing or serving on committees, and holding office.
- c) Benefits will be determined by the board of directors and reviewed annually.
- d) Life membership is an honorary status that may be conferred by the board of directors from time to time upon an individual who has demonstrated exceptional commitment to the field of volunteer administration. Life members shall not pay dues and shall have full rights of participation in the Association including voting, chairing or serving on committees, and holding office.

Section 2. Dues.

All members shall pay dues annually as determined by the board.

Section 3. Meetings.

- a) The annual meeting of the members for
 - the election of officers and directors
 - the announcement of the officers and directors elected by mailed ballot
 - the presentation of reports of officers and committees and
 - other business of AVAshall be held at a place, time and date as may be fixed by the board. Members shall be notified of the place, date and hour of any meeting by mail, facsimile, electronic mail or personal delivery, not less than sixty (60) days before the date of the meeting.
- b) Special meetings shall be held whenever called (i) by resolution of the board or (ii) upon written request to the secretary of 10% of the members of the Association. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Discussion at the meeting shall be limited to the purpose stated in the notice.

Section 4. Quorum.

At all meetings of the members, 5% (five percent) of the membership shall constitute a quorum for the transaction of business.

Section 5. Voting.

- a) Each member present at any meeting of the members shall be entitled to one vote on any matter submitted to the vote of all members. Proxy votes are permitted at a meeting of the members. Proxy permission must be signed and provided to the voter in writing. Procedures for such votes shall be set by the board.

- b) As provided by these bylaws or upon the resolution of the board, any vote upon any question may be submitted to the members by mailed ballot. Such ballot must be mailed to all members no less than sixty (60) days in advance of the date when the votes shall be tallied or the date of any upcoming meeting of the members. Notice of the purpose of the vote must be included with the ballot. Members must submit their votes no less than ten (10) days prior to such tally of the votes or upcoming meeting. Procedures to guarantee anonymity and voting propriety shall be set by the board.
- c) All recorded members as of the day before the date of the mailed vote or meeting shall be eligible to vote.

Section 6. Special Actions Requiring Vote of Members.

The following corporate actions must be authorized by a two-thirds vote of the members present at the meeting:

- any amendment of or change to the certificate of incorporation;
- a petition for judicial dissolution;
- a proposal to dispose of all, or substantially all, of the assets of the Association;
- an approval of a plan of merger;
- an authorization of a plan of non-judicial dissolution;
- the revocation of a voluntary dissolution proceeding; and
- a proposal to alter, amend or repeal these bylaws or to adopt new bylaws,

provided that the membership is notified of such proposed actions in the written notice of such meeting. There may be other matters where a two-thirds vote may be needed to make a decision.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Responsibilities and Powers of the Board

- a) The Board shall determine the general policies of the Association and oversee its activities.
- b) The property, affairs and activities of the Association shall be managed and controlled by, and its powers exercised by, the Board.

Section 2. Composition.

The board of directors shall consist of the elected officers, six directors at-large and chairs of standing member committees. There shall be a minimum of eight and a maximum of twenty board members.

Section 3. Qualifications

- a) All officers, with the exception of the secretary/treasurer, shall have been a member for at least three full years immediately preceding the election, and preferably shall have received

AVA certification. The secretary/treasurer and directors-at-large shall have been a member for a minimum of one full year.

- b) The president shall have served as president-elect, or shall have served a partial term as vice president for administration.
- c) The president-elect shall have served on the board of directors for at least one year, and shall have attended all meetings within that period unless excused for cause.
- d) The vice president for administration shall have served on the board of directors for at least one year and shall have attended all meetings within that period unless excused for cause.

Section 4. Election and Term of Office.

- a) All elected board members, except the president-elect, shall hold office for a two-year term or until their successors are elected. The president-elect shall hold office for a one-year term.
- b) The term of office shall begin immediately following the annual meeting of the Association in the year in which they are elected.
- c) No officer or director shall be eligible to serve more than two consecutive terms in the same office/position.
- d) The president, vice president for administration, vice president for member services, vice president for organizational relations and three directors at large shall be elected in odd-numbered years.
- e) The president-elect, vice president for professional development, secretary/treasurer and three directors at large shall be elected in even-numbered years.
- f) If an officer or director is appointed to fill a vacancy, such officer or director shall serve the remaining term. The president, with the approval of the executive committee, may fill any vacancies which occur except for the president-elect and the vice president for administration. Should the office of president-elect or vice president for administration become vacant, the president shall require that the nominating committee present a candidate for the board's consideration. In all other vacancies, the president and executive committee shall consult with the nominating committee chair.

Section 5. Resignations and Removal.

- a) Any director may resign from office at any time for any reason, in writing, and shall take effect at the time of receipt by the president.
- b) Any elected officer or director may be removed by the board for unwillingness or inability to uphold the responsibilities of his/her office, if, in the judgment of the board, the best interests of AVA would be served.

Section 6. Meetings of the Board.

- a) Meetings of the board shall be held in conjunction with the annual meeting and between annual meetings at such time and place as agreed upon by its members. Notice of meetings must be given in writing to all board members by mail, facsimile or electronic mail at least three weeks prior to each meeting.
- b) Special meetings of the Board shall be held whenever called by the president of the board or at least three (3) members of the Board.

Section 7. Quorum and Voting.

- a) A majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.
- b) Any director may participate in a meeting of the board by means of a conference telephone or similar communications equipment 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. A vote may be cast by telephone, electronic mail or facsimile if such director participates by conference telephone or similar communications equipment.
- c) Except as otherwise provided by statute or by these bylaws, any action authorized by a majority of the directors on the board shall be the resolution of the board.
- d) Any resolution of the board may be passed without a meeting if all directors of the board consent in writing to the adoption of the resolution.
- e) The secretary/treasurer shall record all board resolutions or written consents in the minutes of the board meeting.

Section 8. Powers and Duties of the Officers.

- a) The president shall preside at all meetings of the Association, the board of directors, and the executive committee; shall appoint chairs of standing committees in consultation with the executive committee. The president or president's designee, shall represent the Association to promote exchange of information and to facilitate cooperation with other organizations.
- b) The president-elect shall, in the course of training and preparation for the office of president, carry out those duties assigned by the president. The president-elect shall succeed to the office of the president at the expiration of the president's elected term or if a vacancy should occur in that office during the president-elect's tenure.
- c) The vice president for administration shall supervise and coordinate the administrative affairs of the Association as assigned by the president, and, in the absence of the president, shall preside at meetings. Should a vacancy occur in the office of president in a year when there is no president-elect, the vice president for administration shall automatically become the president for the unexpired term.

- d) The vice president for member services shall supervise and coordinate the work of committees concerned with membership development and retention, and shall assist the president as assigned.
- e) The vice president for professional development shall supervise and coordinate the work of committees concerned with education, professional standards, curriculum development, Association annual conferences and special programs, validation of workshops, international exchange and implementation of AVA certification, and shall assist the president as assigned.
- f) The vice president for organizational relations shall support and coordinate the work of committees concerned with professional network affiliations and other organizational partnerships and shall assist the president as assigned.
- g) The secretary/treasurer shall see that minutes of all meetings of the Association, the board and the executive committee are kept and approved, shall see that financial records of the Association are in order and that an annual audit of the Associations books is conducted by a qualified accountant, shall submit the audited report at the end of the fiscal year to the board, shall report to the members at the annual business meetings, shall oversee the payment and filing of all tax liabilities, and shall prepare such interim reports as are requested by the president and the board.

ARTICLE V: COMMITTEES

Section 1. Executive Committee of the Board.

- a) The Executive Committee shall consist of the president, president-elect, vice president for administration, vice president for member services, vice president for professional development, vice president for organizational relations and secretary/treasurer.
- b) The Executive Committee shall be empowered to carry out the work of the board between meetings. The executive committee shall be subject to the orders of the board and none of its acts shall conflict with action taken by the board.
- c) All actions made by the executive committee must be reported at the next meeting of the total board and minutes of the executive committee shall be mailed out to the entire board.
- d) The executive committee shall meet at the call of the president or upon written request of three members of the executive committee.

Section 2. Member Committees.

- a) The board may establish standing member committees by resolution at any time in order to manage and operate the distinct programs and business of the Association.
- b) The chairs of standing member committees shall be appointed by the president in consultation with the executive committee. Members of the committees shall be appointed by the chairs of the committees.
- c) The chairs of standing member committees shall have been a member for at least one full year prior to the appointment.
- d) Each standing member committee chair shall serve for a one-year, renewable term of office beginning immediately following the annual meeting of the Association in which s/he was appointed. Each chair shall also serve as a director of the board during his/her term as chair.
- e) Members of each standing member committee shall serve for one year, renewable.

Section 3. Nominating Committee.

- a) The nominating committee, with approval of the Board of Directors, shall establish the rules and guidelines for the nomination and election of officers and directors of the Association in accordance with these bylaws.
- b) The nominating committee shall consist of five members, as follows: (i) one member of the board of directors, elected by the board, and (ii) four members at large, elected by the membership. The nominating committee shall select its own chair.
- c) The nominating committee shall be elected at a meeting of the members or by mailed ballot. Two (2) members of the nominating committee shall be elected in odd-numbered years and two (2) members shall be elected in even-numbered years. No member of the nominating committee shall be eligible to serve more than one term on that committee in a five-year period.
- d) Nominating committee members shall have been members of the Association for at least three years, and preferably have served in a leadership capacity within the Association.
- e) Members elected to the nominating committee shall serve for the subsequent two annual meetings following their election to the nominating committee.
- f) The nominating committee shall submit to the membership at least one candidate for each vacant office. At the same time, the nominating committee shall also submit to the membership at least four candidates for election to the nominating committee. Such ballots must be mailed to the members at least sixty (60) days before the annual meeting.
- g) The nominating committee acts in consultation with the president for appointments made in accordance with these bylaws.

ARTICLE VI: CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts.

- a) The Board is authorized to select such depositories as it shall deem proper for the funds of the Association.
- b) The board shall determine who shall be authorized on the Association's behalf to sign receipts, acceptances, endorsements, releases, contracts and documents.

Section 2. Investments.

The funds of the Association may be retained in whole or in part in cash or be invested as the board deems desirable.

ARTICLE VII: OFFICE AND BOOKS

Section 1. Office and Paid Staff.

- a) The board of directors shall determine the location of the administrative office.
- b) The board of directors may employ a full-time salaried Executive Director. The Executive Director is responsible to the board for the management of the corporation and its operations. The Executive Director shall employ and supervise the staff, direct corporation services, and manage the affairs of the corporation.

Section 2. Books.

- a) Official books of account of the activities and transactions of the Association will be maintained by the Association, including, but not limited to, (1) a copy of the certificate of incorporation, (2) a copy of these bylaws, (3) all minutes of meetings of the members and of the Board, (4) a record of the names and addresses of the members of the Association and (5) all tax related materials.
- b) All books, accounts and records of the Association may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable hour.

ARTICLE VIII: FISCAL YEAR

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

ARTICLE IX: INDEMNIFICATION

Any person made a party to any action, suit or proceeding by reason of the fact that they, their testator or intestate, are or were a director, officer, or employee of this corporation, or of any corporation which they served as such at the request of this corporation, of which this corporation is a creditor, shall be indemnified by this corporations against any and all liability and reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such director, officer, or employee did not act in good faith in what they reasonably believed to be the best interest of the corporation in performance of their duties; and in addition, in criminal actions or proceedings had no reasonable cause to believe that the conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law, and shall not be construed as any limitation on the authority of the board of directors to advance corporation funds for such reasonable expenses, including attorney fees.

ARTICLE X: PROCEDURAL MATTERS

Robert's Rules of Order New Revised, current edition, shall be the parliamentary authority for all matters of procedure not covered in these bylaws.

ARTICLE XI: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed by a two-thirds vote of the members at any meeting or special meeting of the members provided that notice of the proposed alteration has been included in the notice of meeting.

ARTICLE XII: DISSOLUTION

Upon dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, distribution of assets shall be made pursuant to the instructions in the Articles of Incorporation under the laws of the State of Delaware and pursuant to the applicable laws of any other jurisdiction in which such assets may be located.

Adopted 11/99