

THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

BYLAWS

ARTICLE I – NAME

The name of the corporation is to be THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC., a Virginia Corporation referred to within these Bylaws as the "Society."

ARTICLE II – PURPOSE

The purpose for which the corporation is organized is to promote and enhance association management. The Society shall seek to provide the opportunity for exchange of experience and opinions through discussion, publications, and education of its members and the public. Objectives of the Society should include developing and encouraging high standards of conduct and service of executives professionally serving trade, technical, and professional associations. This may also include the making and carrying out of any contracts for the accomplishment of the Society, provided that such acts do not contravene the laws of the Commonwealth of Virginia or of the United States.

The purpose of the corporation shall be promoted, transacted, and carried out without pecuniary profit.

The listing of specific purposes in these Bylaws shall not be construed as limiting or restricting in any way the undertaking of such functions as shall advance the general purposes of the corporation.

ARTICLE III – MEMBERS

Membership shall be composed of persons who agree to comply with the provisions of the charter and the Bylaws of the Society. The classifications of members shall be as follows:

1. EXECUTIVE MEMBERSHIP

Regular voting membership in this Society shall be open to executive staff personnel devoting 50 percent or more of their working time to voluntary trade, business, professional, educational, philanthropic, technical or similar type organizations which have either members or donors or both. Executive membership is individual and non-transferable.

The requirement that the organization be voluntary shall not exclude representatives of such organizations as an integrated state bar association or other professional society with a licensing function; however, it is not intended to include strictly political or labor organizations. The executive membership shall be the voting membership in the Society.

2. ASSOCIATE MEMBERSHIP

Associate membership shall be available to industries who supply goods or services used directly in the management and activities of the members of the Society. Associate members may serve on the Board of Directors as provided in Article VI, Section I and on committees other than the executive committee, nominating committee, budget and finance committee.

3. HONORARY MEMBERSHIP

Honorary membership in the Society may be conferred on any non-member, for outstanding service on behalf of the association community over an extended period of time. Such membership shall be non-voting, and is for a term of one year. Potential honorary members shall be reviewed annually by the membership committee, recommended to the Board of Directors for approval and conferred by the unanimous action of the Board of Directors of the Society.

4. SEMI-RETIRED MEMBERSHIP

Semi-Retired membership in the society shall be available to those members who have maintained 10 consecutive years of executive membership in good standing, whose retirement from full-time *association* work no longer allows them to be eligible for executive membership, and who are working an average of 20 hours per week or less.

5. LIFETIME MEMBERSHIP

Lifetime membership may be conferred upon those members who have maintained 10 consecutive years of executive membership in good standing and who have fully retired from all compensated work.

6. ELIGIBILITY OF MEMBERS

Any individual who possesses the necessary qualifications as set forth above may, upon making proper application and payment, be eligible to membership in the Society. The eligibility and acceptance of members shall be processed by the staff.

7. TERMINATION OF MEMBERSHIP

a. Financial Delinquency. Any member who fails to pay dues or special assessments as provided in Article IV, Section 2, shall be dropped from the membership rolls. The member may be reinstated upon the proper settlement of the member's accounts.

b. Removal with cause. Members may be removed by the Board of Directors for conduct, which, in its discretion, is prejudicial to the best interests of the Society. Such removal shall be by a two-thirds vote of the members of the Board of Directors. Removal shall occur only after the member has received notice in writing of the specific complaint and has been given reasonable opportunity to respond. Such member, if removed, may appeal from the decision of the Board of Directors to the annual meeting of the Society, providing that notice of intent to appeal is provided to the executive vice president at least 10 days prior to the meeting. The decision to affirm the Board's decision of removal must be by two-thirds vote of the members present and voting.

c. Resignation. Any member may resign by filing a written resignation with the executive vice president, but such resignation shall not relieve the member of the obligation to pay any dues or other charges still unpaid.

ARTICLE IV - DUES

1. DUES

Dues, admission fees, and special assessments, if any, for all classes of membership shall be established by the Board of Directors.

2. DELINQUENCY

Any member of the Society who shall be delinquent in dues, fees, or special assessments for a period of 60 days after such obligations become due shall be notified of such delinquency. If payment is not made, the member may be dropped from the membership rolls. If the suspension is imposed under this provision, the member may be reinstated by the Board upon the proper settlement of the member's account.

ARTICLE V - MEETINGS

1. ANNUAL MEETING

A meeting of the members shall be held annually at such place and such time as shall be designated by the Board of Directors for the purpose of electing officers and directors, and for the transaction of any business authorized or required to be transacted by the members. If the Board of Directors fails to designate a time and place for the annual meeting, this designation may be made by the president.

2. NOTICE OF ANNUAL MEETING

Notice of the annual meeting shall be communicated to each member at least 10 days, and not more than 60 days, prior to the meeting.

If the meeting shall be called to act on an amendment to the Articles of Incorporation or on a plan of merger or consolidation, notice shall be given not less than 25 nor more than 60 days before the date of the meeting, and such notice shall be accompanied by a copy of the proposed articles of amendment or plan of merger or consolidation.

3. SPECIAL MEETINGS

Special meetings of the members for any purpose shall be held whenever called by the president or the directors, or by 20 percent of the executive members.

4. NOTICE OF SPECIAL MEETINGS

Notice of special meetings shall state the time, place, and purposes of the meeting, and shall be communicated in the same manner as prescribed in Section 2 of this Article.

5. QUORUM

In any meeting of the members, 25 percent of the executive voting members shall be a quorum for all purposes, including the election of directors.

6. ORDER OF BUSINESS

The order of business at all meetings of the members shall be as follows:

- a. Ascertainment of a quorum; a quorum being present
- b. Reading of minutes of preceding meeting and action thereon
- c. Reports of officers
- d. Reports of committees
- e. Election of directors
- f. Unfinished business
- g. New business

7. ORGANIZATION

The president, or in the president's absence, the president-elect or a chairman appointed by the members present shall call the meeting of members to order and act as chairman thereof.

8. SECRETARY

The secretary of the corporation, or in the absence of the secretary, another member appointed by the chairman, shall act as secretary of all meetings of the members.

9. VOTING

Each executive member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, including the right to elect directors, the right to make and amend bylaws, the right to vote upon amendments to the Articles of Incorporation, the right to vote upon merger, consolidation, and mortgage and sale of all or substantially all the assets of the corporation, and the right to vote upon dissolution distribution of the assets.

Unless otherwise specifically provided by these Bylaws, a majority vote of those present and voting shall govern.

ARTICLE VI - BOARD OF DIRECTORS

1. NUMBER AND QUALIFICATIONS

The business and affairs of the corporation shall be governed by a Board of Directors, which shall consist of a president; a president-elect; a treasurer; a secretary; 9 directors elected by the members and the immediate past president as an ex-officio voting member. Also included on the Board of Directors shall be one representative of the associate members who shall be appointed by the president and whose term shall be concurrent with the president's. No more than one executive member of the same organization shall serve on the Board at the same time. The executive vice-president shall serve on the board as an ex-officio non-voting member. All executive members shall be eligible to be elected to the Board of Directors, at least five of whom shall be the chief executive officers of the organizations which they represent.

2. TERM OF OFFICE

Three directors shall be elected at large from the executive voting membership each year at the April annual meeting for terms of 3 years. No director shall serve for more than 2 consecutive full terms. Terms of office for directors shall convene on May 1 following their election by members. Each director, unless sooner removed, shall serve until his or her successor shall be duly elected.

The filling of vacancies for unexpired terms of office shall not count as serving a term of office as defined in this section.

3. STANDING COMMITTEES

The executive committee shall be composed of the president, president-elect, treasurer and secretary of the corporation, with the executive vice president serving as a non-voting ex-officio member. The nominations committee shall be composed of the president, president-elect, immediate past president, two most recent past presidents, with the executive vice president serving as a non-voting ex-officio member. The immediate past president will serve as chair. The president shall appoint chairs for the following committees:

- a. Associate Advisory committee
- b. Awards committee
- c. CAE committee
- d. Community Service committee
- e. Education committee
- f. Government Affairs committee
- g. Membership committee
- h. Trade Show committee
- i. Other committees deemed appropriate by the president

4. VACANCIES

Any vacancy occurring in the Board of Directors elected as provided in section 2 of this Article may be filled by the affirmative vote of a majority of the remaining directors.

5. MEETINGS

Regular meetings of the Board may be held at such time or times as may be fixed by the directors and special meetings shall be held whenever called by the president or by any 3 directors. Unless otherwise specified in the notice thereof, any and all business may be transacted at a special meeting.

6. NOTICE OF MEETINGS

The secretary shall give notice to each director of all meetings, regular or special, at least 2 days before the meeting. If every director shall be present at any meeting, any business may be transacted without any previous notice.

7. QUORUM

A majority of the directors shall constitute a quorum for the transaction of business.

8. ORDER OF BUSINESS

The Board of Directors shall determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

- a. Roll call to determine a quorum being present
- b. Reading of minutes of preceding meeting, and action thereon
- c. Reports of officers
- d. Reports of committees
- e. Unfinished business
- f. New business

9. PRESIDING OFFICER

At all meetings of the Board of Directors, the president, or in the president's absence, the president-elect or a chairman chosen by the directors present, shall preside.

10. UNANIMOUS CONSENT

Any action required by law to be taken at a meeting of the directors of the corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

11. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer of the Society shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding or settlement to which they may be made a party or become involved by reason of their being or having been a director or officer of the Society.

This right of indemnification shall not be applicable if the director or officer is adjudged guilty of willful misconduct or gross negligence in the performance of duties. Such right shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

12. ELECTION OF OFFICERS AND DIRECTORS

The Nominating Committee shall meet and present their recommendations at the Board meeting immediately preceding the annual meeting. The immediate past president shall serve as the chairperson and shall have no vote other than to break a tie. In the event of the unavailability of the immediate past president to serve, the most recent past president shall serve as the chairperson.

No member of the Nominating Committee may be nominated for any officer or director position of the Association by the Nominating Committee.

The Nominating Committee shall put forth only one eligible member per Board opening on the slate. Once a slate is prepared by the Nominating Committee it must be presented and accepted by the Board of Directors.

The slate of Officers and Directors shall then be sent to each member eligible to vote at least ten (10) days prior to the election. Additional candidates for the offices to be filled may be placed in nomination by petitions signed by at least 10% of the members eligible to vote. The petition shall be filed with the secretary at least one (1) week before the election. The secretary shall send notice of such additional nominations to all members eligible to vote before the election.

The election of Elected Officers and Directors shall take place at the annual meeting.

ARTICLE VII - OFFICERS

1. EXECUTIVE OFFICERS

The executive officers of the Society shall be a president, president-elect, treasurer and secretary, all of who shall be elected annually for a term of one year by the executive membership. Terms of office for executive officers shall commence on May 1 following their election by members. An executive vice president shall be appointed by the board.

No officer except the executive vice president shall serve in the same office for more than two consecutive terms.

2. TENURE OF OFFICERS: REMOVAL AND VACANCIES

All officers shall be subject to removal at any time by the affirmative vote of a majority of the whole Board. Vacancies in offices shall be filled as herein provided, except in the case of secretary, in which case the president shall make an appointment from the existing directors to fill that vacancy.

The filling of vacancies for unexpired terms of office shall not count as serving a term of office as defined in this section.

3. PRESIDENT

The president shall serve as chairman at meetings of members and at meetings of the Board of Directors and perform other duties as from time to time may be assigned by the Board.

4. PRESIDENT-ELECT

In the absence or incapacity of the president, all duties of the president shall be performed by the president-elect until the Board shall otherwise determine. The president-elect shall have such powers and perform such other duties as may be assigned by the Board of Directors. Unless no longer eligible for membership as defined in Article III, Section 1, the president-elect shall assume the office of president at the end of the president's term.

5. TREASURER

The treasurer shall perform such duties or oversee acts as shall be necessary in order to carry out the activities determined by the Board of Directors, including but not limited to:

- a. Keeping executive and associate membership accounts, their names and addresses, and proper debits and credits for their use.
- b. Collecting all dues and assessments.
- c. Depositing in an appropriate account in the name of the Society such dues and other monies received.
- d. Paying all bills and obligations of the Society; with payment to be made by checks drawn on the banking account and signed by the treasurer, president or executive vice president. Signatories are prohibited from signing checks to themselves, their company or employees of their company with the exception of the executive vice president being allowed to reimburse staff for expenses as outlined in the policy manual.
- e. Keeping a proper record of all disbursements.
- f. Submitting books and other records of the office to the Board of Directors at the end of the fiscal year of the Society for proper audit, or at any other time upon demand of the president or Board of Directors.
- g. Assume the office of president-elect in the event of a vacancy in that office.

6. SECRETARY

The secretary shall perform such duties or oversee such acts as shall be necessary in order to carry out the activities determined by the Board of Directors, including but not limited to:

- a. Recording and keeping all records of the Society.
- b. Preparing and communicating all notices.
- c. Notifying candidates for membership or associate membership of their admission or rejection.
- d. Maintaining custody of the corporate seal and affixing the seal of the corporation to all contracts when so ordered by the board of directors.
- e. Assume the office of treasurer in the event of a vacancy in that office.

7. EXECUTIVE VICE PRESIDENT

The executive vice president shall have general charge of and shall exercise supervision over the affairs and business of the corporation and shall perform such functions and other administrative duties as may be delegated to him by the officers and directors. The executive vice president shall receive compensation as shall be authorized by the Board of Directors or the executive committee.

8. BOND

The Board may require a bond, in sufficient sum, of such officer or officers as it, in its discretion, deems necessary.

ARTICLE VIII - SEAL

The Board shall provide a suitable seal, containing the name of the corporation and the words "corporate seal" or other appropriate words, which seal shall be in the charge of the secretary to be used as directed by the Board.

ARTICLE IX - FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE X - NOTICE AND WAIVER OF NOTICE

1. NOTICE

Any notice required to be given by these Bylaws may be given by communicating the notice to the person entitled to receive it, and the notice shall be deemed to be given at the time of the communication.

2. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of this corporation of any meeting for any purpose for which a meeting may be called, a waiver in writing signed by the person or persons entitled to such notice, whether signed before or after the meeting, shall be equivalent to the giving of such notice.

A member or director who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless the member or director attends for the express purpose of objecting to the transaction of any business.

ARTICLE XI - BYLAWS AND AMENDMENTS

1. Directors may make and amend Bylaws. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, subject to the right of members as specified in Section 2 hereof. The secretary shall inform the membership in writing of any action by the Board effecting any change or amendment in the Bylaws, or of the adoption of a new Bylaw or Bylaws, or of the repeal of any existing Bylaws. Such notice shall be given as soon as convenient, and in no event later than 30 days following such action.
2. The members may amend or repeal any Bylaw adopted by the Board of Directors or may adopt new Bylaws. They may provide that any Bylaw adopted, amended, or repealed by them shall not be amended, repealed, or re-enacted by the Board, but in the absence of such provision the Board of Directors may amend, repeal, or re-enact any Bylaw enacted or amended or repealed by the members.
3. The Articles of Incorporation of the corporation may be amended in the same fashion as the Bylaws as set forth above in Sections 1 and 2 including the strict compliance with the notice requirements contained herein.
4. Any amendment to the Bylaws or the Articles of Incorporation of the corporation, or any action by the Board of Directors or the membership of the corporation to merge the corporation, to sell or mortgage the assets of the corporation, or to dissolve the corporation shall be accomplished by the adoption of a formal resolution voted on by the Board or the regular membership at a regular or special meeting.

ARTICLE XII - DISTRIBUTION OF ASSETS IN THE EVENT OF CORPORATE DISSOLUTION

Should the Society enter into a sale of its assets as a result of corporate dissolution or for any other reason, the monies realized from such sale of assets of the Society shall be distributed to an organized charity or charities selected by a majority vote of the membership present and voting at the meeting to which such decision is made.

Amended March 6, 2009