

BYLAWS
of the
VIRGINIA ASSOCIATION OF FUND-RAISING EXECUTIVES
A Virginia Non-stock Corporation

(New language is underlined), deleted language is ~~struck through~~.)

ARTICLE I
Members: Meeting of Members

1.1 **Qualifications for Membership**. Membership in the Corporation shall be limited in accordance with the qualifications set forth in the Articles of Incorporation and such other qualifications for membership as may be specified from time to time by the Board of Directors. The Board of Directors shall have the final authority to determine the qualifications of any person for membership.

1.2 **Dues**. The annual dues for Members of the Corporation shall be recommended by the Board of Directors and approved by the membership at any of the regular meetings provided, however, that notice in writing is provided to members at least ten (10) days prior to the meeting in which a vote will be taken.

1.3 **Places of Meetings**. All meetings of the Members shall be held at such place either within or without the Commonwealth of Virginia, as from time to time may be fixed by the Board of Directors.

1.4 **Annual Meeting**. The annual meeting of the Members of the Corporation, for the election of Officers as provided in the Articles of Incorporation, and transaction of such other business as may come before the meeting shall be held in each year during the month of June on such date as may be specified by the Board of Directors.

1.5 **Special Meeting**. A special meeting of the members of the Corporation for any purpose or purposes may be called at any time by the President or by a majority of the Board of Directors. At a special meeting, no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

1.6 **Notice of Meetings**. Written or printed notice stating the place, day and hour of every meeting of the Members of the Corporation and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed, by United States Postal Service or electronically, not less than ten nor more than sixty days before the date of the meeting to each Member entitled to vote at such meeting, at the Member's address which appears in the records of the Corporation. Such further notice shall be given as may be required by law, but meetings may be held without notice if all Members entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

1.7 **Quorum**. Any number of Members together constituting one-tenth (1/10) of the membership entitled to vote with respect to the business to be transacted, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have

been called, the meeting may be adjourned from time to time by a majority of the members present or represented by proxy without notice other than by announcement at the meeting.

1.8 **Voting.** The Board of Directors shall fix a record date for determining Members entitled to vote at regular or special meetings. Unless otherwise provided in the Articles of Incorporation, at any meeting of the Members of the Corporation each Member in good standing on the record date shall be entitled to one vote on each matter presented to the meeting, such vote to be exercised in person or by proxy. Every proxy shall be in writing, dated and signed by the member entitled to vote or the Member's duly authorized attorney-in-fact.

ARTICLE II Directors

2.1 **General Powers.** The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

2.2. **Number of Directors.** The number of Directors constituting the Board of Directors shall be no more than 25. The Board of Directors shall, in accordance with the Articles of Incorporation, consist of the four (4) officers and (no more than 21) additional directors each of whom shall be a full member, and shall be elected by the membership.

2.3 **Election and Removal of Directors:** Quorum.

- (a) Officers and Directors shall be elected at each annual meeting of Members to succeed those Officers and Directors whose terms have expired and to fill any vacancies of Officers or Directors then existing.
- (b) Directors shall hold their offices for terms of two years and until their successors are elected.
- (c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, and the term of office of any Director so elected shall expire on the date fixed for the expiration of the term of office of the Director to which such Director was so elected.
- (d) A majority of the number of Directors elected and serving shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2.4 **Meetings of Directors.** An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of Members at such place as the Board may designate. Other meetings of the Board of Directors shall be held at least once each quarter at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the President or any three of the Directors. The Secretary or officer performing the Secretary's duties shall give not less than five (5) days notice of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and any time without notice if all of the Directors re present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting.

ARTICLE III Committees

3.1 **Committees.** The Board of Directors, by resolution adopted by a majority of the number of Directors fixed in accordance with these Bylaws, may establish such standing or special committees of the Board as it may deem advisable, and authority of such committees shall be as set forth in the resolutions establishing the same. Standing committees shall include, but not be limited to: Executive, Member Services, Communications, and Directorship Committees.

3.2 **Meetings.** Regular and special meetings of any Committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

3.3 **Quorum and Manner of Acting.** A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at each meeting. The action of a majority of those members present shall constitute the act of the Committee.

3.4 **Term of Office.** Members of any Committee shall be elected as above provided and shall hold office until the Board of Directors elects their successors or until the Board of Directors dissolves such committee.

3.5 **Resignation and Removal.** Any member of a Committee may resign at any time by giving written notice of the member's intention to do so to the President or the Secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for the member's election.

3.6 **Vacancies.** Any vacancy occurring in a Committee resulting from any cause whatever may be filled by a majority of the number of Directors fixed by these Bylaws.

ARTICLE IV Officers

4.1 **Election of Officers:** Terms. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary/Treasurer and an Immediate Past President ~~and a Treasurer~~, elected by the Members of the Corporation at each annual meeting of Members in accordance with the Articles of Incorporation. Other assistant and subordinate officers may from time to time be elected by the Board of Directors. All officers shall hold office until the next annual meeting of the Members and until their successors are elected.

4.2 **Removal of Officers: Vacancies.** Any officer of the Corporation may be removed from office, with our without cause, at any time at a meeting of the Members of the Corporation called expressly for that purpose by the vote of a majority of Members present and voting. Vacancies may be filled by the Board of Directors.

4.3 **Duties.** The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors.

4.4 **Duties of the President.** The President shall be primarily responsible for the implementation of policies of the Board of Directors. The President shall have authority over the general affairs of the Corporation, subject only to the ultimate authority of the Board of Directors. The President shall preside at all corporate meetings. The President may sign and execute in the name of the Corporation contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned him/her by the Board of Directors.

4.5 **Duties of the Vice-President.** The Vice-President shall have such powers and duties as may from time to time be assigned to him/her by the President or the Board of Directors. The Vice-President may sign and execute in the name of the Corporation contracts or other instruments, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors to some other office or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

~~4.6 **Duties of the Treasurer.** The Treasurer shall have charge of and be responsible for all funds, receipts and disbursements of the Corporation, and shall deposit all monies of the Corporation in such banks and depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible for (1) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (2) the preparation of appropriate operating budgets and financial statements; (3) the preparation and filing of all tax returns required by law; and (4) the performance of all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President. The Treasurer may sign and execute in the name of the Corporation contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed and executed.~~

~~4.8 **Duties of the Secretary.** The Secretary shall oversee the collection of recordings of all meetings of the Board of Directors and Members of the Corporation. When requested, the Secretary shall also act as Secretary of the meetings of the committees of the Board. He/she shall oversee the collection of minutes of all such meetings and ensure that the administrator retains all minutes in permanent books. He/she shall see that all notices required to be given by the Corporation are duly given and served; shall have oversight of the custody of the seal of the Corporation to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with law or the provisions of the bylaws; shall have oversight of the custody of all contracts, books, records and papers of the Corporation relating to its organization and management as a Corporation, shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.~~

4.6 Duties of the Secretary/Treasurer.

The Secretary/Treasurer shall oversee the collection of recordings of all meetings of the Board of Directors and Members of the Corporation. He/she shall oversee the collection of reports from all Committees and ensure that the administrator retains all minutes in permanent books. He/she shall see that all notices required to be given by the Corporation are duly given and served; shall have oversight of the custody of the seal of the Corporation to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with law or the provisions of the bylaws; shall have oversight of the custody of all contracts, books, records and papers of the Corporation relating to its organization and management as a Corporation; and shall see that all reports, statements and other documents required by law are properly filed.

In addition, the Secretary/Treasurer shall have oversight of and be responsible for all funds, receipts and disbursements of the Corporation; shall oversee the depositing of all monies of the Corporation in such banks and depositories as shall be designated by the Board of Directors; shall be responsible for overseeing (1) maintenance of adequate financial accounts and records in accordance with generally accepted accounting practices; (2) the preparation of appropriate operating budgets and financial statements; (3) the preparation and filing of all tax returns required by law; and (4) the performance of all duties incident to the Office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

The Secretary/Treasurer may sign and execute in the name of the Corporation contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed and executed.

4.7 Duties of the Immediate Past President. The Immediate Past President shall serve as the Nominating Committee Chair, work to ensure compliance with and support of the Bylaws and Policies and shall have such powers and duties as may from time to time be assigned to him/her by the President or the Board of Directors

4.8 Delegation of Duties. Duties of Officers may be delegated to other persons by the Board of Directors.