



National Voluntary Organizations Active in Disaster BYLAWS

As Amended May 6, 2008

ARTICLE I - PURPOSE AND OBJECTIVES

The purpose and objectives of the Corporation shall be to foster more effective service to people affected by disaster through communication, coordination, cooperation, collaboration, convening mechanisms and outreach.

ARTICLE II - OFFICES

The principal office of the Corporation shall be located in the State of Virginia or such other location as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Virginia (hereinafter referred to as "this State"), as the Board of Directors may designate from time to time.

ARTICLE III – MEMBERS AND PARTNERSHIPS

A. CATEGORIES AND QUALIFICATIONS

There shall be two categories of membership and two categories of Partnership in the Corporation as identified below.

MEMBERSHIP:

1. National Membership is open to organizations that are national in scope and purpose, voluntary, and active in disasters (hereinafter referred to as “National Member”). A Tier One National Member shall meet one or more of the following criteria: total organizational budget in excess of \$15 million, total staff and volunteers in excess of 2,500 or at least fifteen (15) years of proven disaster experience. A Tier Two National Member shall have either a total organizational budget of \$1 million or more, or total staff and volunteers in excess of 300.

2. State / Territorial Membership is open to coalitions of agencies that are statewide in scope and purpose, voluntary, and active in disasters (hereinafter referred to as “State / Territorial Member”).

PARTNERSHIP:

1. Governmental Partnership is open to governmental agencies that bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.

2. Private Partnership is open to Private Sector entities that bring resources to the VOAD movement, demonstrate a commitment to support the VOAD mission, and agree to provide an annual financial contribution to National VOAD (or the State/Territorial VOAD or Local/Regional VOAD, if a partner at that level).

Additional specific criteria for each category of Membership and Partnership may be defined from time to time by the Board of Directors.

B. SELECTION, RIGHTS AND TENURE

1. National and State / Territorial Members (hereinafter collectively referred to as “Members”) shall be approved by a majority vote of the Directors present and voting.
2. National Members shall have the right to vote on all matters coming before the membership for a vote. State / Territorial Members shall be non-voting members, except as otherwise provided in these Bylaws.
3. The term of membership shall be perpetual, except as set forth in the following paragraph.
4. Upon a two thirds ($\frac{2}{3}$) vote of the Directors present and voting, the membership of any Member may be terminated if that Member fails the specific criteria for each category of Membership

C. ANNUAL MEETING

The annual meeting of the Members shall be held on a date to be determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before a meeting.

D. SPECIAL MEETING

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Executive Director, at their discretion, or at the request of ten percent (10%) of the Members entitled to vote at such a meeting.

E. PLACE OF MEETING

The Directors may designate any place, either within or without this State, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation. If so designated, any meeting may be held via telephone conference call.

F. NOTICE OF MEETING

Written, printed, or electronically transmitted notice stating the place, day and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be sent not less than ten (10) days before the date of the meeting at the direction of the President, or the Secretary, to each Member of record entitled to vote at such meeting, and to each Director of the Corporation then in office.

G. QUORUM

At any meeting of the Members, fifty-one percent (51%) of the Members entitled to vote, represented in person or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

H. VOTING

1. Qualifications. Each National Member in good standing shall be entitled to one vote in any and all meetings of the Members of the Corporation. State / Territorial Members shall not be entitled to vote, except as otherwise provided in these Bylaws. Partners shall not be entitled to vote.

2. Manner. Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. Each Member shall appoint a person to represent it and to cast its vote at meetings of the Members of the Corporation. Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by secret ballot. All elections shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

I. VOTING LISTS

1. Maintenance. The Secretary of the Corporation shall maintain an accurate and current list of the names and addresses of the Members of the Corporation eligible to vote. Such list shall be available for inspection at any and all Meetings of the Members of the Corporation. Each National Member shall provide to the Secretary for placement on the official list of voting Members the name and address of the person appointed to represent it and to vote for it at meetings of the Members of the Corporation. In the event of the absence of such notification or of conflicting notifications, the Secretary, if anyone, should represent the Member in question at any meeting of the Members of the Corporation.

J. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Members of the Corporation at a meeting may be taken without a meeting if all of the Members entitled to vote consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and consents of the Members shall be filed in paper form with the minutes of the proceedings of the Corporation.

ARTICLE IV - BOARD OF DIRECTORS

A. GENERAL POWERS

The Board of Directors is responsible for oversight of the operations of the Corporation. The Board may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation as they may deem proper and which are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of this State.

B. NUMBER AND TENURE

There shall be twelve (12) voting Directors with staggered terms of three (3) years each. Three Directors shall represent the State / Territorial Members (one elected each year), and nine (9) Directors shall represent the National Members (three elected each year). Of the National Member Directors, six (6) shall represent and be elected by Tier One National Members and three (3) shall represent and be elected by Tier Two National Members. Each Director may be elected to only two (2) consecutive terms. A one (1) year absence from the Board must occur prior to becoming eligible following completion of a second consecutive term. Each term ends at the close of the annual Members' meeting held in the third year after his or her election. Notwithstanding the expiration of his or her term, each Director shall continue to serve in office until his or her successor shall have been duly elected and qualified, or until he or she shall have resigned or been removed from office. The Executive Director shall be an ex-officio non-voting member of the Board. There may be other non voting at large Directors appointed from time to time as the Directors deem appropriate.

C. NOMINATION AND ELECTION PROCESS

At the annual meeting of the Members, all of the National Members present in person or by written proxy and entitled to vote shall elect three (3) Directors, and all of the State / Territorial Members present in person or by written proxy and entitled to vote shall elect one (1) Director. Directors representing the State / Territorial Members must be a current officer in a State VOAD, or an immediate past officer, and may be nominated for a second consecutive term, if not an officer, provided that the State Board of Directors endorses the nomination. All Nominees will be selected by a nominating committee and presented to the members for consideration at the annual meeting.

D. REGULAR MEETINGS

A regular meeting of the Directors shall be held immediately after and at the same place as the annual meeting of the Members. The Directors may provide by resolution the time and place for the holding of additional regular meetings. Notice of all meetings shall be provided not less than ten (10) nor more than sixty (60) days prior to such meeting. Any meeting of the Directors may be held via telephone conference call.

E. SPECIAL MEETINGS

Special meetings of the Directors may be called by or at the request of the President, the Executive Director, or a majority of the Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting. Any special meeting of the Directors may be held via telephone conference call.

F. NOTICE

Written notice of a special meeting shall be transmitted at least ten (10) days but not more than sixty (60) days prior thereto by mail or electronic transmission to each Director at his or her address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

G. QUORUM

At any meeting of the Directors, fifty-one percent (51%) of the Directors then in office shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

H. VOTING

Each Director entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. All matters shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

I. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

J. VACANCIES

The vacancy of a seat on the Board of Directors may be filled by the election of a new Director by the Board of Directors for the remainder of the unexpired term, provided that such election is ratified by the members at the next succeeding annual meeting.

K. REMOVAL OF DIRECTORS

For good cause, a Director may be removed by a two thirds ($\frac{2}{3}$) vote of the Directors present and voting. Recall elections, held by the Membership, shall be conducted within thirty (30) days of the presentation to the President of a petition signed by one-half of the Members qualified to vote. Such removal or recall of a Director shall be without prejudice to the contract rights, if any, of the person so removed.

L. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

M. COMPENSATION

No compensation shall be paid to Directors for their services as such, except that Directors may receive reimbursement for expenses if the Board so provides. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

ARTICLE V - OFFICERS

A. NUMBER

The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, each of whom shall be elected by the Directors from the membership of the Board. An Executive Director and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors.

B. ELECTION AND TERM OF OFFICE

The officers shall be elected at the first meeting of the directors held after the annual meeting of all Members of the Corporation. Each officer's term shall be for one (1) year, ending at the next annual Directors' meeting. Notwithstanding the expiration of his or her term, each officer shall continue to serve in office until his or her successor shall have been duly elected or until he or she shall have resigned or been removed from office.

C. REMOVAL

Any officer or agent elected or appointed by the Directors may be removed by a simple majority vote of the Directors present and voting, whenever in the Directors judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Recall elections may be held at the discretion of the President and must be held within thirty days of the petition of one-third of the Directors.

D. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term, except that the Vice President shall automatically assume the position of President in the event of a vacancy in the office of President for the unexpired portion of the term.

E. PRESIDENT

The President shall be the principal executive officer of the Corporation. He or she shall preside at all meetings of the Members and of the Directors. He or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

F. VICE PRESIDENT

The Vice President shall preside at meetings of the Members and of the Directors in the absence of the President. The Vice President shall assume the position of President in the event that the President fails to complete his/her term. The Vice President shall also perform such other duties as may be assigned by the President or by the Board of Directors.

G. SECRETARY

The Secretary shall be the custodian of the corporate records and of the seal of the Corporation. He/she will ensure that minutes are recorded for all meetings of the Board of Directors and of the Membership of the Corporation. He/she shall perform the duties incident to the office of the Secretary and such other duties from time to time may be assigned to him or her by the President or by the Board of Directors. The Board may appoint an Assistant Secretary to assist the Secretary in the performance of his or her duties.

H. TREASURER

The Treasurer shall have charge, be responsible for, and insure appropriate custody of all funds and securities of the corporation. He/she shall perform the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Board may appoint an Assistant Treasurer to assist the Treasurer in the performance of his or her duties.

I. EXECUTIVE DIRECTOR

The Executive Director shall be appointed by an affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present and voting.

The Executive Director shall be responsible for conducting the day to day programs, policies, administration and fiscal functions of the Corporation as authorized by the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

The Executive Director shall insure the safekeeping of the minutes of all meetings of the Board of Directors and of the Membership of the Corporation. He or she will ensure that a register of the complete addresses of each Member and Partner, the designated representative of each Member and Partner, and of each Director which shall be furnished to him or her by such Member, Partner, or Director is kept by the Corporation. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required.

ARTICLE VI - COMMITTEES

The following committees shall exist as the standing committees of the organization:

A. Standing Committees

1. **BYLAWS** - This committee will be chaired by the Vice President and provide oversight, review and submit recommended revisions to the members for voting.
2. **NOMINATING** - This committee will be chaired by a current director, have a minimum of three (3) members with at least one (1) member not currently on the Board.
3. **FINANCE** - This committee will be chaired by the Treasurer and is responsible for fiscal policy and engagement of the auditing process.
4. **MEMBERSHIP** - This committee will be chaired by a current director, have a minimum of three (3) members with at least one (1) member not currently on the Board.
5. **AVC** – This committee will consist of two (2) Board members and the Executive Director, and is responsible for oversight of the planning of the Annual VOAD Conference
6. **EXECUTIVE** – The Executive Committee will minimally consist of the elected officers, and the Executive Director serving as ex-officio member having voice without vote. The Executive Committee may also include any other individuals in either an official (voting) or ex-officio (non-voting) capacity, as the Board deems necessary. The Executive Committee convenes periodically at the request of any of its members and is authorized to exercise the powers and responsibilities of the Board when that body is not in session. The Executive Committee is empowered to take any action that could be taken by the Board as a whole, and will report on its activities in a timely manner to the full Board.

B. Ad hoc Committees may be created and/or terminated, as needed, by the Directors to deal with operational issues.

ARTICLE VII - BUSINESS OPERATIONS

A. CONTRACTS

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

B. CHECKS, DRAFT, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.

C. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may select.

D. AUDITS

The financial accounts and records of the Corporation shall be audited not less than once per fiscal year by an auditor who shall be selected by the Treasurer with the advice and consent of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December of each year.

ARTICLE IX - WAIVER OF NOTICE

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these Bylaws or the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time when notice was required to be given, shall be equivalent to the giving of such notice.

ARTICLE X – AMENDMENTS

A. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended, restated or repealed (and the Corporation thereby dissolved) by a vote of two-thirds ($\frac{2}{3}$) of the Members entitled to vote at any annual or special meeting of the Members when the proposed amendment, restatement or repeal has been set forth in the notice of such meeting.

B. BYLAWS

Any amendments to these by-laws must be approved by a vote of two-thirds ($\frac{2}{3}$) of the Members entitled to vote at any annual or special meeting of the Members. Proposed amendments must be distributed to the Members at least thirty (30) days prior to the date of the meeting at which they are to be considered and presented for adoption.