

BYLAWS
of the
VIRGINIA ALLIANCE OF INFORMATION AND
REFERRAL SYSTEMS

ARTICLE I—NAME

The name of this corporation shall be **Virginia Alliance of Information and Referral Systems (VAIRS)**.

ARTICLE II—PURPOSE

The purpose of this corporation shall be:

1. To increase general community awareness and utilization of Information and Referral (I&R) services.
2. To improve the quality of information and referral through education, training and advocacy.
3. To foster better communications and relationships among information and referral providers.
4. To provide members with information on new human services and changes in existing services.
5. To assist members to meet and maintain national information and referral standards as set by the Alliance of Information and Referral Systems and the national 2-1-1 collaborative.

ARTICLE III—RESTRICTIONS ON ACTIVITIES

The Corporation's activities will be restricted in the following ways:

1. **Money or Property Received.** No part of the money or other property received by this corporation from any source, including its operations, shall be used directly or indirectly for the benefit of or be distributed to the officers, or other private persons, except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments necessary for the furtherance of the purpose set forth in these Articles.
2. **Activities and Contributions.** All the activities of this corporation shall be charitable or educational, as are permitted to be carried on by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended) or by a corporation that may receive contributions which are deductible to their donors under Section 170(c)(2) of the Internal Revenue Code of 1954 (as it may be amended).
3. **Lobbying.** Activities of this corporation involving lobbying or otherwise attempting to influence legislation shall conform to Internal Revenue Service guidelines regarding

Section 501(c)(3) status. This corporation shall not participate in any political campaign on behalf of or against any candidate for public office.

ARTICLE IV—MEMBERSHIP

Definition. ARTICLE IV—MEMBERSHIP

1. **Definition.** As an affiliate of AIRS, the Alliance of Information & Referral Systems, for the state of Virginia, membership in this organization shall be restricted to individual and agency members of AIRS residing or located in Virginia.
2. **Dues.** Dues shall be determined by AIRS and convey joint membership in the national and this state organization.

ARTICLE V—ANNUAL BUSINESS MEETING

1. **Annual Business Meeting.** Once a year, there shall be an Annual Business Meeting for the purpose of electing new Board Members, voting on amendments to the bylaws, presenting reports and all other matters that effect the membership directly.
2. **Notice.** Notice of the Annual Business Meeting shall be sent to the general membership no less than fourteen (14) days or more than sixty (60) days before the day on which the meeting is to be held. The notice shall state the time, place and purpose of the meeting. It shall also include an absentee ballot for each member in good standing for any motions before the membership.
3. **Quorum.** A quorum shall be 20% of VAIRS members in good standing attending or sending their absentee ballot for the Annual Business Meeting.
4. **Privileges of Membership.**
 1. Only members in good standing (dues paid to date) shall nominate, hold office and vote.
 2. Membership entitles the individual or agency to one vote.
 3. All motions shall be decided by a plurality vote of those members present, and absentee ballots.

ARTICLE VI—BOARD OF DIRECTORS

1. **Powers and Duties of the Board.** The Board of Directors shall conduct the business of the corporation and shall have control and management of the affairs, funds and property of the corporation. These powers exist in the members meeting as a group and not individual members except as designated by the Board. The members have a duty to exercise reasonable care and prudence in the administration of the affairs of this corporation and are responsible to disburse the funds and property received by the corporation only for the purposes for which they were received. The Board may not delegate this responsibility. The Board shall require a regular accounting of all the funds disbursed by the corporation.

2. **Number of Board Members and Their Term of Office.** The Board shall consist of a minimum of twelve (12) and a maximum of twenty-one (21) members. The initial directors of the corporation shall be appointed by the incorporators of VAIRS to serve a term of up to one year.

At the first Annual Business Meeting, the membership of the corporation will vote on a slate of directors who will be elected for staggered terms of one to two years each. Thereafter, terms of office for the directors will be two years. At least four of these directors will be officers to be elected by the board; the others shall be directors-at-large. The immediate past president shall act as an advisor with non-voting status for one year at which point s/he may seek re-election as a voting director-at-large.

3. **Board Meetings.** The Board shall meet in person, by conference call or via other technological means on a regular basis to be designated by the Board, but no less than two times per year.
4. **The Annual Board Meeting** shall be held once per year, the date of which shall be at the discretion of the Board. At this meeting:
 1. A budget and an agenda for annual activities shall be developed.
 2. The Officers and Committee members shall present reports as appropriate.
 3. The Officers shall be elected.
5. **Quorum.** The participation of 1/3 of the Board shall be necessary at any meeting of the Board to constitute the quorum necessary for the conduct of business. If fewer members participate, the actions taken at the meeting shall be valid unless challenged by an absent Board member within thirty (30) days. Then the action would be readdressed at the next Board meeting in which there is a quorum. Decisions will be reflected in the minutes sent to each Board member.
6. **Voting.** Except as otherwise provided by these by-laws or by statute, all matters before the Board shall be decided by a majority of the members present at the meeting whether the meeting is in person, by conference call or via other technological means. Voting by e-mail shall be permitted as long as every member of the Board is sent notice and a deadline for responses is specified. A minimum of 72 hours (three days) shall be allowed for all responses. The presiding officer shall not vote unless there is a tie vote.
7. **Removal of Board Members.**
 1. **Non-Attendance.** Any Board Member who misses three (3) consecutive regularly scheduled meetings of the Board including conference calls or other technological means may be removed for non-attendance by the affirmative vote of a majority of the members present at a subsequent meeting.
 2. **Resignation from VAIRS Member Organization.** Any Board Member may be removed if their organization is no longer a VAIRS member organization, or if they have resigned their professional position with a VAIRS member organization and no longer can represent VAIRS membership on the Board, by the affirmative vote of a majority of the members present at a subsequent meeting.
 3. **Other Causes.** Any Board Member may be removed at any time for other causes including conduct injurious to the best interest of the corporation, by the

affirmative vote of two-thirds of all Board Members provided the notice of the meeting specified the proposed removal.

4. **Notice.** All Board Members must receive a fourteen (14) day notice prior to the meeting at which the removal vote will be taken.
5. **Resignation of Board Members.** Any Board Member may resign at any time by delivering a written resignation to the President or the Secretary.
6. **Vacancies on the Board.** Vacancies that occur between elections shall be filled by Presidential appointment with the concurrence of the majority of Board members.

ARTICLE VII—OFFICERS

1. **Titles of Officers.** The officers of VAIRS shall be the President, Vice-President, Secretary, Treasurer and other Officers as needed.
2. **Election and Term of Office.** The officers shall be elected from a slate prepared by the Nominating Committee as specified in Article VI of these by-laws, in person or by absentee ballot, at the Annual Board Meeting of the Board of Directors in odd numbered years. Each officer shall hold office until his successor shall have been elected, or until the officer becomes incapacitated, resigns or is removed. The term of office shall be two years for all officers. No officer may hold the same office for more than two consecutive terms unless approved by two-thirds majority of the Board. The President shall serve as chairperson of the Board.
3. **The President.** The President shall:
 - Call and preside at all meetings of VAIRS;
 - Develop the agenda;
 - Appoint the Chairperson of each Standing Committee and Special Committees as are needed;
 - Be an ex-officio member of each Standing and Special Committee.
 - Vote only in a case of a tie.
 - Represent VAIRS on the AIRS Affiliates Council
4. **The Vice-President.** The Vice-President shall preside at all meetings in the absence of the President and fulfill other duties as assigned by the President.
5. **The Secretary.** The Secretary shall:
 - Be custodian of all original records and documents of the corporation.
 - Keep the minutes of all meetings of the Board of Directors, of the Executive Committee and of general membership meetings.
 - Keep a current list of the Board and general membership and their addresses and other contact information.

- Perform all other duties that are incident to the Office of Secretary or that may be assigned by the Board and that are not inconsistent with these by-laws.
6. **The Treasurer.** The Treasurer shall:
- Be accountable for the receipt and disbursement of funds or property on behalf of the corporation.
 - Regularly enter or cause to be entered in the books of the corporation a complete account of all funds or property received by him or her for the account of the corporation.
 - Render a written account of all the corporation's accounts to the Board of Directors at each regular meeting of the Board.
 - Exhibit the account books of the corporation and all securities, vouches, papers and documents of the corporations in his or her custody to any Board Members upon reasonable request.
 - File all tax and other financial reports required of the corporation.
 - File the corporation's annual report with the state's Corporate Division
 - Perform all other duties that are incident to the Office of Treasurer or that may be assigned by the Board and that are not inconsistent with these by-laws.
7. **Resignations of Officers.** Any officer may resign at any time by delivering a written resignation to the President of the Board or the Secretary.
8. **Removal of Officers.** All board members including any officer to be removed must receive fourteen (14) days notice prior to the meeting at which the vote will be taken. A vote of two-thirds of the Directors then in office will be required to remove an officer.
9. **Vacancies.** Vacancies that occur between elections shall be filled by Presidential appointment with the concurrence of the Board. Should a vacancy occur in the Office of the President, the Vice-President shall accede to that office.

ARTICLE VIII— BOARD COMMITTEES

1. **Executive Committee.** Except as otherwise provided in these By-Laws, the Board of Directors shall delegate its power to manage, direct and control the operational affairs of this corporation to the Executive Committee between meetings of the Board of Directors. All actions of the Executive Committee shall be subject to the approval of the Board members at the following meeting of the Board.
3. **Members.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. One additional member may be elected by the Board to serve At Large.
4. **Meetings.** The Executive Committee shall meet in person or by conference call as needed but at least whenever four months have elapsed since the previous meeting of either the Board of Directors or the Executive Committee, whichever shall have been the most recent. The President of the Board shall serve as Chairperson of the Executive Committee. Notice of the time, place and purpose of the meetings shall be given as

deemed appropriate. A majority (three) of the members of the Executive Committee must be present to constitute a quorum. All meetings by conference call or other technology shall have all of the privileges, responsibilities and authority of meetings in person.

5. Standing Committees. The Standing Committees shall consist of: Training and Education Committee, Nominating Committee, Membership Committee and Communications Committee.
 - The chairperson of each Standing Committee shall be a member of the Board.
 - Functions of the Standing Committee shall be determined by the By-Laws.
 - Chairpersons of the Standing Committees shall be appointed by the President of the Board with approval of the Board of Directors and shall serve at their pleasure.
 - A majority of the members of any Standing Committee shall be composed of VAIRS members in good standing. Other members of the committee may be appointed from time-to-time by the President because of their particular expertise and are not required to be members of VAIRS.
 - Additional Committees. The Board of Directors may from time to time appoint committees whose powers, terms of office and rules of procedure shall be determined by the Board. Any such committee may be abolished or any member removed (with or without cause) at any time by the Board of Directors.
6. Nominating Committee. All members appointed to the Nominating Committee shall serve a term of one year. The Nominating Committee is responsible for preparing a single slate of nominees for each open board position to be presented at the Annual Business Meeting. In preparing this slate, the Nominating Committee shall endeavor to provide balanced representation. This slate shall be submitted to the Secretary at least thirty (30) days prior to the Annual Business Meeting and sent to all members at least fourteen (14) days prior to the meeting. Additional nominations shall be called for and accepted from the floor, with prior consent of those being nominated.
7. The Nominating Committee is also responsible for preparing a single slate of nominees for each open officer position to be presented at the Annual Board Meeting. In preparing this slate, the Nominating committee shall endeavor to provide balanced representation. This slate shall be submitted to the Secretary at least thirty (30) days before the Annual Board Meeting and sent to all Board members at least fourteen (14) days prior to the meeting. Additional nominations shall be called for and accepted from the floor, with prior consent of those being nominated. The Nominating Committee is also responsible for preparing a slate of candidates for the board when vacancies arise and when the board seeks additional representatives to maintain a balanced board.
8. Training and Education Committee. The Training and Education Committee is responsible for:
 - Presenting topics for the Annual Business Meeting or specialized meetings including any conferences or other training sessions.
9. Membership Committee. The Membership Committee is responsible for:
 - Coordinating the recruitment of new members

June 2007 Revision

- Coordinating the maintenance of membership records
 - Coordinating the renewal of current members
10. Communications Committee. The Communications Committee is responsible for:
- Keeping the membership and the public informed of activities and services of VAIRS through means such as a listserv, newsletters and a web page
 - Preparing and updating an outline of VAIRS' mission and goals in a format suitable for public distribution

ARTICLE IX—FISCAL YEAR

1. **Fiscal Year.** The fiscal year of the corporation shall be July 1 to June 30.
2. **Deposits and Withdrawals of Funds.** All funds of the corporation not otherwise utilized shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors may direct. No payments not previously approved by the board may be made without specific authorization of the Executive Committee of the Board.
3. **Signing Contracts.** The President of the Board, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name of the corporation. The Board or the Executive Committee may authorize any officer or officers, or agency or agents, to enter into any contract or execute and deliver any instrument in the name of the corporation, and such authorization may be general or confined to specific instances.
4. **Compensation of Board of Directors and Employees.** The Board of Directors of the corporation shall serve as such without salary, but the Board may authorize the payment of reasonable expenses incurred by Board Members in the performance of their duties and reasonable compensation for special services rendered by any Board Member. Except as provided in this section, no Officer or Board Member of the Corporation shall receive directly or indirectly, any compensation from the Corporation.
5. **Contracts with Officers and Board Members.** No officer or Board Member of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by VAIRS, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Directors at a meeting at which the presence of such Board Member is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the members present at the meeting at which the contact shall be authorized.

ARTICLE X—INDEMNIFICATION

1. Any person (or his or her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an Officer or Board Member of the corporation shall be indemnified by the corporation against any liability and reasonable expense (including attorney's fees) incurred by him or her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the Court that such Officer or Board Member is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall

June 2007 Revision

not be deemed exclusive of any other rights to which such Officer or Board Member may be entitled apart from this article.

ARTICLE XI—AMENDMENTS

1. **Voting.** Amendments of these by-laws shall require the affirmative vote of two-thirds of members in attendance or by absentee ballot at the Annual Business Meeting or at a special Membership Meeting. Any such special Membership Meeting must be authorized by the affirmative vote of two-thirds of all Board Members.
2. **Notice.** Notice of proposed amendment(s) to the by-laws must be submitted to the membership at least thirty (30) days prior to the meeting at which the proposed amendment(s) will be voted on.

Approved at the board of directors meeting held on July 24, 2002.

Amended at the Annual Business meeting held on May 17, 2006.

Amended at the Annual Business meeting held on June 5, 2007.

Joan B. Phelps
President

Date Signed

George Harden
Vice-President

Date Signed

Joyce Gentry
Secretary

Date Signed

Carol Loftur-Thun
Treasurer

Date Signed

Revised April 21, 2005
Revised May 17, 2006
Revised June 5, 2007