

Bylaws Of the Virginia Governmental Employees Association, Incorporated

Chartered November 1959

Revised 11/89, 4/90, 5/92, 4/00, 5/04, 7/10, 9/11, 9/14, 9/16

ARTICLE I – NAME

The name of the Association shall be the Virginia Governmental Employees Association, Incorporated, (herein referred to as the Association) and its principal office shall be located in the Richmond, Virginia metropolitan area. The Corporate Seal shall bear the name of the Virginia Governmental Employees Association, Inc.

ARTICLE II – MISSION, PRINCIPLES, and PURPOSES

Section 1: The Virginia Governmental Employees Association is a voluntary, non-partisan membership organization whose mission is to voice the concerns of active and retired public employees and to advocate solutions, which promote individual dignity, equitable compensation, professionalism, and safe working conditions to the Governor and General Assembly of Virginia.

Section 2: In carrying out its mission, the Association shall be guided by the principles that public employees and retirees should:

2.1 Be treated as individuals and with respect and dignity.

2.2 Be free from discrimination because of age, race, gender, creed, ethnicity, national origin, religion, disability, political belief or sexual orientation.

2.3 Receive fair equitable compensation, personal leave, and adequate healthcare and retirement benefits.

2.4 Have a sense of security with safe, clean working conditions.

2.5 Be recognized for their merits and rewarded for exceptional performance.

2.6 Be provided with training and career development opportunities.

2.7 Be encouraged to suggest efficient and effective improvements in policies, procedures and practices.

2.9 Be able to voice concerns and point out misconduct, misfeasance, or malfeasance without fear of retribution.

Section 3: The specific purposes of the Association are to:

3.1 Advocate the interests of public employees and retirees before the Governor and General Assembly of Virginia in matters relevant to competitive salaries, retirement benefits, healthcare, appropriate insurance and work conditions, as well as other issues of concern to members.

3.2 Foster high quality work performance and professionalism by all public employees so as to provide effective, efficient programs and services for citizens of the Commonwealth of Virginia.

3.3 Serve as an information and referral source for the membership.

3.4 Provide a forum for the discussion of ideas, problems and solutions and to communicate the results.

3.5 Facilitate communication among public employees in the Commonwealth of Virginia.

3.6 Make available such additional benefits or other programs that contribute to the success and well being of public employees, retirees and their families as the Board may identify and approve.

Section 4: The Association's mission, principles and purposes shall be accomplished by non-partisan advocacy that may include petition, resolution or recommendation to the Governor, General Assembly, any state or local office, committee, board, institution, department or private entity. Such actions and methods shall be upon approval of a majority of the Board Members present and voting or by such other means of obtaining Board Member approval as may be authorized by the Board.

Section 5: The Association is not to be affiliated with any local, state, or national labor union. The Association shall not engage in any form of collective bargaining and never shall employ or otherwise utilize a strike or threat of a work stoppage.

ARTICLE III – ADMINISTRATION

Section 1: The corporate powers of the Association shall be vested in the Board of Directors (herein referred to as the Board).

Section 2: The Board shall be responsible for the Association's mission, principles, and specific purposes.

Section 3: The Board, in its discretion, shall employ or contract with individuals or a private entity to provide the administrative, program and support services noted in Article VII – Executive Director. It shall specify the duties and responsibilities of the service provider and require a written evaluation of the performance as needed prior to any contract renewal. The private entity shall designate an executive director, with approval of the Board, who shall carry out the duties of the Executive Director enumerated in these bylaws.

Section 4: The Board may require surety of any person considered necessary in the performance of their duties. The expense of the bond shall be paid by the Association.

Section 5: Any Board Member, Executive Director, or agent shall be reimbursed for expenses incurred only upon prior authority or upon approval of such expenses by the Executive Committee of the Board or its designee.

Section 6: The Executive Committee shall recommend annually the salary of the Executive Director and office staff or the total value of any contract or retainer for the Executive Director, staff and related association management services. It shall make any other financial recommendations prior to the last Board meeting in the fiscal year so that approved changes can be incorporated in the budget for the following fiscal year. It may recommend amendments to the current budget as needed.

Section 7: The fiscal year shall be January 1 through December 31 inclusive.

Section 8: No officer, committee member, employee or contractor of the Association shall be authorized to create any liability, other than stipulated in this Article, unless it is approved or delegated by the Board.

Section 9: The Board shall be the governing body of the Association and may take necessary and proper actions to affect Association objectives.

Section 10: The Board shall present the state legislative program to the membership prior to the end of the calendar year preceding the next session of the General Assembly in a manner approved by the Board as prescribed in Section 14 of this Article.

Section 11: The Board may receive gifts, donations, fees and bequests, and authorize the dispersal of these funds on behalf of the Association.

Section 12: The Board may recruit, enlist, train, utilize, reimburse, and insure volunteers for approved purposes.

Section 13: The Board shall appoint an independent auditor to conduct financial audits as needed or upon a change in the Executive Director, but at least biennially.

Section 14: The Board shall ensure that all notices of general meetings, publications, hard copy materials, and other means to convey information and conduct elections or other business of the Association be distributed to each member in good standing. Electronic based technology and other such technologies as approved by the Board may be used to support this objective.

ARTICLE IV – MEMBERSHIP

Section 1: All full-time and hourly wage employees of the Commonwealth, its institutions of higher learning, or its political subdivisions who actively participate in or are retired under any plan of the Virginia Retirement System including defined benefit, defined contribution and hybrid plans or the repealed Virginia Supplemental Retirement System shall be eligible for membership in the Association.

Section 2: Classifications of membership shall be Active, Retired, Associate, Honorary, and existing Life Members except as otherwise noted.

2.1 Active – Any person employed by any state agency, institution of higher learning, or political subdivision participating in the Virginia Retirement System.

2.2 Retired – Any person retired under the Virginia Retirement System or the repealed Virginia Supplemental Retirement System.

2.3 Associate – Any person or entity interested in supporting the mission, principles, and purposes of the Association. Associate membership shall have all the privileges of active membership except the right to vote in any matter coming before the membership.

2.4 Honorary – This designation may be conferred by the Board for outstanding contributions to the Association. The honorees shall have all of the privileges of active membership.

2.5 Existing Life Members – All members who paid a life membership fee prior to the discontinuance of the life membership category in 1982.

Section 3: The Board shall establish dues for members. It may authorize an initial pro rata rate for members who join on or after April 1 and do not use payroll deduction and set a discounted rate for additional retired members of the same household.

3.1 Annual membership dues of each person shall be due and payable at the beginning of the membership year April 1 through March 31 inclusive. However, dues for members on payroll deduction shall be paid in installments remitted on a regular basis by their employing agency and dues for members paying through debit or credit card may be paid through automated deductions in installment plans authorized by the Board.

3.2 Existing Life or Honorary Members shall not be required to pay dues.

Section 4: Membership in this Association shall not be in conflict with membership in other organizations.

Section 5: Membership in the Association shall be available without regard to age, race, creed, gender, ethnicity, national origin, religion, disability, political affiliation or sexual orientation.

Section 6: Membership shall terminate if dues are not paid within ninety (90) days after they are due. Suspended memberships may be reinstated by paying dues for the full membership year or using the payroll deduction option.

Section 7: Upon joining the Association, each member may designate a Chapter with which they wish to affiliate.

ARTICLE V – ORGANIZATION

Section 1: Board of Directors

1.1 The Board shall be composed of:

1. Immediate Past President;
2. Elected at-Large Members;
3. At least one Retiree to be appointed by the President if not elected at large or is not the Immediate Past President.

1.2 The total number of Board Directors shall not exceed 22.

1.3 The term of a Director at-Large shall be two (2) years. An Officer, whose term as a Director at-Large expires prior to their term as an Officer, may remain on the Board for the duration of the term of that Office.

1.4 Each term shall begin at the close of the first statewide general meeting after their election or on November 1, whichever is earlier, and terminate at the close of the first statewide general meeting or October 31 whichever is earlier, in the second following calendar year.

1.5 The Immediate Past President shall serve as a voting Director and Parliamentarian for the period which their successor serves as President.

1.6 A Director at-Large may be elected for no more than three (3) consecutive two (2) year terms. Following two full year's absence, as defined in section 1.4, a Director will again be eligible to seek election. No Director may serve more than ten (10) consecutive years for any reason.

1.7 Members of the same household may not serve as Directors during co-occurring or overlapping terms of office.

1.8 The Board shall have the authority to remove Members of the Executive Committee or Board for failure to attend two (2) consecutive Board meetings, unprofessional conduct or activity detrimental to the Association. The Board may grant a member a leave of absence from attending meetings, not to exceed one year, as it may determine appropriate.

1.9 If, for reasons of death, resignation, a finding of ineligibility, declination of election, or any other reason, an at-large vacancy occurs on the Board, the President may appoint a member to serve until that term expires. The appointee will then be eligible for election as prescribed in Section 1.6 of this Article.

1.10 If a Vice President, Treasurer, or Secretary position becomes vacant, the President shall recommend a nominee who meets the eligibility requirements in Section 1.12 of this Article for Board approval.

1.11 The Board shall conduct at least one statewide general meeting each calendar year, which shall be open to all members. Any regional or chapter meeting shall also be open to all members.

1.12 At a special meeting held in conjunction with the statewide general membership meeting or at its first regular meeting thereafter, the Board shall elect from the eligible Directors, the following Officers as needed: President, Vice President for Administration, Vice President for Programs, Treasurer, and Secretary to serve in accordance with Article VI.

1.13 At-large candidates for Directors must be members in good standing, willing to attend Board meetings, accept committee assignments, and be aware of the expectations and responsibilities of Board membership. Nominations for at-large Directors shall be made in writing, be signed by the nominee, and include signatures of at least 15 current VGEA members in good standing and be submitted at least 60 days prior to the date set for distribution of the ballots. The Executive Director shall cause a picture and biographical sketch of each candidate to be posted on the VGEA website at least 20 days prior to the ballots being distributed. The ballots shall be posted on the VGEA website and voting shall be accomplished electronically through the website. For any member so requesting, or for any member for whom the VGEA does not have an electronic mailing address on file, a paper ballot shall be sent via U.S. mail to the last known address at least 30 days prior to the date of the annual meeting. Candidate's names shall be listed in alphabetical order. Any vote received after the date established by the Nominating and Bylaws Committee as the election date shall not be counted in the official tabulation. At-large Directors shall be elected by the membership with a simple majority of the valid ballots cast. The ballots may be distributed by U.S. mail, e-mail posting on the VGEA website, fax, or otherwise as approved by the Board.

1.14 The Board shall meet at least four (4) times each calendar year at such time and place designated by the President. Special meetings may be called by the President or at the written request of five (5) Board members. A notice often (10) days shall be sent to all Board Members about the special meeting.

Section 2: Responsibilities of the Board of Directors

2.1 Foster expansion of the mission and principles of the Association to all who may be eligible for membership by recruiting new members directly and by establishing an ongoing member recruitment, engagement and retention program;

2.2 Adopt policies and rules for conducting Association business in accordance with the Bylaws.

2.3 Interpret and implement the Bylaws.

- 2.4 Adopt a budget and authorize changes to that budget.
- 2.5 Establish and abolish committees, except for the Executive Committee and the Nominations, Elections, and Bylaws Committee.
- 2.6 Review the actions of the Executive Committee, Officers, and Executive Director to ensure adherence to the Bylaws of the Association.
- 2.7 Resolve any matter affecting the Association, which might arise.
- 2.8 Take such actions, as may be necessary and proper to promote the Association's mission, principles, and purposes.
- 2.9 The Board shall have the authority to delegate such responsibilities to the Executive Committee, as it deems appropriate.

Section 3: Chapters and Regions

3.1 The Association may establish Chapters.

1. Any group of active or retired members may petition the President in writing to include the certified signatures of the participating members to form a new Chapter. A new Chapter may not be formed from an existing Chapter if the membership of the existing Chapter would then be below the minimum membership requirement.
2. New Chapters will be effective upon Board approval.
3. Any new Chapter established from the membership of an existing Chapter(s) shall not be entitled to any assets from the parent Chapter(s) except as approved by the Board of Directors.

3.2 The structure of each Chapter shall be in accordance with the Bylaws of Association. The Association Bylaws will prevail in the event of conflict.

3.3 Each Chapter shall adopt Bylaws in accordance with the Association Bylaws, to govern that Chapter. A current copy of each Chapter's Bylaws shall be filed with the Association and be maintained by the Executive Director.

3.4 Each Chapter shall elect from its membership the following Officers: President, Vice President, Secretary and/or Treasurer, and any other Officers deemed necessary to carry out the mission, principles, and purposes of that Chapter. Nomination and election procedures shall be included in the Chapter Bylaws.

3.5 Each Chapter shall have such minimum number of members as may be prescribed by the Board of Directors and shall meet at least once each calendar year. Additional meetings may be held at the discretion of the Chapter Officers.

3.6 Any Chapter with fewer than the prescribed number of members for two (2) consecutive calendar years or fails to meet in two (2) consecutive calendar years may be placed on probationary status as determined by the Board until the Board determines compliance with membership or meeting requirements.

3.7 Chapters and units of the Association may not own real property or vehicles but may own computers, office equipment, and have bank accounts including checking, savings, money market, or certificates of deposit in accordance with the banking laws of the Commonwealth and the United States.

3.8 The Board of Directors may group Chapters into Regions, authorize Regional meetings and organizations, and establish any Regional procedures in accordance with Association Bylaws, which may be required.

ARTICLE VI – OFFICERS

Section 1: Officers are immediately responsible to the President and, ultimately, to the Board. The duties of any Officer may be delegated to one or more personnel designated by the Executive Committee. The President and Vice Presidents shall herein be classified as governance Officers so that each shall serve a single non-consecutive two-year term. The Treasurer and Secretary would be non-governance Officers and may serve consecutive two-year terms. Officers must have been a Director at-Large in good standing for at least one year prior to election. Any person elected President must have first served a full term as a Vice-President. Any person elected Vice-President shall first have served as a Committee Chair.

Section 2: The President shall:

- 2.1 Have general supervision over the affairs of the Association.
- 2.2 Preside at regular and special meetings of the Board.
- 2.3 Preside at statewide general meetings.
- 2.4 Report such information as deemed appropriate to the Board and membership.
- 2.5 Appoint committee members and chairpersons and serve as an ex-officio member of all committees except Nominations, Elections, and Bylaws.
- 2.6 Appoint members to fill vacant at-large Directors slots and nominate members to fill Vice President, Treasurer, or Secretary vacancies.

Section 3: The Vice President for Administration shall:

- 4.1 Act in the absence of the President.
- 4.2 Perform duties assigned by the President.
- 4.3 Become President for the remainder of the term in the event of the President death, resignation, or removal.

Section 4: The Vice President for Programs shall:

- 3.1 Preside in the absence of the President and Vice President for Administration.
- 3.2 Perform duties assigned by the President.

Section 5: The Secretary shall:

- 5.1 Record the minutes of general meetings of the Association and the Board and submit a copy of minutes to the VGEA office within a reasonable time.
- 5.2 Notify Officers and Committee Chairpersons of their election or selection.
- 5.3 Issue calls to Board meetings and any other meeting as directed.
- 5.4 Distribute a copy of the meeting minutes to each Board member.
- 5.5 Conduct all correspondence authorized at Board, general, or Executive Committee meetings.

Section 6: The Treasurer shall:

- 6.1 Collect and receive all monies received by the Association.
- 6.2 Be the custodian of Association funds and deposit them in a depository approved by the Board.

- 6.3 Disburse Association funds in accordance with approved budget or as directed by the Board or the Executive Committee.
- 6.4 Present a statement of accounts at all regular meetings of the Board and Executive Committee and at other times as requested by the President.
- 6.5 Close the books at the end of the fiscal year and submit them for audit to an appointed auditor pursuant to Section 13 of Article III.
- 6.6 Provide fidelity bonds in amounts approved by the Executive Committee for any Officer or person authorized to handle Association funds. The Association will bear the expense of such bonds.
- 6.7 The Board may appoint a designee to carry out such duties of the Treasurer as it may determine.

ARTICLE VII– EXECUTIVE DIRECTOR

The Executive Director shall:

Section 1: Serve as general manager of the Association and direct staff activities subject to control of the Board.

Section 2: Attend Board, general, regional and chapter meetings of the Association, conferences and hearings on legislative, retirement, compensation, health care, personnel, or other special programs as may be deemed necessary in the Association's interest and act as occasions may require as the spokesperson for the Association.

Section 3: Conduct recruitment and retention activities. Maintain a detailed record of membership to reflect all paid memberships for the current year. Provide a confidential written report of membership, including counts by classification as of December 31 of the previous calendar year, and an analysis of membership trends and recommendations for membership development and retention at the first Board meeting of the calendar year. This may be done in executive session.

Section 4: Observe the operations and activities of the Office of the Governor, General Assembly, Department of Human Resource Management, other public employee organizations, the Virginia Retirement System or other retirement systems insofar as they may affect the welfare of public employees and retirees and stand ready to engage with these groups to promote the interests of the Association, public employees and retirees, and the general welfare of the Commonwealth.

Section 5: Receive and consider complaints and grievances from members concerning Association services and actions. Such complaints shall be reported to the Executive Committee.

Section 6: Receive and consider complaints and grievances from members concerning work place issues and offer advice, aid and/or referral to the proper agency or individual for resolution.

Section 7: Prepare and submit written reports of Association activities to the President and Board upon request.

Section 8: Ensure publication and distribution of the Association newsletter to each member in good standing. Maintain a website and other online and/or electronic communications as needed.

Section 9: Hire such staff as deemed necessary, subject to the approval of the Executive Committee, who may be designated to carry out such duties as may be assigned by the Executive Director, and evaluate staff annually or as needed.

Section 10: Perform such other duties as may be delegated by the Executive Committee and as outlined in the Executive Director job description on file with the Association.

Section 11: If, for any reason, the Executive Director position is vacated, the Executive Committee shall appoint an interim Executive Director to assume the duties until a replacement is selected.

ARTICLE VIII – MEETINGS

Section 1: A schedule of regular Board meetings shall be determined and published by the Board to include a minimum of four (4) each calendar year.

Section 2: Special meetings may be held at such times and places as determined by Board or the President.

Section 3: The Association shall hold at least one statewide general membership meeting each calendar year. The date and place for the meeting shall be established by the Board.

Section 4: In an emergency, the President or next succeeding Officer may call a meeting and provide notice pursuant to Section 6 of this Article.

Section 5: Groups organized at a Chapter or Regional level under the guidance of the Association may hold meetings. These groups shall operate under the provisions of the Association's Bylaws.

Section 6: The Secretary or the Executive Director shall give at least thirty (30) days notice of regular meetings and ten (10) days notice of special meetings of the Board to all Board Members.

Section 7: Conducting Meetings:

7.1 Meetings shall be conducted according to Robert's Rules of Order, Revised.

7.2 A quorum shall consist of not less than one half of the Members of the Board.

7.3 Not more than three (3) Members may provide written proxies to attend regular, special, or emergency meetings. Such proxies must be provided to the Secretary prior to the meeting and shall be counted in determining whether a quorum is present. In the event more than 3 proxies from members are received, the Secretary shall accept the 3 proxies in the order they are received. The President shall have charge of the manner in which the 3 proxies are exercised in voting.

7.4 A quorum of a statewide general meeting shall consist of those members present at an appropriately published meeting with all actions being affirmed by the Executive Committee.

7.5 Any member may attend Board, general, chapter, or regional meetings, excluding committee meetings, unless invited.

7.6 If neither the President, the Vice President for Administration, nor Vice President for Programs are available to conduct a meeting, the Directors may, provided there is a quorum, elect a meeting Chairperson in accordance with Robert's Rules of Order, Revised.

7.7 The rules contained in Robert's Rules of Order, Revised shall govern the Association in all cases to which they are applicable or consistent with Association Bylaws.

ARTICLE IX – COMMITTEES

Section 1: Committees may be created by the Board as deemed necessary to promote the objectives and to carry on the work of the Association. Each committee shall consist of a Chairperson and other needed members appointed by the President. Committees shall perform duties as assigned and report to the Board.

Section 2: The President shall be an ex-officio member of all committees except the Committee on Nominations, Elections, and Bylaws.

Section 3: Executive Committee

3.1 The Executive Committee shall be composed of the elected Officers of the Association plus the Immediate Past President.

3.2 The President shall chair the Executive Committee, which shall be empowered to act on behalf of the Association and Board in case of emergency and make recommendations to the Board. The Executive Committee shall be required to report its actions to the Board.

3.3 The Executive Committee shall recommend annually a budget for the operation of the association, which shall include the salary of the Executive Director or the amount of the contract for Executive Director, staff and related association management services and any other financial recommendations prior to the last Board meeting of the fiscal year. Any recommendations approved by the Board will be incorporated into the budget for the following year or current year if applicable.

3.4 Any action of the Executive Committee in the name of the Board shall be reported to and confirmed by the Board at its next meeting.

Section 4: Nominations, Elections, and Bylaws Committee

4.1 The Committee shall be made up of no fewer than four (4) members of the Association, plus a Chairperson from the Board, appointed by the President.

4.2 The Committee shall develop a slate of Directors at-Large to be voted on by mail, electronically submitted ballots, or as otherwise approved by the Board.

4.3 The Committee shall examine the credentials of its prospects and nominate a slate of member candidates for Director at-Large positions.

4.4 The Committee shall receive suggested changes or amendments to the Bylaws and present a draft of recommended changes or amendments to the Board for final approval. The Board may amend, approve, or disapprove proposed changes or amendments. Amendments or changes to the Bylaws submitted with 100 or more valid member signatures must be presented to the membership for a vote. The Committee or Board may make clerical, spelling, and technical changes but cannot alter the content of the proposed changes or amendments.

4.5 The Committee shall be responsible for making the general membership aware of the nominees and/or any proposed changes or amendments to the Bylaws to the election and/or referendum.

4.6 The Committee shall have charge of the election and/or referendum by mail, electronic submissions, or other methods approved by the Board.

4.7 The Committee shall be responsible for preparing a ballot, which shall show all the nominees' names and allow sufficient space for write-in votes. Any referendum on Bylaws changes or amendments may be on a separate ballot, which allows members to record an Approve, Disapprove, Abstain vote and provides space for Comments. Ballots shall be included in the Association's official publication, listed on the website, or made available by other approved means to the general membership at least thirty (30) days prior to the election and/or referendum.

4.8 The Committee shall determine the date when all ballots, however distributed, will be counted and notify the membership when the ballots are published. All ballots shall contain both the member's name and membership number to be considered valid unless cast at a statewide general membership meeting.

4.9 The Committee shall determine the validity of each ballot received, count all valid ballots, and notify the membership of the results.

4.10 Directors at-Large are elected by a simple majority of valid votes cast whereas Bylaws changes or amendments require approval of two thirds (2/3) of valid votes cast.

ARTICLE X – BYLAWS CHANGES OR AMENDMENTS

Section 1: Proposed changes or amendments to these Bylaws shall be voted upon by the membership. Proposed changes or amendments shall be submitted in writing to the Nominations, Elections, and Bylaws Committee. The Committee will review the proposals and follow through with action as specified in Article IX.

Section 2: Adoption of any proposed change or amendment shall require a two-thirds (2/3) majority of valid ballots cast.

Section 3: Changes or Amendments adopted by the membership shall become effective immediately.

ARTICLE XI – DISSOLUTION

If, at anytime, this Association should be dissolved either by legal action or by duly adopted resolution of the Board and members, then all surplus assets of the Association shall be sold and returned to the active membership based on the membership roster on the date of dissolution.

ARTICLE XII – TRANSITION

The Board may take such action, as it deems necessary for the successful transition from the current organizational structure to the new organizational structure.

Section 1: For purposes of implementing the changes in Article V and Article VI, as approved by the membership and effective September 14, 2016, the following provisions shall apply:

1.1 Any incumbent Director at-Large serving their initial (first) term as of the effective date of these revisions shall complete their first term. Upon completion of that term, the Director member shall be eligible to be subsequently elected at-large for two (2) consecutive two-year terms.

1.2 The terms of the incumbent President, President-Elect, Vice-President, Treasurer and Secretary shall terminate with the effective date of these revisions. Upon completion of this term, such persons shall be eligible for election to the new offices of President, Vice-President for Programs, Vice-President for Administration, Treasurer and Secretary in accordance with Article VI, Section 1.

1.3 The provisions of this section shall expire on September 30, 2018.