

Amended and Restated
BYLAWS
of
THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

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Amended July 6, 2017

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BYLAWS
of
THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

The name of the corporation is THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC., which is organized as a Virginia nonstock corporation, and recognized by the Internal Revenue Service as a non-profit corporation under § 501(c)(6) of the Internal Revenue Code. The corporation is referred to within these Bylaws as the "Society."

A. MEMBERS

Membership shall be composed of persons who, after application and approval, agree to comply with the provisions of the Articles of Incorporation and the Bylaws of the Society.

1. Classifications:

(a) Executive

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.

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.

(b) Associate

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 Paragraph B.1 below, but shall not serve on the Executive or Nominating committees.

(c) Honorary

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. Such membership shall be non-voting. Potential honorary members shall be reviewed 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.

(d) Semi-Retired

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.

(e) Lifetime

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 in the association industry.

2. Eligibility for Membership

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

3. Voting

Each Executive Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, including but not limited to the right to elect Directors, 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 Society, 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 at a meeting shall govern.

4. Termination of Membership

(a) Financial Delinquency

Any member who fails to pay dues or special assessments as provided in Subparagraph A.5(a) below, shall be dropped from the membership rolls. The member may be reinstated upon the proper settlement of the member's accounts.

(b) Removal for cause

Members may be removed by the Board of Directors for conduct, which, in the Board of Directors' sole 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 Director at least 10 days prior to the meeting. The decision to affirm the Board of Directors' decision of removal in the case of such an appeal must be by two-thirds vote of the voting members present.

(c) Resignation

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

(d) Reassignment

Upon resignation of an Executive membership as described in subparagraph A. 4(c), the organization for which the executive worked may elect to reassign the membership to another employee, provided that person would otherwise qualify for membership in the Society as described in subparagraph A.1(a) and pay any associated fees.

5. Dues

Dues, admission fees, and special assessments, if any, for all classes of membership shall be established by the Board of Directors and published from time to time in the Society's Board Policy Manual.

(a) Delinquency

Any member of the Society who shall be delinquent in dues, fees, or special assessments for a period of 30 days after such obligations become due shall be notified of such delinquency. If payment is not made, the member may be removed from the membership rolls. The member may be reinstated by the Board of Directors upon the proper settlement of the member's account.

6. Meetings of Members

(a) Annual Meeting

A meeting of the members shall be held annually in April 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.

(b) Special Meetings

Special meetings of the members for any purpose shall be held whenever called by the President or the Board of Directors, or by 20 percent of the voting members.

(c) Notices of Meeting

Notice of meetings of members shall be communicated to each member at least 10 days, and not more than 60 days, prior to the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called. Notices may be communicated in writing to a post office address or by electronic means to an address that the member provided to the Society. Notices shall comply with the requirements of § 13.1-842 of the Code of Virginia (1950), as amended (the "Virginia Code"). Notice shall be deemed to be given at the time of the communication.

(d) Quorum

In any meeting of the members, those voting members present, in person, shall constitute a quorum for all purposes, including the election of Directors and Officers.

(e) Remote Participation

Members are authorized to participate in any meeting of members by means of remote communication, subject to any rules set forth in the Board Policy Manual or by the chair, and in conformity with § 13.1-844.2.B of the Virginia Code.

(f) Organization

The President, or in the President's absence, the President-Elect or a chair so voted by the members present, shall call the meeting of members to order and act as chair thereof.

B. BOARD OF DIRECTORS

1. Number and Qualifications

The business and affairs of the Society shall be governed by a Board of Directors, which shall consist of the President, the President-Elect, the Treasurer, the Secretary, and the Immediate Past President as Officers, and nine (9) Directors elected by the members. Also included on the Board of Directors shall be one non-elected representative of the Associate members who shall be appointed by the Nominating Committee and who may serve up to two consecutive one year terms for a total of two years. No more than one

Executive member of the same organization shall serve on the Board of Directors at the same time. The Executive Director shall serve on the Board of Directors as a non-voting member. All Executive members shall be eligible to be elected to the Board of Directors. At least three (3) of the fifteen (15) voting Directors and at least one (1) of the Officers shall be the chief executive officers of the organizations that they represent.

2. Term of Office

Four (4) Directors on even years and five (5) Directors on odd years shall be elected at large from the Executive voting membership at the April annual meeting for terms of two (2) years. No Director shall serve for more than 2 consecutive full terms, for a maximum period of four (4) years, excluding time served as an Officer.

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.

3. Standing Committees

(a) Executive Committee

The Executive Committee shall be composed of the President, President Elect, Immediate Past President, Treasurer, and Secretary of the Society, with the Executive Director serving as a non-voting member.

(b) Nominating Committee

The Nominating Committee shall be composed of the President, President-Elect, Immediate Past President, two most recent past presidents, with the Executive Director serving as a non-voting member. The Immediate Past President will serve as chair and shall have no vote other than to break a tie.

(c) Audit Committee

The Audit Committee shall be composed of two current or former Directors recommended by the President and appointed by the board. The President Elect will serve as chair.

(d) Ad Hoc Committees and Task Forces

The President may create committees and task forces and appoint chairs as deemed appropriate to carry out the business of the Society. The committee and task force chairs will select members of their respective groups.

(e) Vacancies

Any vacancy occurring in the Board of Directors elected as provided above may be filled by the affirmative vote of a majority of the remaining Directors.

4. Meetings

(a) Regular

Regularly scheduled meetings of the Board of Directors may be held at such time or times as may be fixed by the Directors.

(b) Special

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.

(c) Annual

Annual meetings of Directors shall be conducted concurrently with, or directly after completion of, the Annual meeting of members.

(d) Remote Participation

Directors may participate in meetings by, or conduct the meeting through the use of, any means of communications by which all Directors participating may simultaneously hear each other during the meeting, in accordance with § 13.1-865 of the Virginia Code. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

(e) Notice of Meetings

The Secretary shall give notice to each Director of all regular or special meetings 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. Notice shall be deemed to be given at the time of the communication.

(f) Quorum

A majority of the Directors (8 or more) shall constitute a quorum.

(g) Chair

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

(h) Unanimous Consent

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

5. Nomination of Officers and Directors

(a) The Nominating Committee shall meet and present their recommendations at the board meeting immediately preceding the annual meeting. In the event of the unavailability of the immediate past president to serve, the most recent past president shall serve as the chair because time is of the essence.

(b) With the exceptions of the President-Elect and President who will ascend to President and Immediate Past President respectively as a matter of course, no member of the Nominating Committee may be nominated for any Officer or Director of the Society by the Nominating Committee.

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

(d) The slate of Officers and Directors shall then be sent to each member eligible to vote at least 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. Such petition shall be filed with the Secretary at least 1 week before the election. The Secretary shall send or have sent notice of such additional nominations to all voting members before the election.

(e) The election of Directors and Officers shall take place at the annual meeting.

C. OFFICERS

The Executive Officers of the Society shall be a President, President-Elect, Treasurer, Secretary, and the Immediate Past President, all of whom shall be elected annually for a term of one year by the voting members. Terms of office for Executive Officers shall commence on May 1 following their election by members. The Executive Director shall be appointed by the Board of Directors. No Officer except the Executive Director shall serve in the same office for more than two consecutive terms. At least one (1) of the five Officers shall be the chief executive officers of the organizations that they represent.

1. President

The President shall serve as chair 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 of Directors.

2. 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 of Directors 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, the President-Elect shall assume the office of President at the end of the President's term.

3. Treasurer

The Treasurer shall be responsible for financial oversight.

4. Secretary

The Secretary shall be responsible for the record keeping of the Society. The Secretary may delegate their duties, but not the responsibility of the office, to the Executive Director.

5. Executive Director

The Executive Director shall have general charge of, and shall exercise supervision over, the affairs and business of the Society. The Executive Director shall perform such functions and other administrative duties as may be delegated to him by the Officers and Directors.

6. Tenure

(a) Removal

All Officers shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors. 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.

(b) Vacancies

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

D. GENERAL

1. Rules of Order

If the rules set forth in these Bylaws do not address the question, the most recent edition of Robert's Rules of Order shall serve as the parliamentary authority for all matters or procedures, as consistent with applicable laws and regulations including those of Virginia related to nonstock corporations.

2. Fiscal Year

The fiscal year of the Society shall end each 31 December.

3. Waiver of Notice

Whenever any notice is required to be given to any member or Director of the Society 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.

4. Insurance

The Board of Directors shall require that the Society maintain insurance policies for liability as well as for Officers and Directors in sufficient sum as it, in its discretion, deems necessary.

5. Board Policy Manual

(a) The Board of Directors is hereby authorized to create and maintain a manual of policies and operating procedures for the Society, to be referred to as the "Policy Manual." The Policy Manual may address such policies and procedures of the Society, including but not to be limited to, matters addressing membership, dues and/or fees, Directors, Officers and their duties, councils, committees, employees and employment matters and any other matters, to the extent that such matters are not provided for in the Articles of Incorporation or these Bylaws.

6. Amendments to Bylaws or Articles of Incorporation

(a) 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. The Secretary shall inform the membership in writing of any action by the Board of Directors 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.

(b) The Articles of Incorporation of the Society may only be amended with the adoption of the Board of Directors and the approval of the voting members, in accordance with § 13.1-886 of the Virginia Code.

(c) Any amendment to the Bylaws or the Articles of Incorporation of the Society, or any action by the Board of Directors or the membership of the Society to merge the Society, to sell or mortgage the assets of the Society, or to dissolve the Society shall be accomplished by the adoption of a formal resolution voted on by the Board of Directors or the regular membership at a regular or special meeting.