

Bylaws of Association of Leaders in Volunteer Engagement (AL!VE)

ARTICLE I: NAME AND PURPOSE

Section 1 – Name

The name of the organization shall be Association of Leaders in Volunteer Engagement (AL!VE). AL!VE shall be a nonprofit organization incorporated under state guidelines.

This association is organized exclusively for charitable and educational purpose as specified in Section 501 (c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501 (c)(3) of the Internal Revenue Code, of the corresponding section of any future tax code.

Section 2 – Purpose

The Purpose of the association is:

- To enhance and support the spirit of volunteerism
- To foster collaboration and networking among volunteer management professionals
- To promote professional development
- To provide advocacy for leaders in community engagement

ARTICLE II: MEMBERSHIP

Section 1 – Eligibility for Membership

Application for voting membership shall be open to any individual or group entity that supports the purpose statement in Article 1, Section 2. Membership is granted after completion and receipt of membership application and annual dues. Only individual members shall be eligible as board members and to hold office.

Section 2 – Categories of membership:

Membership is divided into individual and agency or local organization memberships.

Individual Membership shall be available for those persons who:

- Are focused on or related to the field of volunteer engagement and those who coordinate, manage and lead volunteers, and
- Pay annual dues at the individual member rate of the Association.

Agency or Local Association Membership shall be available to those who:

- Agency or Local Association that have more than one individual actively involved in the field of volunteer engagement, and
- Can provide documentation regarding the Agency or Local Association's purpose, and
- Identify one person to serve as a liaison to AL!VE who agrees to receive and give information to and from AL!VE, and

- Pay dues according to the size of the Agency or Local Association and the dues structure established by AL!VE's Board of Directors.

Section 3 – Membership categories changes:

The Board of Directors may from time to time review the existing membership categories and adjust the eligibility standards or add or remove a category by taking formal board action.

Section 4 – Annual dues:

The Board of Directors has the authority to propose membership due rate adjustments. Any changes to the dues structure will be changed by a majority vote of the members at a membership meeting (electronic or in-person) where ten (10) percent of the membership is in attendance. Continued for any member of the Association is contingent upon being up to date on membership dues.

Any member of the Association who shall be delinquent in dues payment for a period of sixty (60) days from the renewal date shall be notified of the delinquency and suspended from further services. If payment of dues is not made within the next thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of memberships, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

Section 5 – Rights of members:

Each member shall be eligible to cast one vote in the Association elections. Agency or Local Association members shall have two votes per group in the Association elections.

Section 6 – Resignation and termination:

Any member may resign by filing a written resignation with the Secretary, or by not renewing it on the annual date of renewal. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Any membership may be terminated by a majority vote of the Board. For any cause other than nonpayment of dues a vote for removal shall occur only after the member complained against has been advised of the complaint and had been given reasonable opportunity for defense. Such member, if removed, may appeal the decision of the Board to the Annual Meeting of the association, providing the notice of intent to appeal is provided to the President and/or Executive Director at least 30 days in advance or the meeting.

Section 7 – Non-voting membership:

The Board shall have the authority to establish and define the non-voting categories of membership.

ARTICE III: ORGANIZATIONAL STRUCTURE

Section 1 – Organization:

To achieve the objectives of AL!VE, the Board of Directors may, at its discretion, establish organizational units such as boards, councils, committees, or divisions to serve special interests. The Board of Directors shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualifications for memberships, unless otherwise stated in these Bylaws.

Section 2 – Allied organizations

For the mutual benefit of all, for the advancement of association management, and to further the objectives of AL!VE, the Board of Directors may establish relationships with groups of association executives that are formed on a local, regional (sub-state, or multi-state level) or state basis, and with those that are formed on a counterpart or affinity basis. The Board of Directors may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

ARTICE IV: MEETINGS OF MEMBERS

Section 1 – Regular meetings:

Regular meetings of the members shall be held annually at a time and place designated and duly announced by the Board President with approval of the Board.

Section 2 – Annual meetings:

An annual meeting of the members shall take place as determined by the Board. The specific date, time, and location will be designated and announced by the Board President at least forty-five (45) days in advance. The purpose of the annual meeting is to announce election results of Board Directors and officers, to receive reports on the activities of the Association, to present the direction of the association for the coming year, and to conduct any other business in accordance with the bylaws. The annual meeting may take place electronically, using webcasts, conference calling, or other methods of communication that allow members to participate. Provisions shall be made for electronic voting. Attendance at Association meetings will be defined as participation in person, by electronic means, or by means of communication as established by the Board of Directors.

Section 3 – Special meetings:

Special meetings may be called by the Board President, the Executive Committee, or by a simple majority of the Board of Directors. A petition signed by ten (10)% of voting members may also be presented to call a special meeting.

Section 4 – Notice of meetings:

Written or electronic notices of each meeting shall be given to each voting member not less than two (2) weeks prior to the meeting. Notice of the annual meeting shall be given at least forty-five (45) days in advance.

Section 5 – Quorum:

Ten (10)% of the organization's members at any properly announced meeting shall constitute a quorum.

Section 6 – Voting:

All issues to be voted upon shall be decided by a simple majority of those voting members present for the vote. Allowances will be established by the Board of Directors for electronic or mailed ballot voting as well as voting by proxy. All individual members of the organization are eligible to vote during the designated voting period. Agency or Local Association members shall appoint two (2) representatives to cast the Agency or Local Association's vote.

ARTICLE V: BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation:

The governing body of this association shall be the Board of Directors. The Board is responsible for the overall policy and direction of the Association and may delegate responsibility for the day-to-day operations to the staff and committees. The Board shall have up to nineteen (19) members but no fewer than thirteen (13). The Board receives no salaried compensation other than reasonable expenses approved by the Board. The intent of these Bylaws is to prohibit self-dealing and avoid conflict of interest.

Section 2 – Board terms:

The term of office for Board Members shall be three (3) years. All Board Members are eligible to serve for up to two (2) consecutive terms. Upon the completion of two (2) full terms, a Board Member must rotate off the Board for one (1) full year before seeking re-election. If the need to fill a Board Member position during the year arises, the Board Member elected will complete that year and then could serve two (2) complete consecutive terms if elected.

Section 3 - Board meetings and notice:

The Board shall meet at least quarterly, at an agreed upon place and time. An official board meeting requires that each Board Member have written notice at least two (2) weeks in advance. Meetings may take place virtually. Unless the Board invokes executive privilege, all board meetings are open to the membership.

Section 4 – Board Elections

Elections shall take place annually to confirm or re-confirm the election of officers, by means determined in advance by the Board. Elections may take place in conjunction with a gathering of AL!VE members or virtually. Directors will be elected by a vote of at least ten 10% of the membership.

Section 5 – Board election procedures:

A Board Development Committee shall be responsible for a slate of nominees of prospective Board Members representing the Association's diverse constituency. In addition, any member may nominate a candidate to the slate of nominees. Any member in good standing shall be eligible for nomination.

The secretary shall serve a one (1) -year term as Secretary and may be re-elected for no more than two (2) additional succeeding terms.

The *Treasurer* shall make a report at each board meeting. The Treasurer shall lead the Finance Committee, assist in the preparations of the budget, make financial information available to Board Members and the public (according to regulations) and fulfill assigned responsibilities for regular and annual meetings of membership. The Treasurer shall serve a one (1) -year term as Treasurer and may be re-elected for no more than two (2) additional succeeding terms.

The Equity Leader shall lead the Belonging, Diversity, Equity, Accessibility, and Inclusion (BDEAI) Committee. The Equity Leader will provide a continuous voice to advance the association through BDEAI practices in all aspects of operations and strategic planning. The Equity Leader shall serve a one (1) year term as Equity Leader and may be re-elected for no more than two (2) additional succeeding terms.

The *Immediate Past President* shall serve in an advisory role, , shall serve on special committees as assigned, and shall fulfill assigned responsibilities for regular and annual meetings of the membership. The Immediate Past President shall serve a one (1) year term.

In extenuating circumstances, the Board Members can vote to extend term limits of the elected officers to meet the needs of AL!VE.

Section 8 – Board vacancies:

If a vacancy on the Board exists mid-term, membership will be notified. If the Board of Directors has at least thirteen (13) members, it will be at the discretion of the Executive Committee if the position will be replaced for the remainder of the year. If deemed a replacement is needed, the process to replace the board member will be a call for nominations. Nominations must be submitted within two (2) weeks. The board member nominations will be selected and voted in by a majority of the Board of Directors. These vacancies will be filled only to the end of the year. Any Board Member elected in this way is eligible to run in the normal election process.

Section 9 – Board resignation, termination, and absences:

Resignation from the Board must be presented in writing to the President and the Secretary. A Board Member may be terminated from the Board due to excessive unexcused absences, defined as more than two consecutive unexcused absences from board meetings in a year. A Board Member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Directors.

Section 10 – Special meetings:

Special meetings of the Board shall be called upon the request of the President, or one-third (1/3) of the Board. Notices of special meetings shall be sent out by the Secretary or designated person to each Board Member at least two (2) weeks in advance.

Section 11: Indemnification:

Every director, officer, and employee of the Association, and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses, and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they might be made a party, or in which they may become involved, by reason of being or having been a director, officer, or employee of the association or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, except in such cause wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE VI COMMITTEES

Section 1 – Committee formation:

The Board may create committees as needed. The Board President appoints all committee chairs. The Board shall have the discretion to disband ad hoc committees as needed. In addition to the Executive Committee, AL!VE will maintain nine (9) active committees at all times: Finance, Human Resources and Policy, Board Development, Membership, Marketing, Advocacy, BEDAI, Development and Programs.

Section 2 - Executive Committee

The Executive Committee shall consist of the President, President-Elect, Treasurer, Equity Leader and Secretary. The Immediate Past President shall serve as ex-officio, voting member. The committee's primary function will be to take necessary Board action between board meetings and set board meeting agendas. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 3 – Finance Committee

The function of the Finance Committee will be to prepare the annual budget, create and enforce fiscal policies and procedures, and work with independent source to secure a financial review or an annual audit based on the volume of financial activity and prepared and file obligatory tax documents. The Treasurer will be the Chairperson of the Finance Committee. The Board must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Financial reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the association shall be made available to the membership, Board Members, and upon request shall be available to the public. The Treasurer shall coordinate the work of necessary sub-committees, work groups and/or task forces to accomplish established goals.

Section 4 – Human Resources and Policy Committee

The functions of the Human Resources and Policy Committee shall include oversight of policies, procedures and practices related to AL!VE paid staff and AL!VE volunteers. The Secretary will be the Chairperson of the Human Resources and Policy Committee. The Committee will work to create alignment between staff and volunteer policies where applicable and will incorporate sound management practices throughout AL!VE. The Secretary shall coordinate the work of necessary committees, work groups and/or task forces to accomplish established goals.

Section 5 – Marketing

The function of the Marketing Committee shall be to coordinate the work of communications, public relations, and public outreach on behalf of AL!VE and its members. The Marketing Committee Chairperson shall coordinate the work of necessary committees, work groups and/or task forces to accomplish established goals.

Section 6- Membership Committee

The function of the Membership Committee shall be to review the application and renewal processes for all members, serve as a point of contact for people interested in learning more about AL!VE, responding to questions from the public, review, edit, and develop member benefits as appropriate and other duties as requested by members and the Board. The Membership Committee Chairperson shall coordinate the work of necessary committees, work groups, and/or task forces to accomplish established goals.

Section 7- Board Development Committee

The function of the Board Development Committee shall be to manage the nomination and election process for new Officers and Board Members. This Committee will also manage board orientation and recognition. The President-Elect will lead the committee.

Section 8 – Programs Committee

The function of the Programs Committee shall be to support AL!VE's professional development related to volunteer management. The Programs Committee Chairperson shall coordinate efforts of necessary committees, work groups, and/or task forces to accomplish established goals.

Section 9 – Advocacy Committee

The function of the Advocacy Committee shall be the commitment AL!VE has to advocate for the profession of Volunteer Management. The Advocacy Committee Chairperson shall coordinate efforts of necessary committees, work groups, and/or task forces to accomplish established goals.

Section 10 – Belonging, Diversity, Equity, Accessibility, and Inclusion (BDEAI) Committee

The function of the BDEAI Committee shall be AL!VE's commitment to Belonging, Diversity, Equity, Accessibility, and Inclusion . The Equity Leader shall coordinate efforts of necessary committees, work groups, and/or task forces to accomplish established goals.

Section 11 – Development Committee

The function of the Development Committee shall be the coordination of the fund development plan, create and implement fund development policies, and coordinate fundraising efforts with staff and committees. The Development Committee Chairperson shall coordinate efforts of necessary committees, work groups, and/or task forces to accomplish established goals.

ARTICLE VII DIRECTOR AND STAFF

Section 1 – Executive Director:

An Executive Director or appointed designee may be hired or contracted by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the association's goals and policies or delegating work to or from committees. The Executive Director will attend all board meetings, report on the progress of the association, answer questions of the board members and carry out the duties described in their job description but is not a voting member of the Board of Directors. The Board can designate other duties as necessary.

ARTICLE VIII FINANCE

Section 1 – Fiscal Period:

The fiscal period of the Association shall be the calendar year.

Section 2 – Budget:

With the recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of the association. Within ninety (90) days following completion of the audit or financial review, the Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

Section 3 – Accounting:

The accounts of the Association shall be audited or reviewed not less than annually by a Certified Public Accountant who shall be recommended by the Finance Committee with approval of the Board and who shall provide a report to the Board of Directors.

ARTICLE IX DISSOLUTION

Section 1 – Dissolution of funds:

The Association shall use its funds only to accomplish the purposes outlined in these Bylaws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any remaining funds shall be distributed to one or more organizations organized for charitable or educational purposes as specified in Section 501 (c) 3 of the Internal Revenue Code, or the corresponding section of any future tax code, as determined by the Board of Directors.

ARTICLE X AMENDMENTS

Section 1 – Amendments:

These bylaws may be amended, when necessary, by a majority vote of the membership attending an annual meeting or voting electronically as provided by the board, provided such amendments have been reviewed by the Board of Directors and published for review by the membership at least thirty (30) days prior to the date of the scheduled meeting or voting. Proposed amendments must be submitted to the Secretary to be included on the agenda for the Board of Directors who shall review and make recommendations regarding the adoption of amendments.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by two thirds (2/3) majority vote on **November 26, 2007**.

These Bylaws were approved at a meeting of the Board of Directors by two thirds (2/3) majority vote on **December 7, 2010**.

These Bylaws were approved at a meeting of the Board of Directors by two thirds (2/3) majority vote on **November 29, 2018**.

These Bylaws were approved at the annual meeting by over two thirds (2/3) majority vote on **December 5, 2024**.