

## **BY-LAWS**

### **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 the laws of the State of Indiana.

###### Section 2 – Purpose:

This corporation is organized exclusively for charitable, and educational purposes 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 organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose of this corporation 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 a membership application and annual dues. Only individual members shall be entitled to hold office.

###### *Section 2- Categories of membership:*

Membership is divided into individual, organization, and local association 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 to the Association.

Organization Membership shall be available to those who:

- Organizations (groups) that have more than one individual actively involved in the field of volunteer engagement, and
- Can provide documentation regarding the group's purpose and activities as well as a list of members, and
- Identify one person to serve as a liaison to the national organization who agrees to receive and give information to and from the national organization, and
- Pay dues according to the size of their group and the dues structure established by the Board of Directors.

Local Professional Association Membership shall be available to those who:

- Organizations (groups) engaged in advancing the professional development of Volunteer Managers (e.g., DOVIA, Associations, Nonprofits),
- Can provide documentation regarding the group's purpose and activities as well as a list of members, and
- Identify one person to serve as a liaison to the national organization who agrees to receive and give information to and from the national organization, and
- Pay dues according to the size of their group and the dues structure established by the 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:*

All members shall pay dues annually as set forth by the Board of Directors. The Board of Directors may from time to time adjust the rates. Any changes to the dues structure established by the Board of Directors

may be changed by a majority vote of the members at an annual meeting of the full membership. Continued membership 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 Association elections. Group members shall have one vote per group in Association elections.

*Section 6- Resignation and termination:*

Any member may resign by filing a written resignation with the Secretary, or by not renewing 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 has 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 that notice of intent to appeal is provided to the President and/or CEO at least 30 days in advance of the meeting.

*Section 7- Non-voting membership:*

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

## ARTICLE 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 membership, unless these are otherwise stated in these By-Laws.

*Section 2 - Allied organizations:*

For the mutual benefit of all, for the advancement of association management, and in order 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.

ARTICLE 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 in conjunction with a gathering of professionals in the field or through other means as determined by the Board. The specific date, time, and location will be designated and announced by the Board President at least 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 organization 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 10% of voting members may also be presented to call a special meeting.

*Section 4- Notice of meetings:*

*Section 5- Quorum: Section 6- Voting:*

Written or electronic notice of each meeting shall be given to each voting

member not less than two weeks prior to the meeting. Notice of annual meetings shall be given at least 45 days in advance.

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

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. Group members shall appoint one representative of the group to cast the group'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 overall policy and direction of the Association, and delegates responsibility of the day-to-day operations to the staff and committees. The Board shall have up to 19 members but no fewer than 11. The Board receives no salaried compensation other than reasonable expenses approved by the Board. The intent of these By-Laws is to prohibit self-dealing and avoid conflict of interest.

### *Section 2- Board terms:*

The term of office for Board Members shall be three years with one-third of the Board elected each year. All Directors are eligible to serve for up to two consecutive terms. Upon completion of two full terms, a Board Member must rotate off the Board for one full year before seeking re-election.

### *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 weeks in advance. Meetings may take place via conference calling or web based technology. 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 election of directors and officers, by means determined in advance by the Board. Elections may take place in conjunction with a gathering of AL!VE members or via web-based technology. Directors will be elected by a vote

of at least 10% of the membership.

*Section 5-Board election procedures:*

A Board Development Committee shall be responsible for nominating a slate 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 and election to any elective office of this Association provided that the member shall have served at least one year as a member of the Board of Directions at any time prior to an elective term of office. In accordance with the By-Laws, nominations for President, President- Elect, Treasurer, and Secretary shall be presented annually. Any person so nominated shall have given prior consent to nomination and election as an officer.

*Section 6 - Board quorum:*

A quorum of Board Members must be present for business transactions to take place and motions to pass. Any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting. A quorum of Board Members shall be defined as 50% of the Board Members plus one.

*Section 7-Board officers and duties:*

There shall be four elected officers of the Board consisting of a President, President-Elect, Secretary, and Treasurer. The Past President shall serve on the Executive Committee as an ex-officio, voting member. In addition, three appointed Vice Presidents shall serve on the Executive Committee as ex-officio, non-voting members. Their duties are as follows:

The *President* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting, and shall fulfill assigned responsibilities for regular and annual meetings of the membership. The Board President shall serve as Chair of the Executive Committee, and shall serve a one- year term as President.

The *President-Elect* shall chair a Board Development Committee and other committees on special subjects as designated by the Board and fulfill assigned responsibilities for regular and annual meetings of the membership. The President-Elect shall serve on the Executive Committee of the Board, and shall coordinate strategic planning for AL!VE. The President-Elect shall serve a one-year term, then shall assume the responsibilities of President.

The *Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, assuring that corporate records are maintained and to fulfill assigned responsibilities for regular and annual meetings of the membership. The Secretary shall serve on the Executive Committee of the Board. The secretary shall serve a one-year term as Secretary, and may be re-elected for no more than two additional succeeding terms.

The *Treasurer* shall make a report at each board meeting. The Treasurer shall chair the Finance Committee, assist in the preparations of the budget, help develop fundraising plans, make financial information available to Board Members and the public and fulfill assigned responsibilities for regular and annual meetings of the membership. The Treasurer shall serve on the Executive Committee of the Board. The Treasurer shall serve a one-year term as Treasurer, and may be re-elected for no more than two additional succeeding terms.

The *Immediate Past President* shall serve in an advisory role as an ex-officio, voting member of the Executive Committee, shall serve on special committees as assigned, and shall fulfill assigned responsibilities for regular and annual meetings of the membership.

The *Vice President* for Marketing shall oversee the Association's public outreach, communications and funds development efforts. The individual appointed to this position shall serve as an ex-officio, non-voting member of the Executive Committee, and shall serve as a liaison between the Executive Committee and any committees established to support functions related to marketing on behalf of AL!VE.

The *Vice President* for Membership shall oversee the Association's member services, member networking and all other member support efforts. The individual appointed to this position shall serve as an ex-officio, non-voting member of the Executive Committee, and shall serve as a liaison between the Executive Committee and any committees established to support functions related to membership on behalf of AL!VE.

The *Vice President* for Programs shall oversee the Association's professional development and advocacy efforts. The individual appointed to this position shall serve as an ex-officio, non-voting member of the Executive Committee, and shall serve as a liaison between the Executive Committee and any committees established to support functions related to programs and products on behalf of AL!VE.

*Section 8- Board vacancies:*

When a vacancy on the board exists mid-term, the secretary or their designee will notify the membership and make a call for nominations. Nominations must be submitted within two weeks of notifying the membership. 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 vacated board members term. Any board member chosen 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 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 of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member at least two 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 discretion to disband ad hoc committees as needed. In addition to the Executive Committee, AL!VE will maintain six active committees at all times: Finance, Human Resources and Policy, Board Development, Membership, Marketing and Programs.

*Section 2- Executive Committee:*

The Executive Committee shall consist of the President, President Elect, Treasurer and Secretary. The Immediate Past President shall serve as an ex-officio, voting member. The Vice President for Marketing, Vice President for Membership, and Vice President for Programs shall serve on the Executive Committee as ex-officio, non-voting members. 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 By-Laws, 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, oversee the development of the annual fund development plan, create and enforce fiscal policies and procedures, create and enforce fund development policies, and work with an independent source to secure a financial review or an annual audit based on the volume of financial activity, and prepare and file obligatory tax documents. The Treasurer will be the Chair 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. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization shall be made available to the membership, Board Members, and upon request shall be available to the public.

*Section 4- Human Resources and Policy Committee:*

The function of the Human Resources and Policy Committee shall include oversight of policies, procedures and practices related to any and all AL!VE paid staff and AL!VE volunteers. The Committee will work to create alignment between staff and volunteer policies where applicable and will at all times incorporate sound volunteer management practices throughout AL!VE's work.

### *Section 5 – Marketing*

The function of the Marketing Committee shall be to coordinate the work of communications, public relations, funds development, public outreach, and partnership development on behalf of AL!VE and its members. The Vice President for Marketing shall coordinate the work of necessary committees, work groups and/or task forces to accomplish established objectives.

### *Section 6- Membership Committee:*

The function of the Membership Committee shall be to manage the registration and renewal process for all members, serve as a point of contact for people interested in learning more about AL!VE, responding to questions from the public, and other duties as requested by members and the Board. The Vice President for Membership shall coordinate the work of necessary committees, work groups, and/or task forces to accomplish established objectives.

### *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.

### *Section 8 – Programs Committee:*

The Programs Committee shall function as AL!VE’s support for professional development related to volunteer management and advocacy for the profession of Volunteer Resource Management. The Vice President for Programs shall coordinate efforts of necessary committees, work groups, and/or task forces to accomplish established objectives.

## 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 organization’s goals and policies or delegated work from committees. The executive director will attend all board meetings, report on the progress of the organization, 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.

### *Section 1- Fiscal Period:*

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

*Section 2- Budget:*

With recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of the society. Within 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.

ARTICLE VIII FINANCE

*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 the approval of the Board and who shall provide a report to the Board of Directors.

*Section 1- Dissolution of funds:*

ARTICLE IX DISSOLUTION

The Association shall use its funds only to accomplish the purposes outlined in these By-Laws 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 and 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 By-Laws 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 30 days prior to the date of the scheduled meeting. 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 By-Laws were approved at a meeting of the board of directors by a two-thirds majority vote on **November 26, 2007**

These By-Laws were amended and approved at a meeting of the Board of Directors by a two-thirds majority vote on **December 7, 2010**.

These By-Laws were amended and approved at a meeting of the Board of Directors by a two-thirds majority vote on **November 29, 2018**.