

BY-LAWS

ARTICLE I NAME

- 1.01 The name of the corporation shall be the Houston Association of Volunteer Administrators, hereinafter referred to as “HAVA” or the Association.

ARTICLE II PURPOSES

- 2.01 The Houston Association of Volunteer Administrators is organized to promote the professional development of individuals who administer volunteer involvement programs by facilitating the exchange of information and experience. The corporation shall pledge its assets for use in performing its charitable functions.

ARTICLE III OFFICES

- 3.01 The principal office of the corporation shall be located in the City of Houston, Harris County, Texas. HAVA may have other offices within the State of Texas as the Board of Directors may determine or as the affairs of the corporation require.
- 3.02 The corporation shall have and continuously maintain in the State of Texas, a registered office and a registered agency whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. HAVA shall be charitable and educational in nature. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the Board of Directors may change the address of the registered office.

ARTICLE IV MEMBERSHIP

- 4.01 **Categories of Members.** There shall be three categories of membership, all of which support the mission, goals, and philosophy of the organization. The three categories are:

Agency Members: All organizations, corporations and businesses are eligible to join and can be represented by one primary member. Additional members can be added as an Associate Member.

Associate Members: All organizations, corporations and businesses that are HAVA agency members can add representatives as associate members at this level.

Individual/Consultant: This membership is for persons who represent themselves or a governmental agency.

- 4.02 Membership Criteria.** In accordance with Board approved membership policies, the Membership Committee will recommend to the board of Directors applicants for all categories of membership. Membership shall be approved upon affirmation of the Board.
- 4.03 Voting Rights.**
- a. Each member shall have one vote. Any individual who is authorized to vote in more than one category may only vote in one category.
 - b. The Board of Directors may authorize voting by mail, by email or by facsimile on matters submitted to the membership in specific instances. One third of the members must cast their votes in order for a mail, email, and facsimile vote to be valid.
 - c. In order to be eligible to vote, all members shall have been in good standing, as defined in policies and procedures adopted by the Board of Directors, for at least thirty (30) days prior to the date of any vote.
- 4.04 Decisions.** Members wanting to submit items for discussion at meetings of the membership, including items requiring a vote, must follow the Board approved procedures.
- 4.05 Termination of Membership.** HAVA may suspend or terminate the membership of any member, in any category who becomes ineligible for membership or who, by their actions, consistently undermines the Association's purpose and/or philosophy as stated in the policies of the Association. HAVA shall follow the Board approved procedures for membership suspension or termination and, if necessary, the member's appeal of suspension or termination.
- 4.06 Reinstatement of Membership.** HAVA shall follow the Board approved procedures for reinstatement of membership after suspension or termination.
- 4.07 Resignation.** Any member may resign by filing a written resignation with the Membership Committee, but such resignation shall not relieve the member of any financial obligation accrued and unpaid.
- 4.08 Reinstatement of Resignation.** Upon written request signed by a former member and upon recommendation of the Membership committee, the Board of Directors may reinstate such former member on such terms, as the Board may deem appropriate.
- 4.09 Transfer of Membership.** Membership in this Association is not transferable or assignable.

ARTICLE V MEETING OF MEMBERS

- 5.01 Annual Meeting.** An annual meeting of the members shall be held each year at such date and time as determined by the Board of Directors for the transaction of any business as may come before the meeting and may include the election of Directors. If election of Directors shall not be held on the date of the Annual

- Meeting, the Board of Directors shall cause the election to be held at a meeting as close thereto as possible.
- 5.02 Regular Meeting.** Regular meetings in addition to the annual meeting of the membership may occur according to a schedule and place established by the Board of Directors.
- 5.03 Educational Programs.** Educational meetings shall be held at such date and time as determined by the Board of Directors.
- 5.04 Special Meeting.** Special meetings of the members may be called by the President, the President Elect, with two additional members of the Board of Directors or ten (10) percent of the members entitled to vote. The purpose of the meeting must be specified in the notice.
- 5.05 Place of Meeting.** The Board of Directors may designate any place within the county of Harris as the place of meeting for any annual, regular, or special meeting called by the Board of Directors.
- 5.06 Notice of Meetings.** Written or telephone notice stating the place, day, hour, and purpose of any meeting of members shall be delivered, either personally, by mail, by e-mail, by voice mail, or by facsimile, to each member. Any member shall be deemed to have waived notice if the member or its designated or alternate representative had actual knowledge of a meeting and failed to object at or prior to the meeting. A thirty (30) day notice shall be required for the annual meeting and a ten (10) day notice for any other regular or special meeting.
- 5.07 Quorum.** Ten percent (10%) of members eligible to vote *who are present* at any given meeting of the membership may constitute a quorum.
- 5.08 Open Meeting.** All meetings of the membership shall be open.

ARTICLE VI BOARD OF DIRECTORS

- 6.01 General Powers.** The Board of Directors shall manage the affairs of the Association. Directors must be residents of the greater Houston Metropolitan area and must be members of the Association.
- 6.02 Number and Tenure.** There shall be no less than 9 and no more than 15 members of the Board of Directors. Each elected Director shall hold office for two (2) years, and may be re-elected for one (1) additional term.
- 6.03.1 Qualification.** Membership on the board shall be open to all individuals who are members of the Association and are recommended by the Nominating committee or nominated from the floor, elected by the general membership and approved by the Board of Directors.

- 6.04 Nominating and Election Process.** A slate of Board of Directors will be recommended to the membership through a nomination process which includes the completion of a nomination application which will be forwarded to the nominating committee. The nominating committee chair will present the slate of directors to the board President and to the membership. The election process will occur either at the Annual meeting or preceding the meeting by the date that is designated by the present board of directors.
- 6.05 Regular Meetings.** A regular monthly meeting of the Board of Directors shall be held at the time and place to be decided by the Board of Directors without another notice than what is stated in the by-laws.
- 6.05.1 Special Meetings.** A special meeting of the Board of Directors may be called by or at the request of the President of the Board, or any (5) Directors.
- 6.07 Notice.** Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice. Notice shall be delivered personally, by facsimile or by mail or by email to each Director at her/his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the purpose of the special meeting of the Board of Directors shall be specified in the notice of such meeting. No other business shall be transacted at said meeting.
- 6.08 Open Meetings.** All meetings of the Board of Directors will be open, except upon an affirmative vote of the call for Executive Session to discuss personnel or legal matters.
- 6.09 Quorum.** A majority of the Board of Directors present shall constitute a quorum at any meeting of the Board, but not less than three. If less than a majority of the Directors are present at said meeting, those Directors shall not decide any matter that requires a vote of the Board.
- 6.10 Manner of Acting.** The act of a majority of the Directors present at a meeting, which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
- 6.11 Procedure.** The Board of Directors shall keep regular minutes of its proceedings. These minutes shall be mailed, faxed or emailed to Board members at least five (5) days prior to the next scheduled meeting.
- 6.12 Vacancies.** The Board of Directors shall fill any vacancies occurring on the Board of Directors. A Director elected to fill a vacancy for the unexpired term of her/his predecessor in office of less than one year will be eligible to serve one (1) full term on the Board. Total terms shall not exceed six (6) years. The President

- of the Board has the discretion to appoint directors to fill director-at-large positions.
- 6.13 Compensation.** Directors shall not receive any compensation from the Corporation for their services, but by resolution of the Board of Directors, approved expenses may be allowed. Nothing herein contained shall be construed to preclude any Director from representing the Association in any other capacity and receiving compensation therefore, upon approval of the Board of Directors.
- 6.14 Informal Action by Directors.** Any action required to be taken at a meeting may be taken without a meeting, if a consent in writing setting forth the action to be taken, is signed by all of the directors or members of a committee as the case may be. Such consent shall have the same force and effect as a unanimous vote. A written record of the vote shall be prepared and adopted by the Board at the next scheduled meeting of the Directors in the same manner as minutes of regular board meetings.
- 6.15 General Duties.** Each Director is a fiduciary of the Association and shall execute all duties and responsibilities incumbent upon HAVA Board members in accordance with the law and these Bylaws, including but not limited to, financial oversight, resource development, public education, public relations and committee work.
- 6.16 Removal.** Any officer may be removed by a two-thirds (2/3) vote of a quorum of the Board of Directors for due cause (after a grievance procedure has been exhausted) when it is the Board's judgment the best interests of the association would be served. A two-thirds vote of the full board is required to remove a Director. The Secretary shall give notice of the removal not more than ten (10) days subsequent to such action. A Director who is removed from the board pursuant to this section shall have the right to appeal such action through grievance procedures established as policy by the Board of Directors.
- 6.17 Absences.** A Director's absence from two consecutive regular or special meetings of the Board or from three such meetings in a calendar year may constitute cause of initiation of removal from the board.
- 6.18 Resignation.** Any Director may resign by giving written notice to the President. The resignation shall be effective on the date stated in the resignation notice.

ARTICLE VII OFFICERS

- 7.01 Officer Position.** The officers of the Association shall be President, President Elect, Secretary, Treasurer, and Immediate Past President. Officers shall be elected by the membership for a term of two (2) years at the annual meeting or prior to said meeting and may serve no more than two (2) consecutive terms per position. To be eligible to serve as an officer of the Association, an individual must be a current Board member who has served as a member of the Board of Director during the past five (5) years.

7.02 Officer Duties. Duties of the Association's Officers shall be as follows:

- a.** The **President** shall be the principal executive officer of the Corporation and shall, in cooperation with the Executive Director, provide information and recommendations to the board regarding the supervision and coordination of the business and affairs of the Association. S/he shall preside at all meetings of the Board of Directors and Executive Committee. The President shall appoint the Chair of each committee. S/he shall sign official documents as required by law or by the Board. S/he shall serve as the Chair of the Executive Committee and shall coordinate their activities. S/he shall serve as liaison to the Board for the Association of Volunteer Administrators and Directors of Volunteers in Agencies. The chair shall have such powers and /or perform any such duties as are vested in her/him by these by-laws and such duties as prescribed by the Board of Directors.
- b.** The **President Elect** shall assist the President, assume the duties of the President in her/his absence and succeed the President if the President is unable to complete her/his term of office as well as the following year after the President's term is completed. The President Elect shall also serve as chairperson of the planning committee for the Joan Waite Hanlon Award Event.
- c.** The **Secretary** shall keep a record of attendance and the minutes of all Board of Directors meetings, will keep a register of the post office address of each member, which shall be furnished to the Secretary by each member. S/he shall be responsible for the pick-up and distribution of the association mail and for the publication of the monthly newsletter. The Secretary shall be responsible for the maintenance of the Post Office Box and shall serve as Chairperson of the Association Scholarship Program. S/he shall ensure proper notice of all meetings and Board action in compliance with the Bylaws. The Secretary shall be responsible for advising the Board on compliance with the bylaws. S/he shall sign official documents as required by law or by the Board.
- d.** The **Treasurer** shall ensure books of account, consistent with standard accounting practices, are maintained. S/he shall deliver a report at each meeting of the Board of Directors and shall provide a year-end report to the General Membership at the annual meeting. The treasurer shall ensure performance of proper federal, state, and any other report which may be required, as well as an annual certified review or audit of the books of account. S/he shall assist the Board to develop fiscal management policies, shall supervise the operating budget and shall serve as Chair of the Finance Committee. S/he shall sign official documents as required by law or the Board.
- e.** **Ex-Officio Director.** The Immediate Past President of the Board of Directors, who has served full term shall be an ex-officio member of Board of Directors for one (1) additional year. The Immediate Past President shall chair the Nominating Committee and serve on the Executive Committee until the term of the President is expired.

- f. Any vacancy occurring in the officer positions shall be filled by the Executive Committee until the next regular election of officers, except the President Elect shall succeed to the vacant position of the President.

ARTICLE XIII COMMITTEES

8.01 Executive Committee. The Executive Committee shall meet on a regular basis and shall provide information and recommendations to the Board regarding the supervision of the business and affairs of the Association. If an emergency situation arises, the Executive Committee shall be empowered to act on behalf of the corporation. The Board of Directors may empower the Executive Committee to take action on specific matters by an affirmative vote of two-thirds of the Board. Any action taken by the Executive Committee must be ratified by the full Board within the time period specified or 30 days, whichever is less.

8.02 Standing Committees. Board members shall chair all standing committees. The standing committees shall be Membership, Education, Nominating and Planning Committee. All members of standing committees must be members in good standing. Standing committees may establish work groups for projects of limited duration in accordance with Board approved policy.

a. Membership Committee. The Membership Committee shall distribute membership packets to new members, maintain the membership roster and oversee the publication of the annual membership directory. The Committee is also responsible for planning and coordinating an annual membership drive.

b. Education Committee. The Education Committee shall be responsible for a minimum of four (4) education programs per year as well as arranging meeting locations for the year. The Committee shall provide the Association with periodic updates on national and state volunteer activities and summarize information from journals, newsletters or other material related to volunteer administration. The Committee shall also organize two (2) Volunteer Management 101 training sessions per year.

c. Nominating Committee. The Nominating Committee shall consist of three members, two of which are elected by the membership. The Nominating Committee shall present the slate of Board Member nominees and Nominating Committee members 30 days preceding the annual meeting. The committee shall be chaired by the Ex-Officio Director.

8.03 AdHoc Committees. The Board of Directors may activate ad hoc committees in accordance with Board approved policy to address specific items or task affecting the business and affairs of the Association.

8.04 Task Forces. The Board of Directors may establish task forces in accordance with Board approved policy.

**ARTICLE IX
CONTRACTS, CHECKS, DEPOSIT AND GIFTS**

- 9.01** **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers authorized by these Bylaws, or enter into any contract or execute and deliver any instruments in the name of, or on behalf of, the Corporation. Such authority may be general or confined to specific instances.
- 9.02** **Checks and Drafts.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officers or agents of the Association in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the President and the Treasurer shall sign them.
- 9.03** **Deposits.** All funds of the Association shall be deposited within two (2) days of receipt to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors or its duly authorized agents may select.
- 9.04** **Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general or special purposes of the Association.

**ARTICLE X
BOOKS AND RECORDS**

- 10.01** The Association shall keep correct and complete books and records of accounts, records of attendance and the minutes of the proceedings of the Board of Directors, all committees, and its members having any authority of the board of directors. The Association shall keep at its registered office of principal office in this State an accurate record of the names and address of the members entitled to vote. A member of the Association, on written demand, stating the purpose of the demand, has the right to examine and copy, in person or by agency, accountant, or attorney, at any reasonable time for any proper purpose, the books and records or the Association relevant to that purpose, at the expense of the member.
- 10.2** The fiscal year of the Association shall begin on January 1 and end on December 31. An audit of the books and records of the Association shall be conducted annually. The audit report shall be presented to the Board of Directors within thirty (30) days of its completion.

**ARTICLE XI
DUES**

- 11.01** **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee or special assessment, if any, and the annual dues payable to the Association by members of each category.

11.02 Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of period for which such dues become payable, her/his/its membership may there upon be terminated as provided in the Membership Policy adopted by the Board of Directors.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

For procedures not outlined in the Bylaws of the Association, the authority shall be Robert's Rules of Order, Newly Revised.

**ARTICLE XIII
AMENDMENT TO BYLAWS**

Any member may propose amendments to the Bylaws. Such amendment shall be submitted according to Board approved procedures for consideration and presentation to the Board of Directors.