

**BY-LAWS**  
**OF**  
**THE VIRGINIA EXECUTIVE INSTITUTE ALUMNI ASSOCIATION**

**ARTICLE I**  
**GENERAL**

Control of the affairs of the Virginia Executive Institute Alumni Association (VEIAA) shall be vested in its full members and shall be exercised, subject to the control of said members, through its officers and Board of Directors.

**ARTICLE II**  
**NAME, IDENTITY and PURPOSE**

Section 1.01 Name: The name of the organization is the Virginia Executive Institute Alumni Association (hereinafter VEIAA or the Association).

Identity: The VEIAA promotes executive education and development to achieve enhanced performance of state government executives and organizations.

Section 1.02 Mission: To extend the VEI experience by providing opportunities for education, professional training, leadership development, and networking with fellow alumni and state leaders to achieve enhanced performance of state government.

Objectives:

1. Develop opportunities for Alumni to learn, connect, serve and lead.
2. To provide continuing education in leadership development.
3. Enhance communication and collaboration opportunities among state government executives.
4. Create a forum to recognize and promote the qualities and assets of the VEIAA.
5. To actively recruit participants for VEI.

### **ARTICLE III** **MEMBERSHIP**

Section 2.01 Membership: There are three categories of membership as described below. Each category receives the same services from the VEIAA, can participate in VEIAA activities and events and can serve on committees.

Section 2.02 Full Membership: Full membership in the Association is extended to all graduates of the advanced executive training programs of the VEI. An applicant for membership shall submit to the VEIAA a completed membership application and payment of the appropriate dues, as established by the Board of Directors.

Only full members can vote and hold office.

Section 2.03 Honorary Membership: The Board of Directors may, by a majority vote, admit up to three persons to honorary membership for a two year term. Honorary members shall not have the right to vote or hold office, nor shall they be required to pay dues.

Section 2.04 Standing Committees: The President shall appoint a chairperson of the Board for the four Standing Committees: the Finance Committee, the Membership Committee, the Event Planning Committee, and the Marketing and Communications Committee. The chairperson of each committee shall appoint committee members from members in good standing.

### **ARTICLE IV** **BOARD OF DIRECTORS**

Section 3.01 Composition: The Board of Directors shall be composed of 12 members. Members shall be elected for a three-year term. The immediate past president shall serve as an ex-officio member of the Board with voting privileges. The Director of the Center for the Public Policy of Virginia Commonwealth University shall serve as an ex-officio member of the Board of Directors, without a vote. With the exception of the ex-officio members, no active member in good standing shall serve more than two consecutive terms on the Board of Directors.

Section 3.02 Election of Directors: Elections of board members shall be held at regular annual meetings of the Association. Vacancies on the Board that are not otherwise provided for by these by-laws may be filled by appointment by the Board until the next annual election. A nominating committee of three active members in good standing, and appointed by the president, shall present a slate of candidates at the annual meeting. All nominees must be full members of the Association and must have indicated that they will serve if elected.

Section 3.03 Officers: The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. The officers shall be elected annually by the Board of Directors as soon as convenient after the annual election of board members. The term of office shall commence January 1 of each year and terminate on December 31 of the same year. In case of vacancy in the office of the president, the vice-president shall become president and serve for the remainder of the

unexpired term. The VEIAA Board of Directors may designate one of its members to serve as acting officer for any period when an officer is unable to serve.

- (a) President: The President serves as the executive officer of the Alumni Association and manager of the Association Board of Directors. The President shall call and preside at all meetings of the Association and Board of Directors; and shall have such other powers as may be required by the Board of Directors or Bylaws. The President shall appoint chairperson(s) of standing committees, and chairperson(s) of ad hoc committees. Standing committees include, but are not limited to: Finance, Membership, Event Planning, and Marketing and Communications. All standing committees appointed by the president shall include at least one VEIAA board member.
- (b) Vice-President: The Vice-President shall perform such usual duties of the office as are assigned by the President and shall also serve as president-elect of the Association. The Vice-President will assume the duties of the President during a temporary absence or incapacity of the President. In the event of the death, resignation, or permanent incapacity of the President, the Vice-President will succeed to the office of President for the balance of the term.
- (c) Secretary: The secretary shall keep all minutes of the Association and the Board of Directors meetings; shall have custody of and maintain on a current basis all membership records; and shall keep the permanent records of the Association.
- (d) Treasurer: The Treasurer shall oversee the development and observation of the Association's financial policies; regularly inform the Board of key financial reports, events, trends, and concerns; and with it propose the annual budget and financial reports at its annual meeting. The Treasurer shall accept and hold in trust all funds or moneys contributed to the organization and shall pay out the same upon authorization of the president with the advice and consent of the Board of Directors.

Section 3.04 Executive Committee: At a minimum, the officers shall serve as the Executive Committee. This body is authorized to conduct the business of the Board of Directors between meetings. Further, the Executive Committee is authorized to conduct business, by unanimous consent of all members of the Executive Committee, by phone, mail, or other electronic connection.

Section 3.05 Quorum: Five voting members of the Board shall constitute a Quorum.

## **ARTICLE V** **MEETINGS**

Section 4.01 Annual Meeting: The Annual Meeting of the Association shall be held on such date and at such time as may be specified by the Board of Directors. Reports on the work for the year, with pertinent recommendations, if any, shall be made by the President.

Section 4.02 Special Meetings: Special Meetings may be called by the Board of Directors, the President, or members in good standing representing at least one-tenth of the total Full Membership in good standing.

Section 4.03 Roberts' Rules of Order: Except as otherwise provided herein, the proceedings of all meetings of the Association shall be governed by Roberts' Rules of Order.

Section 4.04 Quorums: At any duly called annual or special meeting of members, 25 of the members entitled to vote, represented in person or by validly received mailed ballots, shall constitute a Quorum. Unless otherwise provided in these by-laws, the affirmative vote of a majority of the members entitled to vote, represented in person or by validly received mailed ballots, at a meeting at which a Quorum is present, shall be necessary for the adoption of any matter voted on by the members.

## **ARTICLE VI** **MEMBERSHIP FEES**

The amount and dates of payment of all dues, if any, to the Association shall be as determined by the Board of Directors.

## **ARTICLE VII** **AMENDMENT OF BY-LAWS**

These by-laws may be altered, amended, or repealed by a two-thirds vote of members present in person or by mailed ballot at any annual or special meeting of the Association. Amendments to the by-laws shall be made in the following manner:

- (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either an annual or special meeting.
- (b) Written or printed notice setting forth the proposed amendment(s) shall be given to each member entitled to vote at such meeting at least 10 days prior to the meeting. An attempt to notify active members through the U.S. Postal Service based upon the most recent contact list maintained by the board is sufficient action to satisfy this condition.
- (c) The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by members present at such meeting and as represented by validly received mailed ballots.
- (d) Any number of amendments may be submitted and voted upon at any one meeting.