

Approved May 2008

**VIRGINIA ASSOCIATION FOR ADULT AND CONTINUING EDUCATION  
VAACE**

**BYLAWS**

**ARTICLE I – NAME**

Section 1. The name of the organization as incorporated shall be the Virginia Association for Adult and Continuing Education (VAACE), a non-stock incorporation. The Board of Directors shall have power to affiliate the Association with whatever national organization(s) that support(s) the purposes and objectives of the Association. VAACE shall not engage in any activity which could be construed to be inconsistent with the status as a charitable educational organization as defined in Section 501 (c)(3) of the Internal Revenue code of 1954, and any successor thereto.

Section 2. The registered office of the corporation shall be in the Town of Blacksburg, Virginia.

**ARTICLE II – GENERAL PURPOSE AND OBJECTIVES**

**Section 1. Purpose**

- a. To unite, for the purpose of professional development, individuals whose interests and vocation in adult, continuing, and community education are such that they would benefit from regular association through periodic meetings, conferences, and other forms of communication.
- b. To assist the general disciplines encompassing the profession to seek funding through all appropriate funds available.
- c. To foster the development of adult, continuing, and community education programs so that an increased number of options will be available to all citizens regarding social, educational, and occupational decisions.
- d. To define and foster more clearly in the minds of individuals involved in the field and of the general public the nature of the education of adults and its importance in enhancing the quality of life of the individual citizen.
- e. To develop and project a solid identity of the Association and its membership toward the objective of becoming a significant force in the policy-making process in programs related to adult, continuing, and community education.

**Section 2. Specific Objectives**

- a. To cooperate with diverse agencies, organizations, groups, and individuals in planning adult, continuing, and community education programs.
- b. To publish periodically an informative newsletter.
- c. To encourage and stimulate professional development within the board discipline.

- d. To plan and convene an annual conference.
- e. To develop and make available position and policy papers on those major issues concerning adult, continuing, and community education to decision makers so theirs will be informed decisions.

Section 3. To further the above purpose of the Association, the Board of Directors shall receive or acquire money and property of every kind and description, administer and expend the same to do all things otherwise permitted to be done by its charter and within the state and federal laws/regulations in effect. In the event of the demise of the corporation and after all outstanding debts and obligations have been paid, the Board of Directors shall have the power to disperse all remaining money and property.

### **ARTICLE III- MEMBERSHIP**

Section 1. Membership shall be open to all individuals interested in the broad fields of adult, continuing, and community education.

Section 2. Only members of the Association shall be eligible to vote at business meetings or serve in any of its elective or appointive positions. There shall be three classes of membership: life, professional (full and part time professionals), and contributing (retirees, students, volunteers, and full and part time support staff such as teacher assistants and clerical workers).

Section 3. All classes of membership are entitled to the same rights and benefits.

Section 4. The membership year begins October 1 and ends September 30. Persons may be admitted to membership at any time.

Section 5. Dues for each class of membership shall be determined by the Board of Directors and approved at the annual business meeting.

### **ARTICLE IV – OFFICERS AND THE BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the elected officers, four elected Directors at Large, and an elected director (s) from each interest section. Each elected officer, Director at Large, and Interest Section Director shall have one vote. Interest section representation is determined by membership as defined in Article VIII, Section 2.

Section 2. The elected officers of the Association shall be a President, a President-elect, a Secretary, and a treasurer. The immediate past President shall be considered an elected officer.

Section 3. The Executive Committee of the Board of Directors shall consist of the elected officers.

## **ARTICLE V – NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

- a. There shall be a nominating committee composed of three members: the immediate past president and at least two other members of the Association. The chairperson shall be the immediate past president. If the immediate past president is unable to serve, the chairperson shall be appointed by the President with the approval of the Board of Directors.
- b. The nominating committee shall invite and encourage members of the Association to serve as officers and nominate qualified members for office.
- c. The nominating committee shall nominate two people for each vacant position when possible.
- d. The proposed slate of officers shall be presented together with brief biographies and platform statements to the membership through the Association newsletter or through other means of communication at least sixty days prior to the mailing of the ballots to the membership for election of the officers.
- e. From the time of presentation of the nominating committee's proposed slate of officers (d above) a period of thirty days will be provided for receipt of additional nominees from the general membership.
- f. No person may be placed in nomination either by the nominating committee or from the floor without the consent of the nominee.

### **Section 2. Election of Officers and Board of Directors**

- a. Officers, Directors at Large, and Interest Section Directors shall be voted upon by ballot distributed to the membership at least thirty (30) days prior to the annual business meeting conducted at the time of the annual conference.
- b. All elected officers, Directors at large, and Interest Section Directors shall serve for a term of two years.
- c. Newly elected officers and Board of Directors will assume their duties following the annual conference.
- d. Elected officers and directors shall not be eligible to serve more than two consecutive terms in the same office with the exception of the Treasurer and the Director of Long-term Conference Planning.

## **ARTICLE VI – DUTIES OF OFFICERS**

**Section 1.** The president shall preside at all meetings of the Association and of the Board of Directors; shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the association or by the Board of Directors; shall coordinate the

work of the officers and committees of the Association in order to promote the purpose and objectives of the Association; shall appoint the newsletter editor and all committee chairpersons, with the approval of the Board of Directors; and shall be a member ex-officio of all committees except the nominating and awards committees.

The president shall appoint individuals to fill vacant positions among the officers and Board of Directors until the next election. A vacant position of a director of any interest section shall be filled from the interest section where the vacancy occurs and is subject to the approval of the Board.

Section 2. The President-Elect shall become familiar with the President's duties and responsibilities. The President-Elect shall prepare to become President, shall perform the duties of the President in the President's absence, shall assist the President in every possible way, and shall become President in the event the position of President becomes vacant.

Section 3. The Past President shall chair the nominating committee.

Section 4. The Secretary shall record the minutes of all meetings of the Association and of the Board of Directors, conduct such correspondence as shall be advisable and necessary, and shall keep all annual records of the Association. At the end of the term of office, the Secretary shall transfer to the Historian all appropriate records for retention in the archives.

Section 5. The Treasurer shall have custody of all the funds of the Association, shall keep a full and accurate account of receipts and expenditures, and, in accordance with the budget created jointly by the President and the Treasurer and adopted by the Board of Directors, shall make disbursements authorized by the President or the Board of Directors. The Treasurer shall present a financial statement at every Board of Directors and Association meeting.

The Treasurer's account shall be audited at the end of each fiscal year or before a new Treasurer assumes office. The auditor shall be appointed by the Board of Directors and shall present a report for adoption by the Board of Directors.

## **ARTICLE VII – BOARD OF DIRECTORS**

Section 1. The business and affairs of the Association shall be managed and Directed by the Board of Directors, which includes the elected officers, Directors at Large, and Interest Section Directors consisting of:

- a. The president, president-elect, secretary, treasurer, and immediate past president of the Association.
- b. Four directors at Large representing the standing committees assigned to each

1. Director of Systems and Professional Development representing the Scholarship, Mini-Grants, Awards, Organizational Liaison and Development Fund Committees.

2. Director of Long-Term Conference Planning representing the Conference Committee.

3. Director of Communications representing the newsletter editor, historian, Technology Committee and Membership Committee.

4. Director of Legislative and Policy Issues representing the Legislative Committee and the By-Laws Committee.

c. Each 25 members of an interest section shall be represented by one elected, voting Interest Section Director. No section shall be represented on the Board by more than three Interest Section Directors.

Section 2. The Board of Directors shall create standing and special committees as it thinks advisable, approve the plans of work of the standing and special committees, plan and conduct the annual business meeting and conference.

Section 3. The Board of Directors shall meet at least quarterly. The times shall be determined by the Board at its first meeting after the annual business meeting or as soon thereafter as possible. A majority of the executive committee and at least 25% of the other voting members of the Board shall constitute a quorum. Special meetings of the Board of Directors may be called by the president or by a majority of the voting members of the Board of Directors.

Section 4. Board of Directors members shall maintain a minimum record of 50% attendance of the yearly scheduled meetings during their tenure of office. Members whose attendance falls below 50% may be recalled by a majority vote of the Board of Directors attending the meeting in which the recall is voted upon. The member will be notified by the president of the impending recall vote.

## **ARTICLE VIII – INTEREST SECTIONS**

Section 1. An interest section shall consist of a group of people sharing common and specific professional interests. All members, upon joining the Association, shall indicate with which section they wish to become affiliated.

Section 2.

a. All interest sections of 25 or more members shall be designated official status and be entitled to one to three directors, based on section membership, to serve as voting members of the Board of Directors. Each section shall be allowed one director for each 25 members, not to exceed three directors.

b. Interest Section Directors shall

1. advise the Board of Directors periodically as to issues concerning the particular interest section that they represent,
2. suggest names of individuals from within the interest section to serve on both standing and special committees,
3. at appropriate times call meetings of their interest section to conduct business that relates directly to their area of interest,
4. provide a representative to the annual planning committee who shall contribute to planning its own portion of the annual conference, and
5. lead whatever formal or informal meetings that are required for the interest section in conjunction with the annual conference.

c. Interest groups unable to meet the requirements of 25 members for two consecutive years will be placed in a general interest section until such time as they are able to qualify for separate status.

Section 3. For election purposes the numbers affiliated with each interest section shall be based on the total numbers in good standing (dues paid for the current year) affiliated with each section in January preceding the spring election.

### **ARTICLE IX – MEETINGS**

Section 1. - The annual business meeting of the Association shall be held during the annual conference each year.

Section 2. The number of persons present shall constitute a quorum for the transaction of business in any meeting of the Association which has been announced to the membership at least one month in advance.

### **ARTICLE X – STANDING COMMITTEES**

Section 1. The Board of Directors shall create or discharge committees as needed. The term of each chairperson shall be two years or until the appointment of a successor. The chairperson shall be appointed by the president and approved by the voting members of the Board.

Section 2. These standing committees shall be charged with supporting the general purpose and objectives of the organization:

- a. The Newsletter Committee shall be responsible for the production of a newsletter on a quarterly basis.

b. The Membership Committee shall be responsible for an annual membership drive and shall seek to assist all member sections in attracting new members as well as retaining current members.

c. The Historian shall maintain the historical records of the Association, preserving all important documents pertaining to the constitution, finances, policy papers, awards, newsletters, etc. The tenure of office of the Historian shall rest with the Board of Directors. It is expected that the Historian shall serve a multi-year period to preserve the continuity needed to establish and maintain archives.

Section 3. Ad hoc committees shall be established by the Board of Directors to meet specific needs of the organization.

Section 4. The chairperson of each standing and ad hoc committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

Parliamentary authority for the conduct of Association business shall be Robert's Rules of Order, Newly Revised.

### **ARTICLE XII – AMENDMENTS**

Amendments to these Bylaws shall be approved by a vote of two-thirds of the voting members of the Board of Directors present at an official meeting of that Board and subject to a vote of the general membership. Proposed changes may be distributed to the membership through the newsletter or other means at any time that Board approval is gained. Members shall be provided at least 30 days to review the proposed changes and rationale and to vote on the proposals. Approval will be based on the majority of votes returned and will become effective immediately upon a tally of such votes. Determination will be reported to the membership in the following edition of the newsletter.

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