

**BY-LAWS of
Association of Leaders in Volunteer Engagement (ALIVE)**

**ARTICLE I
NAME AND PURPOSE**

Section 1- Name: The name of the organization shall be Association of Leaders in Volunteer Engagement (ALIVE). ALIVE 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 within the United States of America 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 membership and group membership. Individual membership categories include active, introductory, associate, and lifetime. Individual members shall have equal voting rights in matters of the Corporation. Group entities shall appoint one representative to vote on behalf of the group.

- Active membership would be available for those persons who have
 - 2 years or more experience as a volunteer manager
 - Estimate that a minimum of 25% of his or her time is spent on volunteer management activities
 - Committed to learning and applying best practices in the field of volunteer management

- Some degree of accountability for volunteer management within an organization
 - Pays annual dues at the active member rate to the national organization.
- Introductory Membership would be available for those persons who:
 - Have 2 years or less of experience in the field of volunteer management
 - Spend a minimum of 25% of his or her time on volunteer management activities
 - Work for a nonprofit or grassroots organization with annual budgets less than \$250,000
 - Are newly employed in the field
 - Are committed to learning and applying best practices in the field of volunteer management
 - Pays annual dues at the introductory member rate to both the national organization and the state or local organization.
 - Membership in this category is limited to two years.
- Associate Membership would be available for those persons who:
 - Are engaged in fields related to the field of volunteer management or who have mutual interests in the volunteer management profession
 - Are committed to learning and applying best practices in the field of volunteer management
 - Pays annual dues to the national organization and the state/local organization
- Lifetime Membership would be available for those persons who:
 - Have been an active or associate member for ten continuous years.
 - Have contributed a significant gift to the field of volunteer management, including financial and bodies of knowledge and have been granted this status by the Board of Directors.
 - Have retired from paid employment from a position in the field of volunteer management.
- Group Membership would be available for those groups who
 - Are focused on or related to the field of volunteer management in its purpose, or have a minimum of 35% of the groups time spent on volunteer management activities.
 - Pays dues according to the size of their group and the dues structure established by the Board of Directors.
 - Are committed to learning and applying best practices in the field of volunteer management.
 - Can provide documentation regarding the group's purpose and activities as well as a list of members.
 - 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.

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 annual rate for dues. Any changes to the dues structure established by the Board of Directors can 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.

Dues are payable each year January 1st unless changed by a majority vote of the members at an annual meeting of the full membership.

Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such a 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.

A member can have their membership 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 ALIVE, the Board of Directors may at its discretion establish organizational units such as boards, councils, or divisions to serve special interests of the association management profession, including sections to provide educational opportunities in specialty areas of association management. 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 Bylaws.

Section 2- Allied Organizations:

For the mutual benefit of all, for the advancement of association management, and in order to further the objectives of ALIVE, 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 one time per year at a time and place designated by the Board President. Regular meetings can be an annual meeting.

Section 2- Annual Meetings:

An annual meeting of the members shall take place in conjunction with a gathering of professionals in the field including but not limited to the National Conference on Service and Volunteerism, and future ALIVE Conference or professional development opportunities, etc., the specific date, time, and location of which will be designated and duly announced by the Board President. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the organization for the coming year. 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 established 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 a simple majority of the Board of Directors. A petition signed by 10% of voting members may also call a special meeting.

Section 4- Notice of meetings:

Written notice of each meeting shall be given to each voting member, by mail or e-mail, not less than two weeks prior to the meeting.

Section 5- Quorum: 10% of the organization's members at any properly announced meeting shall constitute a quorum.

Section 6- Voting:

All issues to be voted on shall be decided by a simple majority of those present in which the vote takes place. 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 on the day of the vote. 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 **17 members but no fewer than 13**. 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- Terms:

All directors shall serve three year terms. One third of the founding board shall serve one year terms, one third two year terms, and one third three year terms to ensure consistent rotation of new and experienced board members. All directors are eligible to serve for up to two consecutive terms. Upon completion of two full terms, a board member must step off the board for one full year before seeking re-election.

Section 3 – 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:

New directors shall be elected or re-elected by the voting representatives of members at the annual meeting of the organization. Directors will be elected by a simple majority of members present as long as that number reflects a minimum of 10% of the membership.

Section 5- 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 can 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 Directors at any time prior to an elective term of office.

The Founding Board shall be elected using a national nomination process and election process with eligible voters being all original members of the 2006 Congress of Volunteer Administration Association Delegates. All other elections will be conducted as outlined in these by-laws.

In accordance with Article VI, Section 6, the Board Development Committee will prepare and submit to the members a nomination for President, President-Elect, Treasurer, and Secretary. Any person so nominated shall have given prior consent to nomination and election as an officer.

Section 6- Quorum:

A quorum must be attended by a majority of board members 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.

Section 7- Officers and duties:

There shall be four officers of the board consisting of a president, president-elect, secretary, and treasurer. Their duties are as follows:

The *president* shall convene regularly scheduled board meetings, shall reside or arrange for other members of the Executive Committee to preside at each meeting in the following order: president-elect, secretary, treasurer, and to fulfill assigned responsibilities for regular and annual meetings of the membership, as well as Association Committees, with the exception of the Board Development Committee.

The *president-elect* shall chair committees on special subjects as designated by the board and fulfill assigned responsibilities for regular and annual meetings of the membership.

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 *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.

Section 8- Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9- Resignation, termination, and absences:

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two 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 chair, 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, such as fundraising, public relations, audit and data collection, etc. The board chair appoints all committee chairs. The board will have discretion to disband ad hoc committees as needed. ALIVE will maintain four active and working committees at all times: Executive Committee, Finance Committee, Human Resources Committee and Member Service Committee.

Section 2- Executive committee:

The Executive Committee will consist of the President, President Elect, Treasurer, Secretary and Immediate Past President (as soon as there is one). Their 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 Finance Committee's function 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. This committee may choose to create a subcommittee to do the fund development work as more resources are generated. The treasurer will be the chair of the finance committee, which includes three other board members. 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 are public information and shall be made available to the membership, board members, and the public.

Section 4- Human Resources Committee:

The Human Resources Committee's function will include the oversight of policies, procedures and practices related to any and all ALIVE paid staff AND ALIVE 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 ALIVE's work.

Section 5- Member Services Committee:

The Member Service Committee's function will be to manage the registration and renewal process for all members, serve as a point of contact for people interested in learning more about ALIVE, responding to questions from the public, and other duties as requested by Members and the Board.

Section 6- Board Development Committee:

The Board Development Committee's function will be to manage the nomination and election process for new officers and board members. This committee will also manage Board Orientation and recognition.

ARTICLE VII
DIRECTOR AND STAFF

Section 1- Executive Director:

An executive director may be hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. 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 the job description but is not a voting member of the Board of Directors. The executive director is accountable to the Board and is the authorized agent of the Board for the purposes of executing contracts and other legal documents as approved by the Board. The board can designate other duties as necessary.

ARTICLE VIII
FINANCE

Section 1- Fiscal Period:

The fiscal period of the Association shall be the annual 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, 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 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.

ARTICLE IX
DISSOLUTION

Section 1: Dissolution of Funds

The Association shall use its funds only to accomplish the purpose 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 regularly organized and qualified charitable and educational organizations to be determined by the Board of Directors.

ARTICLE X
AMENDMENTS

Section 1- Amendments:

These By-Laws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These By-Laws were approved at a meeting of the board of directors by a two-thirds majority vote on **January 4, 2008**.

Secretary

Date

(These By-Laws were approved by the COVAA Steering Committee on January 4, 2008 via conference call. A written record of the vote is included in meeting minutes of the same date.)