

## **CORPORATE BYLAWS OF THE ASSOCIATION FOR COMMUNITY NETWORKING**

### **I. NAME**

This organization, formed under the non-profit corporation laws of the State of Virginia, shall be known as the Association For Community Networking.

### **II. PURPOSE**

The Association For Community Networking's purpose is to improve the visibility, viability and vitality of community networking by assisting and connecting people and organizations, building public awareness, identifying best practices, encouraging research, and developing products and services. The Association may conduct any activities the board deems necessary or desirable to accomplish these goals plus any other good and lawful activities.

This Association is organized 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 in any future federal tax code.

### **III. NONDISCRIMINATION**

It is the intention of this Association that its Board of Directors represent the communities it strives to serve, including, but not limited to, people of color, people with disabilities, and rural and urban areas. The selection of directors, officers, members, and staff of this Association, determination of its policies and the conduct of its business shall be without regard for race, religion, sex, age, national origin, handicap, or political identification.

### **IV. MEMBERSHIP**

#### **Section 1. Classes of Members**

This organization shall have two classes of members:

- A. Individuals
- B. Organizations

#### **Section 2. Dues**

Membership dues shall be determined by the initial Board of Directors. Changes in membership dues shall be determined from time to time by the Board of Directors, with the consent of the membership.

**Section 3. Voting Power**

Each member of each class shall be entitled to cast one vote on any matter to be voted on, as determined and put forth by the Board. Members shall vote on the election of directors, amendments to Articles & Bylaws, dues changes, and such other issues as are required to or may be submitted to them for their vote by the Board.

**Section 4. Voting Process**

All actions requiring a vote of the voting membership shall be decided at a meeting of members, or by written ballot, or by authenticated electronic ballot.

A quorum for any ballot or for any meeting of the members shall be 10 percent of the membership on the date of record set by the Board of Directors in accordance with law.

**Section 5. Suspension of Membership**

A member may become ineligible for membership if their dues are unpaid, or if their actions go against the Association's mission and this is brought to the attention of the Board.

The Board of Directors, by an affirmative vote of two thirds of all the Directors in attendance at a meeting where a quorum is in attendance, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership.

**Section 6. Meeting of members**

There shall be at least one annual meeting, if this is financially possible. The exact place/time of will be determined annually by the Board, or by a Committee authorized by the Board.

**V. BOARD OF DIRECTORS**

**Section 1. Requirements**

Directors must be members of the Association during their term of service on the Board.

**Section 2. Role**

The Board of Directors shall be the governing body of the Association.

**Section 3. Number**

The Board of Directors shall consist of not less than seven, nor more than nine directors.

**Section 4. Election**

All seats on the Board of Directors shall be elected by the Voting members.

The Board shall appoint a nominating committee, which will include at least one Board member.

The nominating committee shall actively seek recommendations for nominees for membership on the Board of Directors and shall endeavor to achieve as far as practicable a broad diversity among the nominees.

The nominating committee shall prepare a slate of nominees for election to the board of Directors.

Any member may submit to the nominating committee their recommendations for nomination as candidates for the board.

Elections shall be completed by the date specified by the Board of Directors.

#### **Section 5. Tenure**

The term of each Board member shall be three years. No board member may serve more than two consecutive terms. Board members having served two consecutive terms are not eligible for re-election for two years.

#### **Section 6. Vacancy**

A vacancy on the Board shall occur on the death, incapacity, resignation, or removal of any Director, or otherwise as provided by law. A majority of the remaining Directors then in office may elect any member in good standing to fill any vacancy for the remainder of the term.

#### **Section 7. Removal**

Any Director may be removed by a majority vote of the Board whenever in its judgment the best interest of the Association would be served thereby, provided that just cause for such removal has been determined to exist by the Board of Directors or an impartial mediator.

#### **Section 8. Quorum**

A majority of the Board of Directors will constitute a quorum.

#### **Section 9. Meetings**

The Board of Directors shall meet at least once a year, at such time and place as the Board by resolution may direct.

All meetings of the Board of Directors or of any committee thereof shall be open to attendance by any member of the Association in good standing, but nothing herein shall prevent the Board or any committee from convening in private session for the consideration of any matter; provided, however, the vote or final action shall be taken in open session.

## **VI. OFFICERS**

### **Section 1. Officers of the Association**

The Officers of the Association shall include a President, Vice-President, Secretary and Treasurer, which shall be elected from and by the Board of Directors. An Executive Director may be appointed by the Board.

### **Section 2. Limitations**

Any two offices may be held by the same person, except the office of President and Secretary.

### **Section 3. Term of Officers**

The terms of office for each Officer shall be one year or until the next annual election of Officers by the Board.

### **Section 4. Duties of Officers**

The President shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the membership and of the Board of Directors. The President shall exercise general supervision over the affairs of the Association and shall have such other powers and duties as are prescribed by law, by these Bylaws, and by the Board.

The Vice-President shall perform such duties as the Board may assign. In the absence of the President from any meeting, the Vice-President shall call the meeting to order, and shall preside there over.

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and Members meetings, and shall discharge such other duties as pertain to the office or are prescribed by law, by these Bylaws, and by the Board.

The Treasurer shall be the Chief Financial Officer of the Association and shall have such powers and duties as are prescribed by law, by these Bylaws, and by the Board.

The Executive Director shall be selected by and accountable to the Board of Directors. The Executive Director shall be the general manager of the Association, subject to the supervision of the President and the Board. The Executive Director shall be responsible for the employment and direction of staff and contractors to advance the objectives of the Association in coordination with the activities of the members, shall report regularly to the Board on the activities of the Association and its financial condition, and shall have such other duties as are prescribed by the Board.

## **VII. COMMITTEES**

The Board shall maintain the following standing committees by appointing committee chairs from among the Board: Executive, Finance, Development, Membership, and Nominations. Other committees may be established as determined by the Board.

Committees will make regular reports to the Board.

The President will be a member of all committees, ex officio.

The President may not chair any committee other than the Executive Committee.

## **VIII. ADVISORY COUNCIL**

### **Section 1. Establishment and Purpose**

The Board of Directors shall establish an Advisory Council. The Council shall serve to provide special expertise, influence, financial and organizational advice, policy guidance, strategic vision, and other support for the benefit of the association. The powers of the Council shall not extend beyond those of the general membership.

### **Section 2. Membership**

The Advisory Council shall include all willing past Directors of the Association, and others as may be determined by the Board and Council. .

### **Section 3. Tenure**

The Advisory Council members shall serve for renewable three year terms.

## **IX. FISCAL YEAR**

The Fiscal Year of the Association shall begin on the first day of January and end on the last day of December in each calendar year. This fiscal year shall also be referred to as the Corporation Year and may, for valid purpose, be subsequently amended as provided for in these bylaws.

## **X. ACTION BY RESOLUTION**

The Board of Directors may act, without convening a meeting, by formal resolution agreed by two-thirds majority of the Board of Directors, and duly entered into the Corporate Records.

## **XI. AMENDMENTS TO THESE BYLAWS**

Amendments to these Bylaws may be proposed by 10% of the membership or a majority of the Board, and must be approved by a majority vote of a quorum of members.

## **XII. DEDICATION AND DISSOLUTION**

The assets and property of this organization are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. Upon dissolution of the Association, it shall be the obligation of the Board of Directors to see that all just debts and claims are paid. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific or educational organizations which have been ruled exempt by the Internal Revenue Service under Section 501 of the Internal Revenue Code and have been selected by the Board of Directors.

## **XIII. INDEMNIFICATION**

The association may, by resolution of the Board of Directors, provide for indemnification by the association of any and all of its Directors, officers, or members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, officers or members of the association, except in relation to matters as to which such director, officer or member shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **XIV. MISCELLANEOUS AND ADDITIONAL PROVISIONS**

### **Section 1. Association Offices.**

Offices of the Association shall be at a location designated by the Board of the Association. The Board may at any time or from time to time change the location of the principal office.

### **Section 2. Seal, URL, and Emblems.**

The association may have a seal of such design as the Board of Directors select. It may also have logos, URL, emblems and other style or designations, graphic or text, approved by the board.

### **Section 3. Gender and Office.**

In this or any association document, any reference to the masculine gender shall also refer to the feminine in all appropriate cases, and vice versa. Any references designated by office are interpreted by action of the Board; the President may be Chairman of the Board, for example.

### **Section 4. Appropriations and Grants.**

The Corporation shall have the power to request and accept any appropriation, grant, contribution, donation, or any other form of aid from federal or state government, any political subdivision or municipality, or from any other appropriate source.

**Section 5. Conflicts of Interest.**

Each Director, officer, employee, contractor, committee member and subcommittee member shall have an affirmative duty to disclose to the Board of Directors any actual or potential conflicts of interest between that person and the Corporation where, and to the extent that, such conflicts or potential conflicts directly or indirectly affect any matter that comes before the Board of Directors, committee, subcommittee or other corporate operations.

**Section 6. Electronic Meetings and Votes.**

With approval of the Directors, any meeting or vote of the association may, unless specifically disallowed by charter, be conducted by post or by e-mail, fax, or other electronic means and shall be binding upon the association.