

**TAB D: BYLAWS agreed February 16, 2019**

- Article I – Name**
- Article II – Territory**
- Article III – Mission and Vision**
- Article IV – Membership and Dues**
- Article V – Termination of Membership**
- Article VI – Officers and Staff**
- Article VII -- Elections**
- Article VIII -- Board of Directors**
- Article IX -- Committees and Task Forces**
- Article X -- Meetings**
- Article XI – Awards**
- Article XII - Adoption and Amendments of Bylaws**
- Article XIII -- Status and Dissolution**
- Article XIV – Effective Date**

**ARTICLE I – NAME**

Sec. 1 - The name of this non-stock corporation in the State of Virginia is Diversity and Equality Fairs of Virginia, (hereinafter referred to as Society). It is also referred to as DFV.

**ARTICLE II - TERRITORY**

Sec. 1 - The entire State of Virginia shall be included in the territory of the Society.

Sec. 2 - The Headquarters of the Society shall be the address designated by the Board of Directors, 26128 Talamore Drive, South Riding, Virginia, 20152, which it has been since September 21, 2014.

**ARTICLE III – MISSION AND VISION**

Sec. 1 - The vision of this Society shall be the development and advancement of diversity in Virginia, the United States and the world, as well as to support such international bodies as decided by the Society. The Society shall also work for the protection of all human rights for all people; to help empower people to realize their rights; and to assist those responsible for upholding such rights in ensuring that they are implemented.

Sec. 2 - The Society shall also hold such events as it deems proper to advance its projects and the value of a diverse social order, to include the study of the historical foundations or social fabric and conflicts of society.

## 2019 ByLaws Changes

Sec 3 - The society may establish additional projects to advocate for diversity, publications that cover any topic of interest to the Board, or join any organization, if the President and/or the Board determine said action would be valuable.

### **ARTICLE IV - MEMBERSHIP AND DUES**

Sec. 1 – Voting members are limited to the Board of Directors and the Chief Executive Officer; but the society reserves the right to expand this definition.

Sec. 2 - Annual dues, if any, for voting members of the society shall be determined by a majority vote of the voting membership present at the annual meeting<sup>1</sup>.

Sec. 3 – The Chief Executive Officer is encouraged to acquire non-voting members<sup>2</sup> and partners as appropriate to advance Society goals, and to set rules for their acceptance and termination. Annual dues for non-voting members, if any shall be determined by a majority decision of the Board of Directors-

Sec. 4 - The Society may raise additional operating funds in accordance with its the bylaws and county, state and federal laws and regulations.

### **ARTICLE V - TERMINATION OF MEMBERSHIP**

Sec. 1 – Voting Membership will be terminated upon a vote of  $\frac{3}{4}$  of the voting members, resignation from the Board, or failure to attend three consecutive Board meetings.

### **ARTICLE VI – OFFICERS and STAFF**

Sec. 1 - Officers of the Society shall be a President, Vice President, Secretary and Treasurer. Each officer shall serve until his or her successor has been elected and qualified.

Sec. 2 - The following shall be the duties of the officers of the Society:

- a. The President serves for four years, is responsible for the administration of Society business, presiding at Board of Directors and Society business meetings, appointing all committees and task forces unless otherwise directed by the bylaws or the Board of Directors, and performing all other duties incident to this office. The president does not need to be member of the Board of Directors.
  
- b. The Vice President provides administrative support to the President and covers him or her in the other's absence. Term is simultaneous with the President.

---

<sup>1</sup> Note: We have never charged a formal membership fee for Voting Members, mainly because each has either donated time or funds to the society.

<sup>2</sup> Non-voting members are defined as volunteers or such other people not on the Board of Directors who are accepted as such by the Board of Directors

## 2019 ByLaws Changes

c. The Secretary serves for one year, shall record minutes of Society and Board of Directors meetings and shall, in collaboration with the President, perform all other duties incident to this office.

d. The Treasurer serves for one year, shall be responsible for all funds of the Society. The accounts shall be audited as directed by the President or Treasurer. The Treasurer shall prepare an annual report and financial statement for presentation at the annual meeting. The Treasurer also has special responsibility to advise the Society on compliance with relevant Tax laws and regulations.

Sec. 3 Officers and staff or volunteers may be paid a salary for services; and may be reimbursed for authorized expenditures or loans to the Society. Authorization is made by the President in consultation with the Treasurer or a majority of the Board.

### **ARTICLE VII – ELECTIONS**

Sec. 1 – Members of the Board of Directors are elected by a majority vote of the Board.

Sec. 2 - Society officers, shall be elected at the Annual Meeting by majority vote of the Board of Directors or to fill an absence by a majority vote at a special meeting set by the Board. Elections shall be by plurality vote of those voting.

Sec. 3 – The Board is required to solicit recommendations from Board members, non-voting members and partners of the Society for officer nominations. The list and solicitation process shall be managed by the Secretary or some officer elected by the Board. Provisions shall be made on the ballot for additional names to be added by the voting membership.

Sec. 4 - Votes shall be counted by the Secretary, or the President in the absence of the Secretary. The candidate receiving the greatest number of votes for each position shall be elected to that position. In case of a tie vote for a position in any election, the majority vote of qualified Board members attending the election meeting shall prevail.

### **ARTICLE VIII - BOARD OF DIRECTORS**

Sec. 1 - The Board of Directors shall be the governing body of the Society and each is elected for two years. The President of the Society is also a member; but if also a member of Board, only has one vote.

Sec. 2 - A quorum of the Board of Directors shall be a majority of its members and the concurrence of a majority of those voting shall be required for all determinations.

Sec. 3 – The budget shall be designed by the President and authorized by the Board; but expenditures within the Budget are made and authorized by the President, excepting major or unusual expenditures, which should be coordinated with the Board.

Sec. 4 - The Board shall meet at least quarterly to transact business at a time and place to be determined by the Board or at the request of the President.

## 2019 ByLaws Changes

Except for the Annual Meeting, which must be physical in nature, Board Meetings can be virtual, meaning by email or by other electronic means.  
Sec. 5 - Bylaws changes may only be considered in physical meetings.

### **ARTICLE IX- COMMITTEES AND TASK FORCES**

Sec. 1 - Other than a Nominating Committee, which is appointed by the Board, all committees and tasks forces shall be set up by the President and must act within the Budget.

### **ARTICLE X – MEETINGS**

Sec. 1 - There shall be one meeting of the Society each year which shall be designated as the Annual Meeting. The time and location shall be determined by the President, in consultation with the Board of Directors, with consideration for securing maximum voting and non-voting membership attendance and transaction of essential business. Notice of the annual meeting shall be mailed and or emailed to the memberships six weeks in advance of the meeting.

Sec. 2 - Other meetings may be called by decision of the Board of Directors, the President or by written petition of at least ten percent of the non-voting members of the Society. The business of such meetings shall be limited to that which is called for in the agenda or petition or is permitted by two-thirds of the Voting Members attending the meeting. All members shall be notified of such meetings at least 15 days prior to the meeting. Included with the notice of the meeting shall be an agenda or other notification of business to be transacted.

Sec. 3 - The order of business and all parliamentary procedure at any meeting shall be in accordance with the latest printing of Robert's Rules of Order, except where this may conflict with the bylaws of the Society or its own agreed procedures.

Sec. 4 - Any member of the Society (nonvoting or otherwise) and their guests may attend meetings of the Society.

### **ARTICLE XI – AWARDS**

Sec. 1 - The Board or the President may from time to time give scholarships, medals or other awards in recognition of outstanding work or ability in the field of diversity; but all expenses must be covered by grants, the existing budget or special financial permission granted by the Board.

Sec 2. There shall be a set of annual awards known collectively as the Edwin Washington Prize to individuals the society feels best exemplify the values of the society during the prior year in the fostering of civil rights and diversity within the context of education and the education leadership and bravery discovered in the Edwin Washington files.

- One will be for a student.
- One will be for an educator (teacher or staff).

- The third will be for a parent.

Decisions on any monetary or other form of the prize, as well as the process of selection will be made by the Board of Directors.

## **ARTICLE XII - ADOPTION AND AMENDMENTS OF BYLAWS**

Sec. 1 – It is assumed that as the Society grows and matures, bylaws will need to be amended, so bylaws shall be amended when a proposal submitted by the Board of Directors is approved by two-thirds vote of the members voting on the proposal by mail, at a regular annual election, or at a special election called by the Board of Directors. A copy of the proposed amendment, with a ballot stating clearly its general object and referring to the copy for particulars, shall be mailed or emailed by the secretary to each member of the Society before the date set for the election. An amendment shall, unless otherwise provided therein, be effective immediately upon its adoption by a majority of the voting members. The ballots for any proposed amendment shall be counted as provided for in the election of officers and the results shall be announced by the President as soon as practicable. Anything contained in the bylaws adopted by the Society which is deemed by action of the Board of Directors to be in conflict with the law or regulation shall be void and of no effect after official notification to the Society.

Sec. 2. Before bylaws are voted on, the advice of the non-voting members must be sought and seriously considered.

## **ARTICLE XIII - STATUS AND DISSOLUTION**

Sec. 1 - The Society is a non-profit organization dedicated to the furtherance of diversity for the benefit of the general public, not for the monetary profit or gain to its members.

Sec. 2 - The Society may be dissolved by two-thirds vote of the voting members present at a Society meeting, provided that written notice of the intention to vote upon dissolution be sent to each Society member (voting and non-voting) 30 days in advance of voting.

Sec. 3 - If dissolution is favorably acted upon, all just debts shall be paid out of the Society funds. All remaining assets shall be transferred to a charity by the Board, based on the recommendation of the members (voting and non-voting).

## **ARTICLE XIV - EFFECTIVE DATE**

These bylaws amend those adopted by the Board of Directors on September 21, 2014 and were adopted by majority vote of the voting membership at the Annual Society meeting on February 16, 2019.