

2021 Bylaws Changes

BYLAWS agreed September 18, 2021

By the Board of Directors of Diversity and Equality Fairs of Virginia, as of 9/18/2021 called the Edwin Washington Society.

Contents

ARTICLE I – NAME ..... 2

ARTICLE II - TERRITORY ..... 2

ARTICLE III – MISSION AND VISION ..... 2

ARTICLE IV - MEMBERSHIP AND DUES ..... 2

ARTICLE V - TERMINATION OF MEMBERSHIP ..... 3

ARTICLE VI – OFFICERS and STAFF..... 3

ARTICLE VII – ELECTIONS..... 4

ARTICLE VIII - BOARD OF DIRECTORS ..... 4

ARTICLE IX- COMMITTEES AND TASK FORCES ..... 5

ARTICLE X – MEETINGS ..... 5

ARTICLE XI – AWARDS ..... 6

ARTICLE XII - ADOPTION AND AMENDMENTS OF BYLAWS ..... 6

ARTICLE XIII - STATUS AND DISSOLUTION..... 7

ARTICLE XIV - EFFECTIVE DATE ..... 7

## 2021 Bylaws Changes

### ARTICLE I – NAME

Sec. 1 - The name of this non-stock corporation in the State of Virginia, previously known as Diversity and Equality Fairs of Virginia, shall be known henceforth as the Edwin Washington Society (hereinafter referred to as Society). It shall also be referred to as EWS.

### ARTICLE II - TERRITORY

Sec. 1 - The entire United States 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 - Inspired by the legacy of Edwin Washington and other Blacks in Loudoun County, Virginia during segregation to achieve education and equality, the vision of the Society shall be the development and advancement of diversity and equality for all peoples, especially in education, as well as to support such international bodies as decided by the Society. The Society shall also 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, social fabric, and conflicts of society.

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.

Sec 4 - The Society shall not allow discrimination within its ranks and must advocate for non-discrimination across its programs. The Society shall also try to have as diverse an officer corps, Board membership and volunteer base as possible.

### 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.

## 2021 Bylaws Changes

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 (CEO) 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 – A Committee of Advisers is to be established to include such members as the Board of Directors deems appropriate. Members of the committee will not vote but are permitted to see all Board matters in confidence, attend Board meetings, and are asked to provide advice, as each member deems appropriate.

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 – Terms associated with this article begin with the acceptance of the bylaws, September 18, 2021.

Sec. 2 -- 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. 3 - The following shall be the duties of the officers of the Society:

- a. The President serves as Chief Executive Officer (CEO) and voice of the Society, 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 not for inclusion in the formal document: We have never charged a formal membership fee or minimum amount of giving for Voting Members, mainly because each has either donated time, essential skills, connections to the larger community 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

## 2021 Bylaws Changes

c. The Secretary provides administrative support to the President, 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, receive royalties from official publications, or be reimbursed for authorized expenditures or loans to the Society. Authorization is made by the President in consultation with the Treasurer or most 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 - To be a member of the Board of Directors, he or she must have a documented history of advocating for diversity and equality, or have some special skill desired by the Board or special connection to the community.

Sec. 3 - 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. 4 - 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. 5 - 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 - The Board shall develop a viable succession plan

Sec. 2 - A quorum of the Board of Directors is required to hold a meeting and shall be most of its members, and the concurrence of most of those voting shall be required for all determinations.

## 2021 Bylaws Changes

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. Except for the Annual Meeting, which must be physical in nature (unless health emergencies dictate otherwise), Board Meetings can be virtual, meaning by email or by other electronic means.

Sec. 5 - Bylaws changes should be considered in physical meetings or in virtual meetings if health emergencies dictate.

Sec 6 – Any volunteer may attend Board meetings, unless designated in advance as Executive Sessions. To go into executive session a member must make a motion, it needs a second and is debatable. It takes a majority vote to adopt. If the members vote to go into executive session, all nonmembers must leave the room until the board votes to end executive session.

Sec 7 – Executive Sessions may be about: Audits, legal matters, crisis management, significant strategic and/or business issue, intra-board disputes, Board development and self-management, board-CEO relationships, sensitive matters requiring frank conversations without presence of volunteers and staff.

Sec 7 – Proceedings of the Board meetings are to be considered confidential, except as authorized by the Board.

Sec 8 – Minutes must be kept of all Board meetings, including executive sessions.<sup>3</sup> A public succinct set of decisions or actions should be posted on the Society website. Confidential, detailed meeting notes are also encouraged to facilitate policy development and a history of the organization.

Sec 9 - Business transactions between the Society and an officer, director, close family members or a business entity controlled by them must be approved by most of the disinterested members of the Board.

## 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.

Sec 2 – A Fund Raising Committee of the Board shall establish policy guidelines for raising funds. The administrative functions of fund raising are to be handled by the President and his or her volunteers/staff.

## 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

---

<sup>3</sup> Note, this is required by IRS Form 990.

## 2021 Bylaws Changes

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 four 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.

Sec. 5 - The President, for public health or other emergency reasons, may authorize discussions and voting on matters by email or by virtual meeting software.

### 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. Any expenses must be authorized granted by the Board.

Sec 2. There shall be a set of awards known collectively as the Edwin Washington Prize to individuals the society feels best exemplify the values of the society. They may be awarded at any time deemed appropriate by the Board so long as they deal with the fostering of civil rights and diversity within the context of education and the education leadership and bravery as exemplified by Edwin Washington and the Black community of Loudoun County during segregation.

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 clearly stating its general object and referring to the copy for particulars, shall be mailed

## 2021 Bylaws Changes

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 most 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 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 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 net assets (after paying bills) need to go to a 501 (c ) (3). In addition:

- Upon the dissolution of the corporation, the Board of Directors shall, after paying bills, make arrangements to have royalties to designated contributors distributed in an appropriate manner.
- Make arrangements for royalties designated for the Black History Committee (BHC) of the Friends of the Balch Library to be distributed to the Friends on condition they are used only to support activities of the BHC.
- Provide used equipment, supplies to volunteers in a manner designated in advance.
- Dispose of all other assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

### ARTICLE XIV - EFFECTIVE DATE

## 2021 Bylaws Changes

These bylaws amend those adopted by the Board of Directors on September 18, 2021, and were adopted by majority vote of the voting membership at the Annual Society meeting on the same date.