

# WOMEN EDUCATION LEADERS IN VIRGINIA BYLAWS

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## **ARTICLE I: STATEMENT OF PURPOSE**

The purpose of Women Education Leaders in Virginia (“WELV” or the “Corporation”) is to bring together individuals to address issues related primarily to the concerns, interests, advancement, accomplishments, and special contributions of women in or aspiring to educational leadership. To accomplish this purpose WELV engages in conferences and workshops, electronic communication, networking, and research. WELV aims to reach (but is not limited to) women in education, pre-school through university, including faculty, administration, staff and degree candidates.

WELV recognizes the important work already undertaken by organizations such as Virginia Association of School Superintendents, Virginia Association of Supervision and Curriculum Development, Virginia School Boards Association and Virginia’s Schools of Education. Further, WELV intends to cooperate with and build on the strengths of these organizations and their initiatives. As a state-wide organization focused on women, a particular goal of WELV is to support women in all areas of education and to promote and further the participation of women in higher levels of educational administration.

## **ARTICLE II: MEMBERSHIP**

1. Eligibility – Women who are engaged in pre-school through university education as teachers, administrators, staff, researchers, or degree candidates are eligible for membership by completing a membership form and paying annual dues. No individual may be denied membership on the basis of race, national origin, religion, or sexual orientation.
2. Dues – All members are assessed dues on an annual basis. The membership year begins the first of the month immediately following the annual conference and meeting and continues through the subsequent twelve months. Individuals may become members at any point during the membership year and will be assessed the same dues whenever their particular membership commences, except that individuals cannot become members in the 14 days between the record date and the annual conference and meeting. Any individual desiring to become a member between the record date and the annual conference and meeting may attend the annual conference and meeting, but such individual will not be a member of WELV and will not have any membership rights until the new membership year begins.
3. Membership Rights - All members have the right to vote and the right to run for office.
4. Annual Meeting - A meeting of the membership will be held at the annual conference.

5. Special Meeting – The Board of Directors, the President, or one-twentieth of those members entitled to vote at such a meeting may call a special meeting of the members. Only that business described in the notice of a special meeting may be conducted at that special meeting.
6. Record Date – WELV shall make a determination of members 14 days before each annual or special meeting, unless the meeting is to act on an amendment to the articles of incorporation, a plan of merger, a domestication, a proposed sale of all or substantially all of WELV’s assets not in the regular course of its business, or the dissolution of WELV, in which case the record date shall be 30 before the meeting date.
7. Notice of Meeting – WELV shall notify those members entitled to vote at a meeting of the date, time, and place of the meeting. Such notice shall be given for each annual meeting and special meeting. This notice shall be given not less than 10 and not more than 60 days before the meeting date, unless the meeting is to act on an amendment to the articles of incorporation, a plan of merger, a domestication, a proposed sale of all or substantially all of WELV’s assets not in the regular course of its business, or the dissolution of WELV, in which case notice shall be given not less than 25 and not more than 60 days before the meeting date. Notice of a special meeting shall state the purpose, or purposes, for which the meeting is called. Notice may be given by mail, by electronic mail, by facsimile, or by messenger, and notices shall be deemed to have been given by mail when deposited, postage prepaid, in the United States mail; by electronic mail or by facsimile at the time of sending; or by messenger at the time of delivery by the messenger.
8. Waiver of Notice – A member may waive the notice required above by written waiver of notice, signed by the member, or by email, and filed with WELV’s minutes or corporate records, or a member can waive such notice by the member’s attendance at the meeting for which such notice was required.
9. Proxies – Members may vote by proxy. The vote of an effectively appointed proxy may be accepted as that of the person making the appointment, unless that vote is outside of the scope of the proxy’s authority under the proxy’s appointment by the member. An appointment of proxy is effective when a signed appointment, electronic transmission of a signed appointment, or copy or reproduction of the same is received by the Administrative Coordinator, or persons, authorized to tabulate votes in the relevant election. An appointment of proxy is valid for 11 months, unless a longer term is explicitly provided for in the signed appointment form
10. Quorum – A quorum is defined as 10% of the votes entitled to be cast.

### **ARTICLE III: BOARD OF DIRECTORS**

1. General Powers – The business and affairs of WELV shall be conducted under the direction of its Board of Directors, except as otherwise provided in the Virginia Nonstock Corporation Act, WELV’s Articles of Incorporation, or these Bylaws. The powers of the Board of Directors shall include:
  - A. Establishing the general program and priorities of WELV;
  - B. Ensuring the programs and activities of WELV are evaluated regularly;
  - C. Serving on the Conference Planning Committee;
  - D. Allocating the resources of WELV;

- E. Hiring and terminating the Executive Director, and evaluating the Executive Director's implementation of WELV's programs and management of WELV's overall operations; and
  - F. Forming and overseeing the activities of committees of the Board;
  - G. Ensuring the offices of the organization are filled at all times;
  - H. Other activities as deemed necessary to further the mission of WELV.
2. Duties – The Board of Directors is charged with two primary duties: the Duty of Care and the Duty of Loyalty.
- A. The Duty of Care – requires Board members to act: in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director reasonably believes to be in the best interests of WELV.
  - B. The Duty of Loyalty – requires Board members to pursue WELV's best interests. The Duty of Loyalty prohibits a Director from engaging in self-dealing unless there is full disclosure to the Board and the transaction is clearly in WELV's best interest.
  - C. The Duty of Stewardship – requires Board members to defend, protect, and keep the organization true to its mission, faithful to its purpose, and trustworthy to its supporters, and to commit to prudent and judicious management of financial resources.
3. Number – The Board shall consist of officers and regional representatives with no fewer than 8 and no more than 25 total Directors.
4. Composition – The Board is composed of the officers, regional representatives, and other WELV members appointed to serve on the Board.
5. Terms – The terms of office shall commence upon appointment by the Board or election at the next annual meeting.
6. Election of Directors
- A. Nominations – The President shall appoint a Nominating Committee, chaired by the Vice-President, to prepare a slate of Directors to be approved by the full membership each year at the annual meeting. The Nominating Committee will announce, not less than two months prior to the annual meeting, the time period within which they will receive nominations from the membership.
  - B. Voting for Board of Directors – The members of WELV shall elect the Board of Directors (BOD) at the membership's annual meeting from the slate of candidates prepared by the Nominating Committee.
7. Director Orientation – In order to ensure Directors are prepared to serve, an orientation will be provided for each new board member.
8. Resignations – Any Director may resign at any time by filing a written notice of resignation with the President or Secretary of the Corporation. A resignation is effective when the written notice is delivered, unless the notice specifies a later effective date. If the written notice specifies the resignation is effective at a later date, the pending vacancy may be filled before the effective date of the resignation so long as it provides that the successor does not take office until the predecessor-Director's resignation is effective.

9. Removal – Any Director may be removed by a vote of the members entitled to vote for that Director’s election. A Director may only be removed at a meeting called for the purpose of removing her, and may only be removed by such vote as would suffice for her election. An individual may request a hearing as described in the WELV Procedures Manual.
10. Filling Unscheduled Vacancies – In the event a vacancy on the Board of Directors has been created by a Director’s resignation or removal or other reason, the Nominating Committee has the responsibility to recommend a successor Director, and the recommended successor may be elected by a majority vote of the members or of the Directors remaining on the Board
11. Meetings
  - A. Regular Meetings – Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as shall be determined by the Board. One meeting shall be designated as the annual meeting.
  - B. Annual Membership Meeting – The annual meeting of the membership shall be in conjunction with WELV’s annual conference. The purpose of the annual meeting shall be to elect Officers and consider other business that may properly be brought before the membership.
  - C. Special Meetings – Special meetings of the Board of Directors may be called by the President or upon written request to the Secretary signed by at least one-fourth of the currently serving Directors. The person or persons calling a special meeting of the Board shall fix the time and place for holding such meeting.
  - D. Notice of Meetings - Each Director shall receive written notice of each regular meeting of the Board at least seven days prior to such meeting and shall receive written notice of each special meeting of the Board at least three days prior to such meeting.
12. Attendance at Meetings - A principal focus of WELV Board meetings is professional development programming, with individuals discussing their particular responsibilities in that planning; therefore, WELV is only fully functional and effective with all Directors attending all meetings. Should a Director have to miss two or more meetings in a given year, the Board reserves the right to raise with that Director the question of stepping down or taking a leave of absence.
13. Manner of Acting – The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote.
14. Quorum – A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
15. Participation in Meetings by Conference Call or Other Appropriate Technology – The Board may permit any or all Directors to participate in a regular or special meeting by the use of telephonic communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## ARTICLE IV: OFFICERS

1. Officers – The Officers of the Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Past-President, and any additional positions that the Board of Directors may, from time to time, deem appropriate by resolution.
2. Qualifications – An Officer must be a Director.
3. Election – All Officers shall be elected by the Board of Directors at the Board’s annual meeting, and their terms of office shall commence immediately.
4. Resignation – Any Officer may resign at any time by filing a written notice of resignation with the Board of Directors. A resignation is effective when the written notice is delivered, unless the notice specifies a later effective date. If the written notice specifies the resignation is effective at a later date, the pending vacancy may be filled before the effective date of the resignation so long as it provides that the successor does not take office until the resignation is effective.
5. Removal – Any officer may be removed by the Board of Directors, or a committee appointed by the Board for such purpose, for any reason, whenever in its judgment the best interests of the Corporation will be served thereby.
6. Filling Unscheduled Vacancies – A vacancy in any office because of resignation, removal, or otherwise shall be filled by a Director chosen by the Board of Directors at any meeting of the Board.
7. President –The President provides leadership for WELV, sets the date and agenda for, and presides at, all meetings of the Board, appoints all committees, co-chairs conference planning with the President-elect, is responsible to see that any necessary paid staff support (e.g., the conference coordinator) is secured. The President’s term is two years.
8. President-Elect – The President-elect co-chairs conference planning and serves in place of the President as needed. The President-Elect’s term is two years.
9. Vice President – The Vice President’s responsibilities include membership, mentoring programs, regional efforts, collaboration with other organizations, and marketing. She will also chair the Nominating Committee. The Vice-President’s term is for two years.
10. Secretary – The Secretary takes minutes at all Board meetings and distributes them to the membership. The President shall appoint a person to fill in for the Secretary should the Secretary be absent. The Secretary’s term is two years.
11. Treasurer – The Treasurer is responsible for providing design and oversight of the organization’s annual budget and authorizing expenditures. The Treasurer’s term is two years. Except as prohibited by the laws of the Commonwealth of Virginia, the Treasurer may delegate to the executive staff of WELV day-to-day performance of the duties set forth in this Section. At the end of her term, the Treasurer shall deliver to her successor all property of WELV in the Treasurer’s possession.

12. Past-President – To provide leadership continuity, ~~the year following her presidency,~~ the Past President will continue to serve as an Officer on the Board. The Past-President's term is two years.
13. Regional Representatives- One regional representative from each of the eight Virginia Department of Education regions in Virginia will be appointed by the President to serve a one or two-year term. Representatives may be reappointed. Duties include but are not limited to the following: a) promoting WELV events, activities, and membership throughout the designated region; b) representing WELV at educational events throughout the region and/or state; and c) attendance at WELV meetings and the annual conference.
14. Executive Director of the Corporation - The Board of Directors may appoint an Executive Director who shall carry on the general affairs of WELV. The Executive Director shall be a member of the staff of WELV and need not be a Director, but may be a Director. The Executive Director shall perform those duties determined from time to time by the Board, which may include approving the expenditure of the monies appropriated by the Board of Directors and making an annual report and periodic reports to the Board of Directors concerning the programs of WELV. The Executive Director, among other duties, shall comply with all orders from the Board of Directors. All staff members, volunteers, and agents, excluding Directors, shall report and be responsible to the Executive Director.

## **ARTICLE V: COMMITTEES**

1. General – The Board of Directors shall maintain the Standing Committees set forth in 5.2 and 5.3 of these Bylaws. The Board may also create, from time to time, other committees as deemed necessary by the Board and as set forth in Section 5.4. Any such additional committees may exist for a fixed term or an indefinite term and may be disbanded at any time by a vote of the majority of the Directors. Each committee may exercise the authority of the Board of Directors, if, and as, authorized by the Board to do so, except that a committee shall not approve or recommend any action requiring member approval, amend the Articles of Incorporation, amend or repeal the Bylaws, fill vacancies on the Board or its committees, approve a plan of merger, or otherwise act outside of the committee's authority.
2. Conference Planning Committee – The Conference Planning Committee is composed of Directors and an unspecified number of members of WELV and has the responsibility of planning, preparing, and implementing all aspects of the annual conference.
3. Nominating Committee – The Nominating Committee is composed of a minimum of three Directors and has the responsibility of preparing a slate of officers and new Directors and of making recommendations of award recipients to the Board, and solicits, in a timely manner, nominees from the membership for these various positions and awards.
4. Other Committees- to include but not limited to the following:
  - A. Committee Chairs – All committees shall be chaired by a Director appointed by the President. A committee chair shall have responsibility for convening committee

meetings, pursuing the committee's delegating responsibilities, and ensuring that communications are upheld between the committee and the Board.

- B. Appointment of Committee Members – The President, in consultation with committee chairs, shall appoint committee members annually.
  - C. Composition of Committees – Each committee shall have two or more members, who serve at the pleasure of the Board of Directors. A committee member need not be a Director, but may be Director.
  - D. Terms of Office – Each committee member shall continue as a member until the next annual meeting of the Directors and until his or her successor is appointed, unless the committee, by determination of the Board, shall no longer be required or such member shall cease to qualify as a member thereof.
  - E. Vacancies – Vacancies in the membership of any committee may be filled by appointments by the President in consultation with the chair of the committee on which the vacancy exists.
- 5. Resignations – Any committee member may resign at any time by filing a written notice of resignation with the President. A resignation is effective when the written notice is delivered, unless the notice specifies a later effective date. If the written notice specifies the resignation is effective at a later date, the pending vacancy may be filled before the effective date of the resignation so long as it provides that the successor does not take office until the resignation is effective.
  - 6. Quorum and Manner of Acting – Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.
  - 7. Rules – Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VI: COMMUNITY ROLES AND PARTNERS**

- 1. Ambassadors – Representatives from Regions 1-8, may be self-nominated and approved by the WELV Executive Director to serve as ambassadors for a two year term and are eligible for reappointment. Ambassador duties include but are not limited to the following: a) maintaining regular contact with their regional WELV representative and the WELV Executive Director; b) visibly promoting WELV activities and recognition through social media outlets; c) creating opportunities for women educators to actively collaborate, share, and support each other through a variety of local, regional, and state activities and d) participating in quarterly online Ambassador meetings and attending the annual WELV conference.
- 2. Business Partners – A business deemed by the WELV Board and/or staff to be in good standing with the organization is eligible to achieve WELV Business Partner status. Annual dues and benefits

for this classification are determined by the Board.

## **ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

1. Contracts – The Board of Directors may authorize any Officer or agent of WELV, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of WELV, and such authority may be general or confined to specific instances
2. Checks, Drafts, and the Like – All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of WELV shall be signed by such Officer or Officers, or agent or agents, of WELV and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer and countersigned by the President, President-Elect, or the Executive Director.
3. Deposits – All funds of WELV shall be deposited from time to time to the credit of WELV in such banks, trust companies, or other depositories as the Board of Directors may select.
4. Gifts – The Treasurer or his or her designee may accept on behalf of WELV any contribution, gift, bequest, or devise for the general purposes stated in WELV’s Articles of Incorporation.

## **ARTICLE VIII: BOOKS AND RECORDS**

WELV shall keep correct and complete books, records of accounts, and financial statements and shall also keep minutes of the proceedings of its Board of Directors and committees of the Board. In accordance with the Internal Revenue Code, the minutes will be made available to the public upon request. WELV shall also keep a record of the names and addresses of the Directors and members entitled to vote. All books and records of the Corporation may be inspected, if validly requested, by any Director, member, or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The organization will maintain a corporate notebook which will include the articles of incorporation, by-laws, meeting minutes, financial records, and list of Executive Board members. A copy of all electronic records will be kept on CD for inclusion in a central record, such as the corporate notebook, and maintained by the Executive Director.

## **ARTICLE IX: FISCAL YEAR AND AUDIT**

The fiscal and calendar year of the Corporation shall begin on the first day of January and end on the last day of December in each year. After the close of each fiscal year, financial transactions of WELV for the preceding fiscal year shall be reviewed as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within ninety days after the close of the fiscal year. In addition, an audit will be conducted by a reputable firm on an annual basis.

## **ARTICLE X: AMENDMENTS TO THE BYLAWS**

Amendments of these Bylaws are initiated by the Board of Directors and approved by a majority of the Board at a regular or special meeting of the Board. Amendments of these Bylaws initiated by the Board may also be submitted for approval at the annual meeting by a majority of the membership present at the meeting. Amendments can be initiated by any member and, if approved by the Board, must then be publicized to the membership at least one month prior to the annual meeting when voting takes place.