

**DALLAS ASSOCIATION OF DIRECTORS OF VOLUNTEERS
(A Texas Nonprofit Corporation)**

BYLAWS-REVISED APRIL 2021

Article 1.

Offices

Section 1.1. *Principal Offices.* The principal office of the Dallas Association of Directors of Volunteers shall be in Dallas, Texas.

Section 1.2. *Other Offices.* The corporation may establish other offices in such other places as the Board of Directors may from time to time and as the affairs and activities of the corporation may require.

Article 2.

Members

Section 2.1. *Classes of Members.* The corporation shall have three types of memberships available: individual, agency (two or more members from the same agency), and student.

The membership shall be open to all persons having administrative responsibility or experience in an agency and/or organization for any segment of the volunteer population and individuals interested in entering the field of volunteer management.

The amount of membership dues for all three shall be determined annually by the Board of Directors.

Section 2.2. *Election of Members.* Natural persons may be admitted to membership in the corporation by the Board of Directors. The Board of Directors may adopt and amend application procedures and qualifications for membership in the corporation.

Section 2.3. *Voting Rights.* Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.4. *Termination of Membership.* The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

- Section 2.5. *Resignation.* Any member may resign by filing a written resignation with the Membership Chair, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges heretofore accrued and unpaid.
- Section 2.6. *Reinstatement.* Upon a written request signed by a former member and filed with the Membership Chair, the Board of Directors may, by affirmative vote of two thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.
- Section 2.7. *Transfer of Membership.* Agency memberships are transferable to another agency representative. Individual and student memberships are not transferable.

Article 3.

Meeting of Members

- Section 3.1. *Location of Meetings.* Meetings of the members shall be held in the County of Dallas, State of Texas, at the location specified in the notice or in a duly executed waiver thereof.
- There shall be a minimum of six (6) general membership program meetings, one of which shall be the Annual Meeting at which time officers shall be installed.
- Section 3.2. *Annual Meeting for Election of Officers.* At least thirty (30) days before meeting, members will be notified. At this meeting, the members shall elect officers of the Board (President, Vice-President, Secretary and Treasurer, Membership Chair), and may transact other business properly at the meeting.
- Section 3.3. *List of Members.* At least thirty (30) days before a meeting at which general membership will take a vote, a complete list of the members entitled to vote at said meeting shall be made available upon request. Members in good standing are eligible to vote. Thirty (30) days prior to the meeting, members will be notified of their eligibility to vote by the Membership Chair. Members who are not in good standing will be notified and given the ability to rectify their status.
- Section 3.4. *Special Meetings.* Special Meetings of the members may be called by the President, Board of Directors, or not less than one-tenth of all members entitled to vote at such meetings.

- Section 3.5. *Notice of Meetings.* By or at the direction of the President or Vice President, an electronic, written or printed notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than seven (7) not more than fifty (50) days before the date of the meeting either electronically, in person or by mail, each member entitled to vote at the meeting. If mailed, notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail addressed to the member at his/her address as it appears on the roster of the corporation.
- Section 3.6. *Quorum.* Two-tenths (2/10th) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of members except as otherwise provided by statute, the Articles of Incorporation of these Bylaws. If, however, a quorum shall not be present or represented at any meeting of the members, the members present in person or represented at any meeting of the members, the members present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.
- Section 3.7. *Majority May Conduct Business.* The vote of a majority of the members entitled to vote and represented at a meeting at which a quorum is present shall be the act of the members' meeting, unless the vote of a greater number is required by statute, the Articles of Incorporation or these Bylaws.
- Section 3.8. *Voting of Members.* Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except to the extent that the voting rights of the members of any class shall be limited or denied by the Articles of Incorporation and except as otherwise provided by statute.
- Section 3.9. *Proxies.* A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Each proxy shall be filed with the Secretary of the corporation prior to, or at the time of the meeting.
- Section 3.10. *Action Without Meeting.* Any action required by statute to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent

in writing, setting forth the action taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3.11. *Voting By Mail or Email.* The Board of Directors may authorize members to vote by mail or email on the election of officers or on any other matter that may be voted on by the members.

Article 4.

Directors

Section 4.1. *Powers.* The affairs and activities of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

Section 4.2. *Number, Term, and Election.* The Board of Directors shall consist of not fewer than three (3) nor more than fifteen (15) members, as determined from time to time by the Board. The number of directors, which number is stated in the first sentence of this section may be increased or decreased by amendment to these Bylaws.

The President shall be elected for a term of two (2) years or for such lesser term as the Board of Directors may designate and shall serve until their successors shall be duly elected, qualified and installed.

The Vice-President, Secretary, Treasurer and Membership Chair shall be elected for a term of one (1) year or for such lesser term as the Board of Directors may designate and shall serve until their successors shall be duly elected, qualified and installed.

Elected Officers: The elected officers shall consist of the President, Vice-President, Secretary, Treasurer and Membership Chair.

Board of Directors: The Board of Directors shall consist of the elected officers and appointed committee chairs (President, Vice-President, Secretary, Treasurer, Membership Chair, and appointed committee chairs).

Executive Committee: The Executive Committee shall consist of the following: The President, Vice-President, Secretary, Treasurer, Membership Chair and Parliamentarian.

Tenure of Office

A. Terms of office shall begin on June 1st.

- B. The President shall serve for two (2) years and shall not be eligible for election the succeeding year.
- C. At the end of the two (2) year term the President will automatically assume the position of Parliamentarian, if not a suitable replacement will be found.
- D. Vice-President, Secretary, Treasurer and Membership Chair shall serve a one (1) year term and shall be eligible for election to any office the succeeding year.

Section 4.3. *Vacancies.* If any vacancies occur on the Board of Directors caused by death, resignation, disqualification, or removal from office of any director or otherwise, a successor or successors shall be chosen as stated as follows:

- A. The President, with the approval of the Board of Directors shall appoint a qualified member to fill any vacancy, or temporary leave of absence, or temporary leave of absence which may occur on the Board and/or Executive Committee.
- B. If a vacancy occurs in the office of President, it shall be filled as follows:
 - 1. If the vacancy occurs before May 1st, the Executive Committee shall reconvene immediately and name a new nominee for the position. The new President shall be chosen at the next regular meeting of the Association.
 - 2. If the vacancy occurs after May 1st, the Vice-President will assume the duties of President for the duration of the term. The Board of Directors shall appoint someone to serve as Program Chair for the remainder of the Vice-President's term.

Section 4.4. *Removal.* Any director may be removed from his/her position as a director either with or without cause, by the vote of a majority of the directors in good standing at any meeting of the Board of Directors, if notice of intention to act upon the question of before the date of the meeting if by mail, or at least forty-eight (48) hours if by fax or email. Membership will be notified within thirty (30) days of the removal.

Section 4.5. *Action By Unanimous Consent.* Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or such

committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 4.6. *Meetings of the Board of Directors*

- A. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Texas.
- B. Regular meetings of the Board of Directors shall be held no less than every other month. The call of a regular meeting shall be at such time and place as the Board or President shall determine. Written notice of regular meetings of the Board shall be given to each officer at least seven (7) days before the date of the meeting if by mail at least forty-eight (48) hours if by email.
- C. The first meeting of the Board of Directors in June of each year shall be the Annual Meeting of the Board. The officers who were installed at the Annual May meeting of the membership will begin their terms of office June 1st and will conduct the annual meeting of the Board in June.
- D. Special meeting of the Board of Directors may be called by the president or on the written notice of twenty-five (25%) of the directors to the President. Written notice of special meetings will be sent at least seven (7) days before the date of the meeting, or at least forty-eight (48) hours if by fax or email.
- E. The elected officers of the Board of Directors (i.e. President, Vice-President, Secretary, Treasurer, and Membership Chair) shall have the power to pass upon matters which require action between regular meetings of the Board of Directors and shall have all the power and exercise all of the duties of the Board of Directors in the conduct of the affairs and activities of the corporation which may lawfully be delegated by the Board.
- F. At all meetings of the Board of Directors, the presence of a majority of the elected officers and committee members shall be necessary and sufficient to constitute a quorum for the conduct of the affairs of the corporation and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the directors, therefore, may adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present.

- G. Meeting attendance: Members of Board of Directors must attend at least five (5) scheduled Board meetings annually. Board members must attend at least five (5) General meetings annually.

Section 4.7. *Compensation.* Directors shall not receive any stated compensation for their services as directors: provided, however, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and from receiving compensation therefore, or from receiving reimbursement for all reasonable necessary expenses authorized by the Board of Directors or Executive Committee.

- A. *Conflicts of Interest* - No board member or board committee member, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with Nonprofit Organization Name, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard. Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate. An annual conflict of interest declaration form will be required of all DADV Committee Members and Chairs.

Article 5.

Committees

Section 5.1. *Executive Committees.* The Executive Committee shall consist of the elected officers of the corporation (The President, Vice-President, Secretary, Treasurer, Membership Chair, and Parliamentarian).

The Executive Committee shall keep regular minutes of its proceedings and shall report to the Board of Directors. The Executive Committee shall act by unanimous vote.

Executive Committees

- A. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and general meetings of the corporation. Shall be an ex-officio member of all standing committees and all appointed committees. Have the power to

call special meetings of the directors, designate committees, and make and sign deeds, mortgages, contracts and agreements in the name of and on behalf of the corporation. Shall be made an authorized joint account custodian and card hold of all financial accounts within thirty (30) days of assuming office. Perform all acts incident to the office of the President.

- B. The Vice President serves as the program coordinator, identifying and scheduling speakers for general membership meetings. Shall be made an authorized joint account custodian and card hold of all financial accounts within thirty (30) days of assuming office. They will assume the duties of President in the event of an absence or incapacity of the President. The Vice President shall perform all duties incident to the office of Vice President and such other duties, as may from time to time be assigned to him/her by the Board of Directors, or by the President.
- C. The Secretary records all proceedings of the meetings of the corporation and the Board of Directors. The Secretary maintains records of meetings in a location designated for that purpose. The Secretary shall perform all duties incident to the office of Secretary and such other duties, as may from time to time be assigned to him/her by the Board of Directors, or by the President.
- D. The Treasurer shall have charge, custody, and responsibility for all funds of the corporation and all securities owned by the corporation. The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. Deposit all such funds and other valuable effects in the name of and to the credit of the corporation in a timely manner, such depositories as may be designated by the Board of Directors. Disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. Render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. Present an annual financial report to the membership at the Annual Meeting of the general membership at the time the new officers are installed. Shall be made an authorized joint account custodian and card hold of all financial accounts within thirty (30) days of assuming office. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or by the President.

- E. The Membership Chair will distribute membership applications to all previous members and potential members; maintain the membership roster; coordinate with the Treasure for membership payment; maintain an ongoing record of all attendees at general membership meetings; and inform the Website Chair of membership information. Perform other such duties as the President or Board of Directors prescribes.
- F. Parliamentarian- Immediate Past President or suitable replacement and Keeper of the Bylaws. The Parliamentarian will advise the President and Board of Directors of the need to make adjustments in meetings according to Robert's Rules of Order. The Parliamentarian will act as the Chair of the Bylaws Committee. The Parliamentarian will be a non voting member of the Board of Directors.

Section 5.2. *Standing Committees.* The President may designate one or more standing committees, each to have the name, membership, duties, and responsibilities designated by the President. Standing committees shall consist of a Chairman and other members as needed. Special committees shall work under the direction of the President.

Standing Committees

- A. Marketing Chair– Serves as webmaster, updating information on the corporation's website including upcoming meeting announcements, and contact information for President and Board of Directors. Coordinates development and maintenance of agency website and social media accounts. Ensures that all monetary payments to maintain online platforms utilized by the organization are made by the Treasurer in a timely manner. Maintain an ongoing record of account access information for all online accounts and provide a copy of this record to the President and Secretary. Send out meeting announcements. Perform other such duties as the President or Board of Directors prescribes.
- B. Professional Development Chair – Establish criteria, announce, and coordinate scholarship applications for members to attend appropriate conferences or training. The Professional Development Chair will evaluate applications and present to the Board of Directors to select recipients, notify winners, and announce the names of winners at general membership meetings. Responsible for planning at minimum, one (1) half-day educational seminar per program year and shall provide membership with information on upcoming events and

workshops. Performs such other duties as the President or Board of Directors prescribes.

- C. Ad-Hoc Chair– Plans annual “It’s All About You” luncheon. Assists Professional Development Chair in planning half day educational seminar(s). Identifies opportunities for membership to meet and network and performs such other duties as the President or Board of Directors prescribe.
- D. Volunteer Now Liaison Chair– Provides information about Volunteer Now activities to general membership; provides technical assistance as required. Performs such other duties as the President or Board of Directors prescribes.

Section 5.3. *Special Committees.* The President may designate one or more special committees, each to have the name, membership, duties, and responsibilities designated by the President. Special committees shall consist of a Chairman and other members as needed. Special committees can be created at the discretion of the President or Board of Directors, and shall work under the direction of the President.

Special Committees

- A. Sunshine - Sends out all occasion cards and encouragement notes to membership and performs such other duties as the President or Board of Directors prescribes.
- B. Book Club - A book discussion group composed of DADV members who meet to discuss books related to professional development, or nonprofit and volunteer management topics.
- C. Certificated Volunteer Manager (CVA) Study Group - A study group composed of DADV members who meet and prepare for the CVA test.
- D. Volunteer Management Conference Committee– Assists with planning aspects of the annual educational conference; serves as liaison between the corporation and other local volunteer management membership groups to enlist their participation on the conference committee; presents regular reports to the Board of Directors and at general membership meetings of conference planning progress and presents a final report after the conference. Performs such other duties as the President or Board of Directors prescribes.

Section 5.4. *Minutes.* The Board of Directors, the Executive Committee and all committees shall keep regular minutes of their proceedings.

Article 6.

Notices

Section 6.1. *Notice.* Whenever under the provisions of the statutes or the articles of Incorporation policies or these Bylaws, notice is required to be given to any director it shall not be construed to require personal notice, but such notice may be given in writing, by mail or by email, addressed to such director at such address as appears on the roster of the corporation and such notice shall be deemed to be given at the time when the same shall be thus dispatched.

Section 6.2. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of statutes or the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article 7.

Officers

Section 7.1. *Enumeration and Election.* The officers of the corporation shall be elected by the members and shall be a President, Vice-President, Secretary, Treasurer and Membership Chair. The officers shall be installed at the annual meeting. They shall serve until their successors are elected, qualified, and installed.

A. *Officer Election Process* - Officer applications will be made available to all members in good standing. The application will be processed and reviewed by the existing Board of Directors. Applicants will be presented to general membership on a ballot for a vote. General membership will vote on ballot, and new officers will be acclimated via majority vote. New officers will be installed at the Annual Membership Meeting before the start of next fiscal year.

Section 7.2. *President.* The President shall preside at all meetings of the Board of Directors, the Executive Committee and general meetings of the corporation and shall be an ex officio member of all standing committees and all appointed committees. He/she shall have the power to call special meetings of the directors, designate committees, make and sign deeds, mortgages, contracts, and agreements in the name of and on behalf of the corporation and he/she shall generally do

and perform all acts incident to the office of the President, all of which shall be subject to the direction and review of the Board of Directors.

The President shall perform such duties as the Board of Directors shall prescribe.

Section 7.3. *Vice-President.* The Vice-President in consultation with the President shall serve as the program coordinator, identifying and scheduling speakers for general membership meetings, and in the absence or incapacity of the President shall assume the duties of President.

Section 7.4. *Secretary.* The secretary shall attend all meetings of the Board of Directors and general membership meetings and record all proceedings of the meetings of the corporation and the Board of Directors and keep such records in a location designated for that purpose and shall provide a copy of these records to the Board of Directors within the assigned timeframe set by the President. They shall give or cause to be given notice of meetings of the Board of Directors. They shall be custodian of the corporate records and maintain a register of access information for all accounts used by the organization. In general they shall perform all duties incident to the office of Secretary and such other duties, may, from time to time, be assigned to them by the Board of Directors, or by the President.

Section 7.5. *Treasurer*

A. The Treasurer shall be financial officer of the corporation; shall have charge and custody of and be responsible for all funds of the corporation and all securities owned by the corporation; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; and shall deposit all such funds and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all duties incident to the office of Treasurer, and such other duties may, from time to time, be assigned to him/her by the President.

B. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires, and account of all his/her transactions as Treasurer and of the financial condition of the corporation.

C. If required by the Board of Directors, In case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, or other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

- D. The Treasurer shall present an annual financial report to the membership at the first meeting of the general membership at the beginning of each program year.
- E. The Treasurer will perform an annual audit prior to the installation of new officers. An annual audit shall be performed in September in preparation for the completion of the DADV IRS 990 form submission.

Article 8

Executive Director

An executive director may be selected by the Board of Directors and shall have the authority, power, and responsibility to put into operation the policies and the actions of the Board, subject to the discretion and review of the board and shall perform such other duties as the Board of Directors shall prescribe. The executive director need not be a member of the Board, but shall unless otherwise directed by the board, attend meetings of the Board. He/she shall also meet with and advise the committees of the corporation and shall have the power to call special meetings of the Board. The executive director shall receive such compensation as the Board of Directors shall determine and the executive director selected by the Board may be removed at any time by the Board with or without cause. No individual Board member shall have authority over any staff member.

Article 9.

General Provisions

Special Corporate Acts

Section 9.1. *Endorsements of Securities.* Subject always to the specific directions of the Board of Directors, any security or securities owned by the corporation may be endorsed for sale or transfer in the name of the corporation by the President and attested by the Secretary under the corporate seal.

Section 9.2. *Voting Securities Owned by Corporation.* Subject always to the specific directions of the Board of Directors, any security or securities owned by the corporation may be voted at any stockholder's meeting of such other corporation by the President of the corporation. Whenever, in the judgment of the President, it shall be desirable for the corporation to execute a proxy or give a stockholder's consent with respect to any security or securities issued by any other corporation and owned by the corporation, such proxy or consent shall be executed in the name of the corporation by the President and shall be attested by the Secretary of the corporation under the

corporate seal without the necessity of any authorization by the Board of Directors. Any person or persons designated in the manner above stated as the proxy or proxies of the corporation shall have full right, power, and authority to vote the security or securities issued by such other corporation and owned by the corporation, the same as such security or securities might be voted by the corporation.

Section 9.3. *Annual Statement.* The President shall, if requested, by the Board of Directors, present at each annual meeting a full and clear statement of the business and condition of the corporation.

Section 9.4. *Checks.* All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.5. *Fiscal Year.* The fiscal year of the corporation shall be June 1st through May 31st.

Section 9.6. *Audit.* The accounts of the corporation shall be audited every five years by independent public accountants selected by the Board of Directors.

Article 10

Dues

Section 10.1. *Dues.* The membership year shall be from June 1st through May 31st, inclusive.

Section 10.2. Dues are payable June 1st dues invoices shall be sent to members by the Membership Chair .

Individuals joining in the month of January, February, or March will pay a prorated amount based on "Proration Calculation" membership dues for the current membership year. Those joining in April and May will pay full dues at the start of next fiscal year.

Proration Calculation: Dues amount divided by 12, then multiply that amount by the number of meetings until the start of the next fiscal year = prorated amount.

Agencies will pay the full year's dues regardless of when they join.

Article 11

Amendments to the Bylaws.

Section 11.1. *Bylaws.* The Bylaws shall become effective upon adoption by the general membership and shall not be amended, altered or repealed except under the following conditions:

- A. Proposed amendments shall be distributed to the membership at least ten (10) days prior to the general meeting when the vote is to be taken.
- B. Any change, adopted by a two-thirds (2/3) vote of the quorum, shall become effective immediately, unless otherwise stipulated in the proposed change.
- C. Alterations, amendment/s or substitute Bylaws shall be consistent in all respects with the Articles of Incorporation of the corporation.
- D. Bylaws shall be reviewed by the Board of Directors every five years.

Section 11.2 Non-substantive Changes to Bylaws

The Executive Committee may correct any of the following without a vote by the general membership:

- Capitalization or punctuation, as needed to maintain consistency with current policy
- Typographical, spelling, or grammatical errors
- Layout and spacing errors

The Board of Directors will review any of these proposed changes made to policy and approved by vote. The Parliamentarian will maintain a list of non-substantive changes made to the Bylaws and Policies.

Article 12.

Parliamentary Authority

Section 12.1. Robert's Rules of Order shall govern the Association (corporation) in points not provided for in these Bylaws.

Revised Bylaws approved: April 20th, 2021