

Kalamazoo Association of Volunteer Administrators By-Laws

The mission of the Kalamazoo Association of Volunteer Administrators is to shape the future of volunteerism by strengthening and promoting the profession of volunteer management. Members share a vision of effective involvement of volunteers and a commitment to the development of professional skills.

Name
The organization shall be known as the Kalamazoo Association of Volunteer Administrators (KAVA).

Article II Description
KAVA is a professional membership organization of individuals involved in volunteer management, either as paid or volunteer staff.

Article III Purpose
Section 1. To develop professional skills through networking and information sharing.
Section 2. To support one another in skill development, mentoring.
Section 3. To promote and support educational opportunities for the advancement of volunteerism.
Section 4. To promote volunteer leadership and administration as a profession.

Article IV Membership
Section 1. Membership shall be available to any individual engaged in volunteer management either paid or unpaid, upon payment of annual dues.
Section 2. If a membership is paid by an organization for a position in the agency and the person in the position changes, the membership stays with the position.
Section 3. Shared memberships and group memberships shall not be accepted.

Article V Dues
Section 1. The calendar year will serve as fiscal year.
Section 2. Dues are payable for new members upon declaration of membership. Renewals are due by the second Friday of January each year thereafter.
Section 3. Members whose dues are 30 days in arrears shall lose membership benefits until dues are paid in full, and will not be considered members in good standing.
Section 4. New members joining after June 30th shall have their annual dues reduced by half.

Section 5. Dues are to be set by recommendation from the Treasurer to the Board and then approved by a majority vote of the membership at a general meeting.

Article VI Meetings

Section 1. There shall be no fewer than six general meetings (including the Annual Meeting) each calendar year.

Section 2. Executive Board meetings shall be convened as needed.

Section 3. Standing committee meetings shall be convened by the Chairs as needed.

Section 4. A conference shall be held biennially.

Article VII Administration

Section 1. The officers shall consist of those elected or appointed to lead.

Section 2. The Executive Board shall consist of all officers and the Chairs of all standing committees who shall be responsible for the administration of the organization.

Section 3. The Executive Board shall have authority to act on behalf of the total membership in those instances where it is not possible to get a vote of the membership. Such actions require a vote of a majority of persons on the Executive Board.

Section 4. All committee reports and proposed policy changes shall be channeled through the Executive Board before presentation to the total membership.

Article VIII Duties

Section 1. Members shall abide by the by-laws, and make every effort to participate in committees and in the activities of the Association.

Section 2. Those elected or appointed to the Executive Board will come to consensus on how the following duties will be responsibly executed:

- a. share presiding over all board and general meetings
- b. appoint chairpersons for standing and ad hoc committees
- c. maintain complete record of all board and general membership meeting minutes
- d. keep all financial records
- e. have audit of financial records every other year
- f. prepare an annual report to be given at November meeting
- g. turn over all records when leaving position

Article IX Committees

Section 1. Standing committees shall be the following: Long Range Planning, Membership, Nominating, Program, and Publicity.

Section 2. Duties of standing committees:

- a. Long Range Planning Committee shall develop and monitor the long range plan for the organization. The plan requires the approval of the Executive Board and membership.
- b. Membership Committee shall encourage membership and active participation in the organization. It will maintain all records regarding membership, and co-host all general meetings.
- c. Nominating Committee shall identify, recruit, and nominate members in good standing to serve as officers as identified in Article VIII for the upcoming term and shall supervise the distribution and tallying of ballots for elections of officers. IN the event of a vacancy, the nominating committee shall select an eligible member to replace a vacancy in any office except President in accordance with Article X Section VII.
- d. Program Committee shall plan, coordinate and co-host all general meetings and networking sessions in consultation with the Executive Board. The program shall reflect the association's objectives and goals.
- e. Publicity Committee shall publicize and promote the organization, its purposes, and activities through mass communication channels; shall issue notices of meetings; shall advise and consult with other committees relative to publications or advertising to be used on behalf of the Association; keep historical records for the current year.

Section 3. All Committee Chairs shall return all records of the committee over to their successors at the end of their terms.

Article X Nominating and Election Process

Section 1. The Executive Board shall appoint the Nominating Committee Chair. The Chair shall appoint a minimum of two (2) additional members to the committee

Section 2. There shall be an optimal number of elected members of the Executive Board.

Section 3. Nominations may be made from the floor at the September general meeting. Written nominations must be received by the Nominating Committee by October 1.

- Section 4. The Nominating Committee shall mail the official ballot to members in good standing 30 days prior to the November Annual Meeting.
- Section 5. Members must present their ballot at the November Annual Meeting if they attend. Members not attending the November Annual Meeting must submit their ballot to the Nominating Committee at least seven days prior to the Annual meeting. Proxy votes will not be accepted.
- Section 6. In the event of a vacancy in any elected position, the Nominating Committee shall select an eligible member to fill that vacancy, subject to approval of the Executive Board at its next meeting.

Article XI Tenure of Office

- Section 1. The tenure of office shall be:
- a. Elected and appointed Executive Board members shall take office on the first day of January of the calendar year for which they have been selected, and shall serve for one year. An elected member of the Executive Board may be elected for multiple terms.
 - b. The chairs of standing committees shall be appointed by the [Executive Board](#) and may serve multiple terms.
- Section 2. Resignation and Removal:
- a. An elected Executive Board member may resign at anytime by giving notice in writing to the secretary. Such resignation shall take effect on the date requested by the resigning member.
 - b. An elected Executive Board member shall be removed from office by a vote of the majority of all members of the Executive Board excluding the member subject to such removal

Article XII Quorums

- Section 1. A quorum for general membership meetings shall be no fewer than six members in good standing.
- Section 2. [At least three](#) of the members of the Executive Board shall constitute a quorum for conducting business of the Executive Board.
- Section 3. A simple majority vote is required for the approval of motions presented to the membership.

Article XIII Amendment to the Bylaws

The bylaws shall become effective upon adoption and shall not be amended, altered, or repealed except under the following conditions:

- a. Proposed amendments shall be presented by an Ad Hoc Committee to the Executive Board.
- b. Upon approval by the Executive Board proposed amendments shall be sent to all members at least 14 days in advance of the next general meeting.
- c. Any change adopted by the majority vote of the members present at a general membership meeting shall become effective immediately, unless otherwise stipulated in the proposed changes.

Article XIV Parliamentary Authority

The Association will use a modified version of Robert's Rules of Orders as a guide to conduct business.

Article XV Volunteer Liability

Except as otherwise provided by law, a volunteer board member of the corporation is not personally liable to the organization (or its members) for monetary damages for a breach of the board members fiduciary duty.

The organization assumes all liability to any person other than the organization (or its members) for acts of omission of a volunteer board member incurred in the good faith performance of her or his duties.

Article XVI Liability for all acts or omissions

The corporation assumes the liability for all acts or omissions of a volunteer board member, provided that:

1. The volunteer was acting or reasonably believed she or he was acting within the scope of her or his authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

Article XVII Dissolution

The Executive Board, by a majority vote of the members present at a duly called and conducted meeting, may dissolve the Association.

Membership shall be notified prior to the dissolution meeting. Upon the dissolution of the Association, the Executive Board shall make payment of all liabilities of the Association, after which all records and assets shall be awarded to a Kalamazoo County organization whose purpose is volunteerism and volunteer management or to an endowment dedication to volunteerism.

Approved by a vote of the Membership on November 14, 1980

Amended

March 31, 1981	Art II; Art IV; Art V, Art VIII, Sec 2c
September 11, 1981	Art IX, Sect I; Sec 2f,g,h
November 10, 1981	Art IV, Sec 2; Art VIII, Sec 2b; Art IX, Sec 1, Sec 2a,b,c
November, 1984	Art IX, Sec 1; 2a,b,c
September, 1986	Art III, Sec 3, Sec 5, Sec 6; Art IV; Art V; Art VI, Sec 1, Sec 2; Art VII; Art VIII, Sec 1, Sec 2b,c,d; Art IX, Sec 1, Sec 2, Art X; Art XI, b; Art XII, Sec 1; Art XII a
November 10, 1988	Art II; Art IV, Sec 2, Sec 3; Art VIII, Sec 2b; Art IX, Sec I, Sec 2
July 13, 1990	Art III, Sec 6 (deleted); Art IV, Sec 1; Art V; Art VII, Sec 1; Art VIII, Sec 2a,b,c (spelling and clerical errors only), d; Art IX; Art X; Art XI; Art XII, Sec 3; Art XIV; Art XV
September 13, 1991	Art X, Sec 3,4,5;
???	Art IV, Sec 1,2,3; Art V, Sec 2,3; Art VI, Sec 1,4; Art VII, Sec 4; Art VIII, Sec 2c; Art IX, Sec 2a,b,d,e, Sec 3; Art X, Sec 1, Sec 3; Art XI, Sec 2b
October 15, 2002	Art III, Sec 2 (deleted),3,4,5; Art VI, Sec 1, Sec 4; Art VIII, Sec 2b; Art IX, Sec 1; Art X Sec 1,2,3,4,5,6,7; Art XII, Sec 1, add Sec 4; Art XIII, b,c; Art XIV; Art XV
September 27, 2006	Art II; Art III, Sec 1,2; Art VI, Sec 2,3,4; Art VII, Sec 1; Art VIII, Sec 2; Art IX, Sec 1, Sec 2 a,e; art X, Sec 1,2,6; Art XI, Sec 1,a,b, Sec 2 a,b; Art XII, Sec 1,2,3(deleted); Art XIV; Art XV & Art XVI (added new)