

BY-LAWS
of
Virginia Storytelling Alliance, Inc

Adopted Nov. 10, 2001.

ARTICLE I: NAME, PURPOSE, LOCATION, AND FISCAL YEAR

1. Name. The name of this organization shall be "Virginia Storytelling Alliance, Inc.," also known by its acronym "VASA," and hereinafter referred to as the "Corporation."
2. Purpose.
 - a. Mission. The purpose of the organization is set forth in its Mission Statement: "The Virginia Storytelling Alliance, Inc. is dedicated to advancing the art of storytelling." To this end, VASA is organized as a non-profit corporation for artistic, educational, and charitable purposes. As a membership organization, it will serve the interests of its membership equally.
 - b. Statewide Scope. As a state organization, the Corporation represents its service area, consisting of the entire state of Virginia. Residence in the state is not a requirement for membership or any other right, office, or privilege. The Corporation in all its decisions will endeavor to represent the interests of the entire state equally.
 - c. Non-profit Status. VASA is incorporated as a nonprofit organization under the laws of the state of Virginia. The affairs of the Corporation shall be conducted in such a manner at all times to maintain its charitable character and status, and to qualify for tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.
3. Location. The principal office of the Corporation shall be in the Commonwealth of Virginia at a location designated by the directors. The Directors may change the location of the principal office within the Commonwealth of Virginia or designate such other offices as they consider appropriate.
4. Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on June 30 each year.

ARTICLE II: MEMBERS

1. Membership and Dues. The Corporation shall have one class of members; all members shall have equal voting rights. There shall be no qualification for membership other than payment of annual dues in the amount established by the directors. The directors may establish differing levels of annual dues (as, for example, student or tandem dues) or issue a waiver of dues or a lifetime membership in cases of hardship or in acknowledgment of service to the Corporation.

2. Rights of Members.
 - a. Every member shall have the right to participate in meetings of the membership, to cast one vote on all matters put before the membership for consideration, to nominate and participate in the election of members of the Board of Directors as provided by these Bylaws, and to serve on the Board of Directors or on committees.
 - b. Every member (or member household) shall receive the organization's newsletter and all other VASA membership notices and mailings. Members shall receive discounts on admission to conferences sponsored by the Corporation and such other discounts and benefits as established by the directors.
 - c. The assent of the membership shall be required before action may be taken on the reassessment of member dues, the sale of land or property of the Corporation assessed in excess of \$1000, alteration of tax-exempt status, the amendment of these Bylaws, or the dissolution of the Corporation.
3. Membership Meetings.
 - a. There shall be at least one meeting of the general membership per year at a location and time determined by the Board of Directors. Written notice of a general membership meeting shall be given to all members, at least fourteen days prior to the meeting.
 - b. Special meetings of the general membership may be called by the members by either a majority vote at a membership meeting or by a written petition to the Board of Directors signed by at least one-fifth of the membership. A special membership meeting must be held within the state, and written notice must be provided to all members at least fourteen days prior to the meeting. At a special meeting, only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon by the membership.
 - c. All membership meetings shall be held within the state.
4. Notification of Members.
 - a. Member notification shall consist of written notification, through the newsletter or by other means (including individually addressed electronic mail). Member notification must be received at least fourteen days prior to a general membership meeting.
 - b. Notification must be given of the time and location of all membership meetings. Notification must be given of any questions to be brought before the membership for a vote. Notification must be given of the names of all nominees proposed by the Board of Directors for election or appointment by the membership.
5. Member Decision-making
 - a. At a Membership Meeting: A decision of the membership shall be made by a majority of the members present and voting.
 - b. By Mailed Ballot: A decision of the general membership may be arrived at by majority vote of paper, fax, and email ballots cast, after presentation of the proposal to the general membership. Presentation of a proposal may occur: (1) at a general membership meeting; (2) by a mailing to the entire

membership (either by a direct mailing or by an article in the newsletter mailed to all members). A proposal presentation must include the specific wording of the ballot for vote, the vote deadline, and appropriate mail and email addresses for response. A minimum of twenty days from postal distribution of ballots (or ten days from in-person distribution of ballots) is required for response before vote tabulation. A member decision by ballot requires that the total number of ballots collected exceeds ten percent of the current total membership; no tabulation of votes may be performed unless this minimum number of ballots is reached. The Board may further solicit the returning of ballots after the deadline has passed to reach this required level of response. Further solicitation may be by mail, newsletter, website, email, telephone, or any other means, provided that either all members are solicited, or solicitation is performed in a neutral manner (for example, by telephoning every third name on the membership list) and providing that no tabulation of votes has yet been performed.

ARTICLE III: BOARD OF DIRECTORS MEMBERSHIP

1. Composition of the Board of Directors.
 - a. The Board of Directors shall consist of not less than seven and not more than twelve directors. The Board of Directors may propose an increase or decrease in the size of the Board, or propose other changes to its composition (such as establishing a special director position limited to members from an unrepresented area). Any increase or decrease of the size of the Board of Directors or change in its composition must be approved by majority vote at a meeting of the general membership.
2. Qualifications for Directors.

All members of the Board of Directors must be members of the Corporation. No member of the Board of Directors may be an employee of the Corporation. No member of the Board of Directors may receive monetary or other compensation for serving on the Board of Directors.

At least one board member must serve on each standing committee.

3. Nomination of Directors.
 - a. The number of director positions for election shall be established by the Board of Directors, and notification of vacancies or a proposed enlargement of the Board shall be given to the members.
 - b. A director may be nominated by any three members or by a nominating committee established and empowered by the Board.
4. Election of Directors.
 - a. Interim Appointment: The Board of Directors may appoint by unanimous consent any member in good standing of the Corporation to serve as an interim (pro tem.) director. Interim directors may serve until the next

meeting of the general membership, at which time they must stand for election by majority vote of the members present and voting.

- b. Uncontested Election: If the number of nominees does not exceed the number of vacant positions on the Board of Directors, election of each nominee director shall be by majority voice vote of those present at a meeting of the general membership.
 - c. Contested Election: If the number of nominees exceeds the number of vacant positions, directors shall be elected by secret ballot of those present at a meeting of the general membership. Members shall vote by specifying on their ballot as many nominees as there are available positions. Directors are elected by majority vote; those candidates receiving a majority of the ballots cast are immediately elected. In the event that no one of the remaining candidates receives a majority of the ballots cast, a second ballot vote will be taken. The candidate that received the lowest number of votes on the previous ballot will be removed from nomination and the membership will vote on remaining nominees. This balloting process will be repeated until a nominee elected by majority vote fills each vacancy on the Board of Directors.
5. Tenure of Directors. Directors are elected at large from the membership and serve a three-year term, or until their successors are elected and seated. Terms of directors shall be staggered, with one-third of the directors standing for election each year.
 6. Resignation from the Board of Directors.
 - a. Voluntary. Any director may resign at any time by giving written notice to the President of the Board. Unless otherwise specified, such resignation shall be effective upon the receipt of notice by the President.
 - b. Absenteeism. A director shall be considered to have given notice of resignation and the Board of Directors shall declare his or her position vacant if he or she fails to attend three consecutive meetings of the Board, unless good cause for absence and continuing interest in participation are recognized by unanimous consent of the Board. When a director has failed to attend three consecutive meetings, the president shall inform him or her in writing that at the next Board meeting his or her position will be declared vacant unless reinstated by unanimous consent of the Board.
 7. Removal from the Board of Directors. A director of the Corporation may be removed for good cause when such director is judged to have acted in a manner seriously detrimental to the Corporation. Written charges specifying the conduct considered to be detrimental must be filed with the president of the Board (or the vice-president, if the president is the one charged). Any two Board members may file such charges. Upon filing of charges, the director is immediately suspended and declared not to represent the Corporation in any public, legal, or financial transaction. The president (or vice-president) shall deliver or mail a copy of the charges to the director charged. Within two weeks, the Board, meeting in executive session, shall review these charges. The Board of Directors shall then vote to remove or reinstate the director charged. The removal of a director requires a two-thirds vote of the entire Board of Directors (inclusive of absent members, but exclusive of the director charged). A director who has received a copy of the

charges and the statement (if any) of the director charged may cast an absentee vote on this matter.

ARTICLE IV: BOARD OF DIRECTORS OFFICERS

1. **Appointments and Term of Office.** Officers of the Board are appointed by majority vote of the Board from among elected members of the Board. Their term of office is one year, at which time that they may be reappointed by a majority vote of the Board. The term of office for all Board officers is concurrent with the fiscal year, as defined in Article I:4. Election of officers must occur prior to the end of the fiscal year, with new officers taking office with the commencement of the fiscal year. Interim election of an officer to fill a vacancy may occur at any Board meeting. An interim officer's term of office is until the commencement of the next fiscal year. All officers of the Board must be members of the Board. Removal of officers shall follow the same procedure as removal of directors as specified in these bylaws.
2. **President and Vice-President.** The President of the Board of Directors shall, when present, preside at all Board meetings and general membership meetings, and carry out other tasks as designated by the Board. The Vice-president shall preside at Board meetings and general membership meetings in the absence of the president and carry out other tasks as designated by the Board.
3. **Secretary.** The Secretary shall take and distribute minutes of Board meetings and general membership meetings, maintain and make available for inspection a permanent record of the decisions of the Board and of the membership, and carry out other tasks as designated by the Board.
4. **Treasurer.** The Treasurer shall, subject to the direction of the directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, and signatory authorization for their release, except as the directors may otherwise provide. He shall promptly render to the President, to the Directors, and to staff as designated by the directors, such statements of his transactions and accounts as they may require. He or she shall render and file in a timely manner all required state, federal, and local tax report forms and payments. He or she shall prepare financial reports for Board meetings and general membership meetings, and carry out other tasks as designated by the Board.

ARTICLE V: BOARD OF DIRECTORS MEETINGS, POWERS AND DUTIES

1. **Meetings of the Board of Directors.**
 - a. Notification of meetings shall consist of written notification to all Board members, through the newsletter or by other means (including individually addressed electronic mail). Board member notification must be sent at least ten days prior to a Board meeting. All Board meetings must be held within the service region; the Board will endeavor to meet in locations equally convenient to all members of the Board.

- b. Regular Meetings. The Board of Directors shall meet as needed but no less often than once every three months, at such times and places as the Board may establish.
 - c. Emergency Meetings. Any three directors on one-day notice may call an emergency meeting. Notice of an emergency meeting, including an announcement of the agenda, shall be given by telephone, fax, electronic mail, or in person to all directors. Every reasonable effort shall be made to notify all directors. At an emergency meeting of the Board only those matters included in the announced agenda may be acted upon unless all of the directors are present at the meeting and consent to take action on other matters.
2. Meeting Procedures of the Board of Directors.
- a. Open Meetings. All meetings of the Board of Directors shall be open to any person except when the Board has voted, during an open meeting, to go into executive session.
 - b. Executive Session. A motion to go into executive session shall state the nature of the business of the executive session, and no other matter may be considered in the executive session. Attendance in executive session shall be limited to the directors and, when requested, the Corporation's staff, legal counsel, and other persons whose knowledge is needed. Minutes need not be taken during executive session, but the motion to go into executive session and the nature of the business to be discussed shall be recorded in the minutes of that Board meeting.
 - c. Quorum. At any meeting of the Board, a quorum shall consist of a majority of the Board of Directors. To achieve a quorum on a specific decision, the votes of absent members of the Board may be polled by telephone or electronic mail, provided that a reasonable attempt to reach all other absent Board members by the same means is carried out.
 - d. Decision-making. Each member of the Board shall have one vote. The Board shall attempt to reach unanimous agreement on all decisions. In the event that unanimous agreement cannot be achieved, a decision may be made by a majority of the directors present and voting, except as specified elsewhere in these Bylaws.
 - e. Proxies. A Board member may vote on an agenda item by written proxy, dated not more than two weeks prior to the meeting and filed with the secretary. Electronic mail shall be considered a valid proxy.
 - f. Action by Consent. Any action by the directors may be taken without a meeting if all the directors thereto give consent and filed by the secretary in the permanent record of the Board. Verbal consent or electronic mail shall be considered a valid form of written consent for this purpose. Such consent must be reaffirmed at the next meeting of the Board.
 - g. Minutes. The Secretary or such other person shall record minutes of all Board meetings as the Board may designate. Minutes shall be distributed prior to the next Board meeting. Unless challenged during the next Board meeting, minutes of the previous meeting shall be assumed to be approved as written. All minutes of Board meetings shall be kept on permanent

record by the Corporation and shall be open for inspection by any member of the Corporation.

3. Powers and Duties of the Board of Directors.
 - a. Powers. Except as provided otherwise in these Bylaws, the Board of Directors shall have the entire charge, control, and management of the Corporation and its property.
 - b. Financial duties. The Board shall issue an annual financial report for the most current fiscal year including statements of income, operating expenses, and program expenses. The Board shall adopt an annual budget prior to the beginning of each fiscal year. Both the financial report and budget shall be made available to the general membership at the annual members meeting and be open for inspection by any member at any time.

ARTICLE VI: COMMITTEES OF THE BOARD OF DIRECTORS

1. Standing Committees. These committees may be established at the discretion of the Board of Directors:
 - a. Powers and Responsibilities. Committees shall make recommendations to, and carry out the decisions of the Board of Directors. The directors may by majority vote delegate to these committees any and all powers except those which by law or these Bylaws they are prohibited from delegating.
 - b. Committee Membership. All standing committee shall consist of no fewer than three members. Each committee shall have a chairperson appointed by the Board of Directors. Committee chairs will serve for a one-year term, at the pleasure of the Board of Directors. The committee chair or a designated representative will be expected to attend meetings of the Board of Directors. The directors shall have the power by majority vote to change the chairperson of any such committee.
 - c. Committee Finances. The Board of Directors may allocate a budget for the use of specific committees. This may include the hiring of contractors for their services to the committee. The committee chair is responsible for making regular financial reports to the Board of Directors.
 - d. Specific Committees.
 - ☞ Membership: This committee shall develop materials and strategies for recruiting new members and renewing existing members, propose membership dues levels and categories of dues, member benefits and services.
 - ☞ Outreach: This committee shall promote the visibility of storytelling in the general public and coordinate with other organizations involved in storytelling and related endeavors.
 - ☞ Programs: This committee shall propose conferences, workshops, festivals, and performance venues to the Board of Directors, and coordinate such activities upon approval by the Board.
 - ☞ Finance: the treasurer shall chair this committee. It oversees and monitors the fiscal affairs of the Corporation, recommends changes

in fiscal practices, and develops a proposed annual budget for presentation to the Board of Directors.

- ☰ Fundraising: This committee shall investigate potential activities to generate funds and explore grant opportunities and develop proposals.
- ☰ Personnel: This committee shall recommend policies and procedures for hiring and evaluating employees and contractors.
- ☰ Nominating: This committee shall identify potential candidates for annual election to the Board of Directors and for appointment to committees, facilitate the annual election of members of the Board, and recommend candidates to fill pro-tem. vacancies on the Board.

2. Ad Hoc Committees.

The Board of Directors may by majority vote create ad hoc committees and appoint members and chairpersons thereto. The Board may disband ad hoc committees by majority vote. The membership requirements, powers, and responsibilities of ad hoc committees are the same as for standing committees.

ARTICLE VII: STAFF

1. Hiring and Eligibility.

- a. Board Powers. The Board may hire or contract the services of individuals to carry out the mission and duties of the Corporation. The Board may hire, fire, or set compensation of an individual by majority vote, except as limited by law or by statement elsewhere in these Bylaws.
- b. Employees. No individual hired as an employee may simultaneously serve on the Board of Directors. An individual hired as employee is expected to be a member of the organization and to exercise all rights and powers of membership.
- c. Contractors. An individual contracted by the Board to perform a specific task for monetary or other compensation may simultaneously serve on the Board of Directors or its committees. However, no Board member may vote on his or her own contracting or compensation, and no decision on such matters may be taken if the presence of such director is necessary to constitute a quorum. No Board member may receive monetary compensation for serving on the Board, serving as an officer of the Board, or chairing or serving on a committee of the Board.

ARTICLE VIII: PERSONAL LIABILITY

The directors, officers, agents and employees of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree.

ARTICLE XI: PARLAMENTARY AUTHORITY

Garfield Jones' Parliamentary Procedure at a Glance [Viking/Penguin 1990] shall govern the proceedings of the Corporation, except as otherwise provided for by the Board of Directors.

ARTICLE X: AMENDING THE BYLAWS

The Bylaws of the Corporation may be amended or repealed and new bylaws enacted only by resolution passed by a two-thirds majority vote of the members present and voting at a general or special membership meeting. Proposed amendments must be submitted to the secretary by written petition of at least 10 members of the organization. Proposed changes in the bylaws shall be distributed at least 30 days prior to a membership vote on amending the bylaws.

ARTICLE XI: DISSOLUTION

The Corporation may be dissolved in accordance with the provisions of Code of Virginia. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of pursuant Code of Virginia Chapter 10 of Title 13.1, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.