

Final Revision Adopted by VCA Foundation by Electronic Vote
Effective Date: April 1, 2011

By-Laws of the Virginia Counselors Association Foundation, Inc.

Article I: Purpose of the Foundation

The VCA Foundation is a non-profit, charitable, philanthropic, endowment fund.

The primary purposes of this fund are to:

- Promote and foster professional education and development in the field of counseling in Virginia;
- Acknowledge and support individuals engaged in professional pursuits in the counseling field in Virginia.

Article II: Vision of the Foundation

The vision of the Virginia Counseling Association Foundation is to provide financial resources to promote and enhance the counseling profession in Virginia.

Article III: Mission

The mission of the VCA Foundation is to create fundraising, philanthropic and other opportunities, which will generate financial resources that will support the purpose of the Foundation.

Article IV: The Foundation Board of Directors

Section 1: Composition of the Board, and Powers

- a. The business and affairs of the Foundation shall be managed and controlled by the Foundation Board of Directors, henceforth referred to as "the Board" .
- b. The Foundation shall have no members.
- c. The Board shall consist of the following members:
 - Officers, to include President, Vice-President, Secretary, and Treasurer
 - Six Directors-at-large.
 - Ex-officio Directors of the Board will be the Virginia Counselors Association President, President-Elect, and Past-President in office at the time, and the VCA Executive Director.
 - Director Emeritus: Honorary, ex-officio positions, conferred by the Board, to individuals who have served the Foundation with honor and distinction..
- d. Voting Privileges: Voting Privileges will be extended to the Elected Officers and Directors-at-Large currently in office. Ex-Officio Board members, including, Emeritus Members may participate in Foundation business in an advisory capacity.

Section 2: Election, Term, and Vacancies

- a. The term of office for each Officer and Director shall be three years, Directors and Officers may serve two successive terms
- b. In order to ensure continuity within the Board, the terms of Officers and Directors shall be scheduled in a staggered sequence.

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Each year, two Directors will finish a term, and their successors shall be nominated and elected by the majority vote of the Board at the Annual Meeting.

- The term of the President and the Secretary will end in the same year;
 - the term of the Vice President and the Treasurer will end in the same year, but a different year than the President and the Treasurer.
- c. Any Director may resign at any time. Vacancies occurring among the Directors shall be filled by the Board as vacancies occur.
- d. A director may serve ~~an additional~~ a term ~~of office~~ as an officer, and may be elected for a second term as an officer.
- e. Individuals may serve the Board as Directors and Officers for a maximum of 12 consecutive years.

Section 3: Annual Meeting—The annual meeting of the Foundation shall be held during the month of June in each year, on such date and at such time and place as the Board shall designate.

Section 4: Other Meetings

- a. Additional regular meetings of the Board may be scheduled by the Board.
- b. Special meetings of the Board may be called by the President. Such meetings may be held at a place and time, as designated in the notice of or call for such meeting.
- c. Virtual meetings, using available technology, may be called by the President, to address the urgent business of the Foundation. The outcome of such meetings shall be entered into the minutes of the subsequent scheduled meeting.

Section 5: Notice of Meetings

- a. Written notice of the annual meeting and regular meetings of the Board shall be mailed by postal service or, electronically, or delivered to each Director in person, at least ten (10) days prior to such meetings.
- b. Special meetings and Virtual Meetings called by the President, shall provide reasonable notice and response time for Board members to attend.

Section 6: Quorum:

- a. At any annual, regular, or special meeting of the Foundation Board, a quorum shall consist of no less than one-half ($\frac{1}{2}$) of the number of Foundation Board members then in office.
- b. The acts of a majority of the Board present at a meeting in which a quorum is present shall be the act of the Board.

Section 7: Attendance Requirements:

- a. Attendance at meetings of the Board is acknowledged to be important for the successful conduct of business of the Foundation, and by agreeing to be nominated to the Board, each elected Director will agree to use his or her best efforts to attend all meetings of the Board, and to notify the President or Secretary in advance of any meeting which he or she will be unable to attend.
- b. In the event that during any year, an elected Officers and Director is absent from two (2) or more regular meetings of the Board, such Officers and Director may be removed by the vote of the Board upon recommendation of the President.

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- c. Electronic participation in a meeting may be allowed by the President, when meeting conditions permit and when unusual circumstances prevent a Director from participating in person, the preferred method of participation in Board business.

Section 8: Compensation: Board members shall not receive any salary for their services as such, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board with the approval of the Board. Expenses paid by individuals in support of the Business of the Foundation and requested by the Board, shall be reimbursed by the Treasurer, with appropriate documentation to the Treasurer.

Article V: Duties of Officers & Directors-at-Large

Section 1: Title: The officers of the Foundation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the Board may from time to time determine.

Section 2: Election and Term; Officers shall be elected at the annual meeting of the Board to serve for three (3) years, or until their successors are elected and qualify. Any vacancy in any office may be filled by the Board at any regular or special meeting, such officer to serve for the unexpired portion of the term of his or her predecessor. Any officer may be removed at any time for due cause, by the affirmative vote of a majority of the Directors at a regular or special meeting.

Section 3: Duties of the President—The President shall preside at all meetings of the Directors. The President shall have general management and control of the business affairs of the Foundation. He or she shall perform other such duties as usually pertain to the office of the President or that may be required of him or her by the Directors.

Section 4: Duties of the Vice-President: The Vice-President, in the absence of the President, shall assume and discharge the duties pertaining to the office of President, and shall perform such other duties as may from time to time be prescribed by the Board.

Section 5: Duties of the Secretary: The Secretary shall maintain - contact information for all members of the Board shall keep a record of all proceedings of all meetings of the Board; shall be custodian of its records except those properly assigned to the Treasurer; and shall perform other such duties as pertain to such office or as the President or the Board may from time to time require.

Section 6: Duties of the Treasurer: The Treasurer shall be custodian of all funds of the Foundation and shall disburse such funds upon proper authorization of the Board. He or she shall deposit the funds in a bank designated by the Board in the name of the Foundation. He or she shall enter regularly in the books of the Foundation to be kept by him or her for the purpose of full and accurate accounts of all monies received and paid out by him or her on account of the Foundation. A financial report, in form and content as directed by the Board, shall be made at each regular meeting of the Board and at such other time as it may direct. He or she shall perform all other duties incident to the office of the Treasurer.

Section 7: Role of the Emeritus Directors: The status of Director Emeritus may be conferred on a retiring member of the Board. An Emeritus Director must be approved by a majority of the full Board. An Emeritus Director shall be an ex-officio member of the Board, and will serve to advise and assist the Board, in areas of special skills and expertise. Attendance at meetings will be optional, or as requested by the Board.

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Article VI: General Provisions

Section 1: Fiscal Year—The fiscal year of the Foundation shall begin on January 1 and end on the last day of December each year.

Section 2: Committees—For any purpose, committees may be created by resolution adopted by a majority of the Directors present at any meeting at which a quorum is present.

Section 3: Foundation Finances and Disposition of Funds:

- a. The Board shall have absolute control of the funds of the Foundation, which shall be distributed in a manner consistent with the Articles of Incorporation of the Foundation and with the By-Laws. The Board shall have the power to authorize and conduct fundraising activities, and to accept charitable, philanthropic, and endowment funding.
- b. The Board shall have the power to accept contributions to the Foundation for specific purposes, provided that such purposes are not inconsistent with the general purposes of the Foundation as set forth herein and in the Articles of Incorporation, and the Board shall disburse such funds exclusively for the specific purpose for which they were contributed, if so designated.
- c. No Director, Officer, or Employee of, or any member of a Committee of, or person connected with the Foundation, or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent the payment to any such person of such reasonable compensation, as shall be fixed by the Board, for services rendered to or for the Foundation in effecting any of its purposes; and no person or persons shall be entitled to share in the distribution of any of the Foundation's assets upon the dissolution of the Foundation.

Section 4: Seal of the VCA Foundation: The Board shall provide a suitable corporate seal, which shall be in possession of the Secretary and shall be used as authorization by the Board .

Section 5: Changes to By-Laws

- a. The Board of shall have power to make, amend, and repeal the bylaws of the Foundation by vote of a majority of all Board members, at any regular or special meeting of the Board.
- b. Changes in the By-Laws will be communicated to all members of the Board upon adoption.

Section 6: Standing Rules of the VCA Foundation

- a. The VCA Foundation Board shall identify standing rules that will facilitate the continuity of the Foundation and clarify procedures and general policies for routine work of the Board. Such standing rules may be amended or added at any meeting.
- b. Standing Rules of the VCA Foundation shall be communicated to all members of the Board after they have been established.
- c. Secretary shall keep a list of standing rules and bring them to the attention of the Board at the Annual Meeting.

These Bylaws Amended:

June 22, 1997

November 4, 2003

April 1, 2011