

Bylaws 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:
 - **Officers** shall include President, President-Elect, Past-President, Secretary, and Treasurer.
 - **Directors-at-large, 9 total.**
 - **Ex-officio Directors of the Board** will include the Virginia Counselors Association President, President-Elect, and Past-President in office at the time, and the VCA Executive Director.
 - **Directors Emeritus:** Honorary ex-officio positions, conferred by the Board to individuals who have served the Foundation with honor and distinction.
 - **Committees of the Board:** Standing Committees and Ad-hoc Committees may be designated by the President with the approval of the Board.
- d. Voting Privileges will be extended to the Elected Officers and Directors-at-Large currently in office. Ex-Officio Board members including VCA Officers and VCAF Directors Emeritus may participate in the business meetings of the Foundation in an advisory capacity.

Section 2: Election, Terms of Office, and Vacancies

- a. The current terms of office scheduled to end on June 30, 2020 henceforth will be extended until December 31, 2020.

- b. The Election Calendar Cycle of the Foundation: Effective January 1, 2021 the terms of office for Officers and Directors will commence on January 1 and it will end on December 31 of the year the terms end.
- c. The election of new officers and directors will take place at the Annual Meeting scheduled for the VCA Convention.
- d. Effective with the year beginning January 1, 2022, the term of office for the President will be 1 years as President-Elect, 2 years as President, followed by 1 additional year as Past-President.
- e. The term of office for the Secretary shall be two years in duration and may be renewed for successive terms by the Board upon request of the Secretary.
- f. The term of office for the Treasurer shall be two years in duration and may be renewed for successive terms by the Board.
- g. The term of office for each Director shall be three years. Directors may serve successive terms by requesting the Board for a term extension.
- h. In order to ensure continuity within the Board, the terms of Officers and Directors shall be scheduled in a staggered sequence.
 - 1. Each president-elect will be elected for a 4 year process, 1 year as President-Elect, 2 years as President, and 1 years as Past President.
 - 2. The Secretary and the Treasurer will be elected on alternate years, for 2 year terms.
 - 3. Directors will serve 3 year terms, and terms will be staggered to ensure that vacancies will not disproportionately occur during the same year.
- i. Resignations and Vacancies
 - 1. Officers: When a vacancy occurs among the Officers of the Board, the President or ranking Officer convenes the Nominating Committee to recommend an existing member of the Board to complete the term of office. If an existing Board member is not available to complete the term, a nominee can be sought outside the Board. Vacant positions are subject to approval of the majority of the Board at the next scheduled meeting or at a called meeting in person or online.
 - 2. Directors: When a vacancy of a Director of the Board occurs prior to the end of the term period, the President will convene the nominating committee and seek a nomination to fill the vacant Board positions.
 - 3. The Nominations Committee shall meet periodically to seek and review the credentials of possible candidates for vacancies, keeping a list of screened candidates who are interested in filling a vacancy.
- j. Term Limits:
 Individuals may serve the Board as Directors and Officers for a maximum of 12 consecutive years. If a Director or an Officer wishes to extend beyond 12 years in order to complete a term or project that requires more time, the affected individual may appeal to the Board for an extension no greater than 3 years.

Section 3: Annual Meeting

The annual meeting of the Foundation shall be held during the VCA Convention each year on such date and at such time and place as the Board shall designate.

Section 4: Other Meetings

- a. The Board shall meet 4 or more times per year, to plan and conduct the business of the Board.

- b. **General Board meetings** will be scheduled in person as needed.
- c. **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 for such a meeting.
- d. **Virtual Online Meetings** using available technology may be conducted in place of general meetings. Such meetings may be called by the President or designee or by a majority of the Board. Virtual meetings may be scheduled meetings or unplanned meetings that address any urgent business of the Foundation.
- e. Minutes shall be kept at all Board meetings.

Section 5: Notice of Meetings

- a. Written notice of the annual meeting and regular meetings of the Board shall be mailed by postal service, electronic mail, or delivered to each Director in person at least 14 days prior to such meetings.
- b. Special meetings and Virtual Meetings called by the President, designee, or Board shall provide reasonable notice and response time for Board members to attend.

Section 6: Quorum

- a. At any annual, general, virtual or special meeting of the Foundation Board, a quorum shall consist of more than 50% 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 established shall be considered the official acts of the Board.

Section 7: Attendance Requirements

- a. Attendance at meetings of the Board is acknowledged to be important for the successful conduct of the business of the Foundation. 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 Officer or Director is absent from two (2) or more regular meetings of the Board, such Officer and Director may be removed by the majority vote of the Board upon recommendation of the President.
- c. Electronic participation in a meeting may be allowed by the President when electronic technology permits and when unusual circumstances prevent a Director from participating in person. In-person attendance is the preferred method of participation in Board business.

Section 8: Compensation

Board members shall not receive any salary for their services. Expenses for attendance at each regular or special meeting of the Board may may be reimbursed with the approval of the Board. Expenses paid by individuals in support of the Business of the Board 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, Ex-Officio Board Members

Section 1: Officers

The officers of the Foundation shall be a President, President-Elect, Past 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 their term, or until their successors are elected. Any vacancy in any office may be filled by the Board at any regular or special meeting. The person filling the vacant position shall 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 President-Elect

The President-Elect, 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 or requested by the President. The President-elect will assume the position of President after a 2 year term as President-Elect. Should the president resign prior to the completion of the elected term, the President elect will complete that term as well as the scheduled term.

Section 5: Duties of the Past-President

The Past-President will assist and orient the President-elect to the role of President. The Past-President shall perform such other duties as may from time to time be prescribed by the Board or requested by the President.

Section 6: 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 7: 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 times as it may direct. He or she shall perform all other duties incident to the office of the Treasurer.

Section 8: The Role of a Director-at-Large (aka Director)

Directors shall attend and participate in meetings in which the business of the Foundation is discussed and voted. Directors will be asked to serve on committees designed to focus on

specific programs and topics that support the Board's goals. Directors may also be asked by the President to assume a leadership position on a specific project.

Section 9: Role of the Emeritus Directors.

The status of Director Emeritus(a) may be conferred on a retiring member of the Board. An Emeritus Director must be approved by a majority of the full Board present at a scheduled meeting or through an electronic voting process. 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.

Section 10: Roles of the VCA Ex-Officio Representatives.

The VCA President, Past-President, President-Elect and Executive Director may attend and participate at a VCA Foundation meeting, and represent the interests and point of view of the VCA. In addition, the representatives will make formal requests to the Foundation Board for their financial needs, and periodically update the Foundation Board on their activities and goals.

Article VI: General Provisions

Section 1: Fiscal Year: The fiscal year of the Foundation shall begin on January 1 and end on the December 31 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 Bylaws. 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, Employee, member of a Committee, person otherwise connected with the Foundation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Foundation,
- d. All individuals associated with the Board or working outside the Board, may receive reasonable reimbursement for expenses or services rendered to the Board, as shall be approved by the Board.
- e. 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: Changes to Bylaws

- a. The Board shall have power to make, amend, and repeal the Bylaws of the Foundation by vote of a majority of all Board members at the Annual meeting of the Board, or other scheduled meeting if there is an urgency to amend the Bylaws.

- b. Amendments to the Bylaws must be presented and discussed at a meeting prior to the time that such an amendment will be formally voted upon.
- c. Changes in the Bylaws will be communicated to all members of the Board upon adoption.

Section 5: Standing Rules

- a. The VCA Foundation Board shall identify standing rules and procedures 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 proposed for amendment or addition at any meeting and formally adopted at the following meeting.
- b. Standing Rules of the VCA Foundation shall be communicated to all members of the Board after they have been established.
- c. Board committees shall develop procedures and policies that apply to that committee and shall submit them to the Board for approval.
- d. Any Board member may submit a proposal for discussion and consideration for a standing rule at any Board meeting. The proposal will be formally voted upon by the Board at the following Board meeting.
- e. The Secretary shall keep a list of standing rules and bring them to the attention of the Board at the Annual Meeting.

These Bylaws Amended and Approved:

June 22, 1997
November 4, 2003
April 1, 2011
May 29, 2020