

# **Virginia Electoral Board Association**

## **VEBA BY-LAWS**

Adopted: 1996  
Amended: March 2000  
Amended: March 2009  
Amended: March 2022

# **Virginia Electoral Board Association**

## **BY-LAWS**

Adopted, 1996

### **ARTICLE I NAME AND PURPOSE**

Section 1: Name. The Corporation shall be known as the Virginia Electoral Board Association (VEBA).

Section II: Purpose. VEBA shall be a voluntary association for electoral board members and it shall conduct its business to facilitate fair elections in Virginia; to promote broader participation in elections; to preserve the highest standards of integrity in elections in Virginia; to promote communications among the local boards of the state and between the local boards and the State Board of Elections; to establish and maintain appropriate liaison with elected officials, including members of the General Assembly, and with registrars; to promote communications with other persons and organizations who may from time to time be interested in or involved in the election process both within and without the Commonwealth; to cultivate and advance the case of free elections; and to cultivate and promote the spirit of camaraderie and good fellowship among its members.

### **ARTICLE II MEMBERS**

Section 1: Classes. Membership in VEBA shall be available to members of electoral boards of localities I the Commonwealth of Virginia, divided into the following classes:

A. Active Member.

Any person who currently serves as an active member of an electoral board for a locality in the Commonwealth of Virginia and whose dues are current.

B. Associate Member.

1. Registrars. All persons currently employed as registrars are eligible for associate membership.
2. Former members of electoral boards and former registrars. All persons who have been dues paying members of the association but who cease to qualify for membership may by the continued payment of dues continue in membership.
3. Election Administrators employed by Electoral Boards and current or former members of the State Board of Elections whose dues are current.

C. Emeritus Member.

1. Any member of VEBA who has been in good standing in VEBA for at least 25 years shall automatically become an Emeritus Member.

Section II: Admission to Membership.

- A. Upon application of form approved by the Board of Directors, submitted to the Board of Directors, upon verification of the application by the Board of Directors, and upon payment of the membership fee established by the Board of Directors, any person who fulfills the qualifications for membership as set forth in Section I.A or I.B above shall become a member of VEBA.
- B. Any person who fulfills the qualification for membership as set forth in Section I.C above shall automatically become an Emeritus Member of the Association.

Section III: Dues and Voting Rights.

- A. Annual dues for the various members of VEBA shall be determined from time to time by vote of a majority of the Board of Directors and shall be due and payable as determined by the Board of Directors.
- B. Emeritus members shall pay no dues.
- C. Only active members shall have a vote in any affairs of VEBA.

## **ARTICLE III**

### **ELECTION OF OFFICERS AND DIRECTORS**

Section 1: Officers. The membership shall elect the First Vice President, Second Vice President, Secretary, and Treasurer at the annual meeting of VEBA in odd-numbered years. In the event that an annual meeting is not held in an odd year, the previously-elected officers and directors shall remain in their offices until the next annual meeting. A Nominating Committee shall propose nominees for each position in compliance with the procedure set forth in Article VI, Section III.

There shall be no limit on the number of candidates that may be nominated for any position. No nomination shall be considered unless it be seconded. No seconding speeches shall be permitted. Additional nominations for any position may be made by any eligible member of the Association at its annual meeting.

If only one candidate is nominated for any office after the nominations are closed by a majority vote of those in attendance, the President shall declare each candidate elected; and if there be more than one candidate nominated for any office, an election shall be held by written ballot. If no candidate receives a

majority of the votes on the first ballot, a second ballot shall be taken on which only the two candidates receiving the most votes on the first ballot shall be eligible for the election. The candidate thereupon receiving a majority of the votes cast shall be elected to the designated office.

Section 11: Directors. Members of the Board of Directors shall be elected at the annual meeting of the Association in odd-numbered years. Such nominations and elections shall be held in the manner provided herein for the election of officers. If there be any vacancies in any unexpired terms of any directors, whether or not filled pending election, there shall also be elected at such meeting members to fill such unexpired terms and each such vacancy shall be filled by a separate election which shall be held in the manner provided herein. No person who is or has been a member of the Board of Directors otherwise than ex-officio shall be eligible for re-election to the Board of Directors until one year after the expiration of his or her term, with the exception of the district directors who may succeed themselves for not more than one additional term.

## **ARTICLE IV OFFICERS**

Section I: Officers. The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, a director representing each geographical district, and such other officers as the Board of Directors may appoint. The President shall be the person elected to the office of First Vice President the preceding term. The officers of VEBA shall serve without compensation. No person shall serve as an officer of VEBA unless he or she is an active member of VEBA in good standing.

Section II: Term. Each officer of the Association shall serve a term beginning at the close of the Annual Meeting of the year in which elected and continuing until the Annual Meeting next held in an odd-numbered year or until a successor has been duly elected or appointed and qualified, or until death, resignation, or removal.

Section III: Vacancies. A vacancy occurring in any office except the office of President, for any reason, shall be filled with the unexpired portion of the term of the office by the Board of Directors upon recommendation of the Nominating Committee. A vacancy in the office of the President shall be filled by the First Vice President who shall succeed to the office of President for the unexpired term and a one year term thereafter.

Section IV: President. The President shall be the chief executive officer of VEBA. The President shall perform all duties incident to the office of President and shall have such other responsibilities and powers as may be delegated to the President by the Board of Directors and shall at all times be subject to the policies, control, and direction of the Board of Directors. The President shall appoint the members of, designate the chairperson of, and fill vacancies in all committees except as herein otherwise provided. The President shall appoint a liaison to the State Board of Elections and a liaison to the Voter Registrars Association of Virginia.

Section V: First Vice President. In the absence or disability of the President, the First Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The First Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these By-Laws. The First Vice President shall hold that office for the two-year term for which elected and shall succeed to the office of the President for the following two-year term.

Section VI: Second Vice President. The Second Vice President shall perform such duties as may be assigned by the President or the Board of Directors, subject to the provisions of the Charter of the association and these By-Laws.

Section VII: Secretary. The Secretary shall perform the duties and exercise the powers customarily incident to the office of the Secretary and such powers as may from time to time be assigned by the President or the Board of Directors. During the absence of the Secretary, the Board of Directors shall have the authority to appoint a member of the Association as Acting Secretary to perform such duties as may be required. As soon as practicable after election, the Secretary shall advise the Secretary of the State Board of Elections of the names and addresses of each member of the Board of Directors.

Section VIII: Treasurer. The treasurer shall perform the duties and exercise the powers customarily incident to the office of the Treasurer and such other powers as may from time to time be assigned by the President or the Board of Directors. The Treasurer shall submit at each Annual Meeting of VEBA a report for the current fiscal year of all receipts and disbursements during such period, all obligations outstanding at the end of such period, and all assets of VEBA with any comments as to current and prospective future financial position that he may deem informative. During the absence of the Treasurer, the Board of Directors shall have the authority to appoint a member of the Association as Acting Treasurer to perform such duties as may be required.

Section IX: District Directors. The District Directors shall solicit the local electoral boards in their districts to join VEBA. They shall collect delinquent dues in their assigned districts. They shall foster good relations between and among VEBA and the local electoral boards in their districts. They shall administer public relations for VEBA in their districts.

## **ARTICLE V DIRECTORS**

Section I: Powers. All powers of VEBA shall be exercised by, or under the authority of, the Board of Directors, and the business and affairs of VEBA shall be managed under the direction of the Board of Directors.

Section II: Qualification and Number. To be eligible to serve as a member of the Board of Directors, a person shall be an active member of the Association in good standing. The Board of Directors shall consist of no fewer than 13 individuals. The Board of Directors shall consist of: (1) the President, First Vice

President, Second Vice President, the Secretary, the Treasurer, the Immediate Past President, and the Chairpersons of such Committees of VEBA as may from time to time be established, all whom shall serve as (ex-officio) members of the Board of Directors; (2) through May 31, 1996, directors serving as of the date of adoption of these By-Laws; and (3) beginning June 1, 1996, the directors elected by district from the membership of VEBA. The members of the Board of Directors shall serve without compensation. The President shall serve as Chairperson of the Board of Directors.

Section III: Resignation; Removal; Vacancy. A director may resign at any time by giving written notice to the Secretary of VEBA. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any director who shall, without reasonable cause, fail to attend three (3) consecutive meetings of the Board of Directors, or fail to discharge the duties of a director in accordance with the director's good faith judgement of VEBA's best interests, may be removed by a majority vote of the members of VEBA at a meeting of the members called for the purpose of removing any such director. A vacancy or vacancies on the Board of Directors occurring for any reason may be filled by majority vote of the Board of Directors until the next Annual Meeting when a successor shall serve the balance of the term.

Section IV: Regular Meetings. Regular meetings of the Board of Directors may be held at the Annual Meeting of VEBA or at such other place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time.

Section V: Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, the Secretary, or any three of the directors.

Section VI: Notice. Written notice of the date, time, and place of special meetings shall be given to each director either by personal delivery or by mail or by email, by or at the direction of the officer or director calling the meeting, to the address of such director as it appears in the records of VEBA not less than 10 days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section VII: Waiver of Notice. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary of VEBA for inclusion in the minutes of the meeting or filing with the corporate records.

Section VIII: Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all the members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken,

signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

**Section IX: Conduct of Meetings.** The President of VEBA, or in the President's absence the First Vice President, shall act as chairman of and preside over meetings of the Board of Directors. If no such officer is present, the meeting shall elect a chairman. The Secretary shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

**Section X: Procedure at Meetings.** The procedure at meeting of the Board of Directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

**Section XI: Participation by Conference Telephone.** The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

**Section XII: Quorum.** A quorum at any meeting of the Board of Directors shall be a majority of the number of directors fixed or prescribed by these By-Laws or, if no number is prescribed, the number of directors in office immediately before the meeting begins. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **ARTICLE VI**

### **COMMITTEES**

#### **Preamble**

There shall be established Committees. The Committees shall be comprised of such members of the Association in good standing as may be appointed by the President. Such Committees shall include Standing Committees which shall continue in existence from year to year and which shall have staggered terms of membership to maintain continuity in purpose and activity. The President shall appoint the Chairperson of all committees unless otherwise provided herein, ad hoc committees of specific duration and for specified purposes, and ad hoc members of committees who shall serve at the pleasure of the President.

No Committee shall have the power to incur any expenses, indebtedness, or obligation for VEBA without the approval of the Board of Directors of VEBA except that the Executive Committee shall have the power to do so to the extent that such monies are available in an approved, pending budget.

The Chairperson of each committee shall cause a written report to be made to the President as to its activities

and recommendations at any time upon request of the President, and an annual report shall be submitted on behalf of each committee as to its activities for the preceding term no later than 10 days in advance of each Annual Meeting of VEBA.

## **STANDING COMMITTEES**

Section I: Executive Committee. There shall be established an Executive Committee which shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and the Immediate Past President who shall also be members of the Board of Directors of VEBA. The Executive Committee shall implement the directives of the Boards of Directors and otherwise manage the affairs of VEBA on behalf of the Board of Directors.

The Executive Committee shall hold an annual meeting as promptly after VEBA's annual meeting as possible, and announcement of the time and place thereof at VEBA's annual meeting shall constitute sufficient notice of that meeting.

A quorum of the Executive Committee shall consist of a majority. A majority shall decide any question that comes before it.

Section II: Finance Committee. There shall be established a Finance Committee which shall consist of six members of VEBA, two of whom shall be members of the Board of Directors, and the Treasurer. The Treasurer of VEBA shall serve as the Chairperson of the Committee and the First Vice President of VEBA shall serve as an ex-officio member. The terms of the non-board members of the Committee shall be staggered such that at least two members shall be appointed for three-year terms. The President shall appoint the members of the Finance Committee.

It shall be the duty of the Committee to report to the Board of Directors on an annual basis its recommendations as to the adoption of any budget and to review all annual budgets which have been adopted by the Board of Directors in order to report to the Board of Directors, by the Treasurer, on the periodic financial condition of VEBA. The Committee shall make its recommendations as to any budget, and it shall also receive and review annual reports from each committee and supervise the preparation and submission of all required federal, state, and local tax returns and annual reports. The Committee shall also be empowered, with the approval of the Board of Directors, to employ the services of a private accounting firm to perform an annual review of all financial books and records, to perform such other specialized services as may be deemed necessary and appropriate, and to make recommendations to the Board of Directors as to financial planning and related matters.

Section III: Nominating Committee. There shall be established a Nominating Committee which shall consist of the three most recent past Presidents of VEBA who are still active in VEBA. Should three recent past presidents not be active in VEBA, then the current President shall serve on the committee. The most recent still active past president shall be Chairperson. The membership of VEBA shall be notified in

appropriate written manner at least sixty days prior to the Annual Meeting of VEBA in odd-numbered years as to the composition of the Committee and that the Committee will receive and review recommendations for all available positions. The Committee shall allow a reasonable time in which to receive such recommendations and shall thereafter report its recommendations to the President not later than thirty days prior to the Annual Meeting. The President shall thereafter cause the membership to be advised in appropriate manner of the nominees recommended by the Committee for the respective positions to be filled at the Annual Meeting of VEBA. The Chairperson of the Nominating Committee will make a formal report to the Committee's recommendations at the Annual Meeting of VEBA.

Section IV: Membership Committee. There shall be established a Membership Committee which, in addition to the Board members appointed by the President, shall consist of at least three members of VEBA. The terms of the members of the Committee shall be staggered such that at least one member shall be appointed for a three-year term by each President. It shall be the duty of the Committee to: undertake such activities as will promote membership in VEBA; to review and update the membership rolls on an annual basis; and to otherwise implement such policies and projects concerning membership activities as may be delegated to it by the Board of Directors or the President. The annual report of the Committee shall include the total number of persons in each class of membership of VEBA who are in good standing.

Section V: Programs Committee. There shall be established a Programs Committee which, in addition to the Board members appointed by the President, shall consist of no less than four members of VEBA. The First Vice President of VEBA shall serve as Chairperson of the Committee and shall appoint the other members of the Committee on annual basis for one-year terms. The Chairperson may appoint such additional members and subcommittees as may be deemed necessary and appropriate to implement the objectives of the Committee. It shall be the duty of the Committee to make recommendations to the Board of Directors as to all facets of all programs of VEBA, including scheduling, content, speakers and logistics and to otherwise implement all directives of the Board of Directors and of the President concerning such activities.

Section VI: Committee on Awards and Honors. There shall be established the Committee on Awards and Honors which shall consist of the officers of VEBA and such other members in good standing, not to exceed three in number, as the President may appoint for terms not exceeding three years. The Committee shall receive and approve nominations for all honors and awards bestowed by VEBA. The Committee shall forward its recommendation to the Board of Directors for approval and said recommendations shall be based upon such criteria as may be determined from time to time by the Board.

Section VII: Public Relations Committee. There shall be established a Public Relations Committee which shall consist of six members of VEBA, two of whom shall be members of the Board of Directors. The terms of the non-board members shall be staggered such that at least two members shall be appointed for three-year terms. The President shall appoint the members of the Public Relations Committee.

It shall be the duty of the Committee to undertake activities and projects to promote fair elections in Virginia, and to promote a better understanding and appreciation of the electoral process in Virginia through the most efficacious methods, whether through communications with the press and media or through

publications or otherwise.

Section VIII: Legislative Committee. There shall be established a Legislative Committee which shall consist of six members of VEBA, two of whom shall be members of the Board of Directors. The terms of the non-board members shall be staggered such that at least two members shall be appointed for three-year terms. The President shall appoint the members of the Legislative Committee. It shall be the duty of the Committee to bring to the attention of the Executive Committee needed or proposed legislation affecting any aspect of elections in Virginia, to represent VEBA before the General Assembly, and, through communications with members of the General assembly or otherwise, to promote legislation approved by the Board of Directors of VEBA.

## **ARTICLE VII**

### **MEETINGS OF THE ASSOCIATION**

Section I: Annual Meeting. The Annual Meeting of the Association shall be held in March or April of each year on date determined by the President with the approval of the Executive Committee.

Section II: Other Meetings. Other Meetings of the Association shall be held on such dates as determined by the President.

Section III: Special Meetings. Special Meetings may be called at any time by the President or the Board of Directors. No business shall be transacted at special meetings except as shall be indicated in the notice of the meeting.

Section IV: Notices. The Secretary shall mail a notice of the time, date, and place of each meeting of VEBA to every member of VEBA not less than ten (10) days and not more than sixty (60) days prior to such meeting (except that notice shall be given not less than twenty-five (25) or more than sixty (60) days before any meeting at which members are to act on an amendment of the Articles of Incorporation or the dissolution of the Association). Any notice required by this section shall state the purpose or purposes for which the meeting is called where statement of such purpose or purposes is required by these By-Laws, the Article of Incorporation of VEBA, or applicable law.

A member's attendance at a meeting waives objection to: (i) lack of notice or defective notice of the meeting, unless at the beginning of the meeting the member objects to holding the meeting or transacting business at the meeting; and (ii) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the notice of the meeting, unless the member objects to considering the matter when it is presented. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the member entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the records of VEBA.

Section V: Quorum. Thirty members of VEBA personally present, representing at least 10 local boards,

shall constitute a quorum for any meeting or Assembly of VEBA.

Section VI: Voting Power. No person shall vote at any meeting of assembly except an active member of VEBA personally present, but all active members so present may vote on any matter. There shall be no voting by proxy at any meeting or assembly of VEBA.

Section VII: Conduct of Meetings. The President shall act as a chairman of and preside over meetings of the members. In the absence of the President, the meeting shall elect a chairman. The Secretary shall act as the secretary of such meetings. If no secretary is present, the chairman shall appoint a secretary of the meeting. All meetings shall be conducted in accordance with the provisions of the Charter and of the By-Laws, unless the same be changed or suspended as therein provided, and "Robert's Rules of Order" shall apply to any case not provided for herein.

## **ARTICLE VIII AMENDMENTS**

Section I: Amendment of By-laws. These By-Laws may be amended by a two-thirds vote of the membership of VEBA, except as otherwise provided by law. Notice of a membership meeting of VEBA at which a proposed amendment to these By-Laws is to be considered shall be sent to the members of VEBA not less than ten (10) nor more than sixty (60) days before the date of such meeting. Members shall be entitled to comment upon any proposed amendment to the membership before final action is taken.

Section II: Legislative Amendment. In the event that any portion of these By-Laws is subsequently rendered invalid by act of the General Assembly of the Commonwealth of Virginia, those portions which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the provisions herein.