

BYLAWS
of the
Virginia Electoral Board Association

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UNAPPROVED DRAFT

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of the
Virginia Electoral Board Association

Adopted: 1996

Amended: March 2000

Amended: March 2009

Amended: March 2022

General revision March 25, 2025 – Pending approval - **V 4.1.0 – 01.06.2025**

ARTICLE I: NAME

The name of this organization shall be the Virginia Electoral Board Association (VEBA).

ARTICLE II: PURPOSE

To facilitate free and fair elections with the highest standard of integrity in Virginia, to promote broader participation in elections, to promote communications between its members, the General Registrars, the Department of Elections, the State Board of Elections, and elected officials including members of the General Assembly.

ARTICLE III: MEMBERS

Section 1. Classes.

Membership in VEBA shall be available, divided into the following classes:

A. Active Member - Any person who currently serves as an active member of an Electoral Board for a locality within the Commonwealth of Virginia and whose dues are current.

B. Associate Member - **(i)** all persons currently employed as General Registrar; **(ii)** former members of Electoral Boards and former General Registrars; **(iii)** election administrators employed by Electoral Boards and current or former members of the State Board of Elections, whose dues are current.

C. Emeritus Member - Any member of VEBA who has been in good standing in VEBA for at least twenty-five years shall automatically become an Emeritus Member.

Section 2. Admission to Membership.

A. Upon an individual's application in a form approved by the Board of Directors that is **(i)** submitted to the Board of Directors; **(ii)** verified by the Board of Directors; **(iii)** who

has submitted payment of the membership dues established by the Board of Directors; (iv) who fulfills the qualifications for membership as set forth in Section 1.A or 1.B above shall become a respective 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 3. Dues and Voting Rights.

A. Annual dues for the various members shall be determined by majority vote 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 voting rights in the affairs of VEBA.

ARTICLE IV: THE EXECUTIVE COMMITTEE

The Executive Committee shall (i) implement the directives of the Boards of Directors and otherwise manage the day to day affairs of VEBA on behalf of the Board of Directors; (ii) hold a Board of Directors meeting as promptly after the close of VEBA's annual meeting as possible; (iii) announcing the time and place thereof at VEBA's annual meeting shall constitute sufficient notice of that meeting; (iv) and observe a meeting quorum of not less than seven directors.

Section 1. Officers.

The officers of the Executive Committee shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and the Immediate Past President; (i) no person shall serve as an officer of VEBA unless he or she is an Active member of VEBA in good standing; (ii) the officers of VEBA shall serve without compensation.

Section 2. Officer Term and Term Limits.

A. Each officer shall serve a term beginning at the close of elections in the year elected and continuing until elections held in the next even-numbered year and until their successors are selected and qualified, or until death, resignation, or removal.

B. Term limits are as follows; (i) President shall serve one term then automatically be appointed to Immediate Past President for one term; (ii) First Vice President shall serve one term then automatically be appointed President for one term; (iii) Second Vice

President shall serve one term; shall not serve consecutive terms; and shall be eligible to be selected for another office; (iv) the Secretary and Treasurer may serve two terms. The Board of Directors has the authority to wave the Secretary and Treasurer two term limits.

Section 3. Officer Duties.

A. President - The President is the chief executive officer of VEBA. The President shall (i) preside over all meetings of the association; (ii) has such other responsibilities and powers as may be delegated by the Board of Directors, subject to the provisions of these Bylaws; (iii) be subject to the policies, control, and direction of the Board of Directors; (iv) appoint a liaison to the State Board of Elections and a liaison to the Voter Registrars Association of Virginia.

B. First Vice President - In the absence or disability of the President, the First Vice President shall perform all the duties of the President; (i) when so acting shall have all the powers of, and be subject to all the restrictions on, the President; (ii) shall have such other powers and perform such other duties as may be delegated by the Board of Directors subject to the provisions of these Bylaws.

C. Second Vice President - The Second Vice President shall; (i) perform such duties as may be assigned by the Board of Directors, subject to the provisions of these Bylaws; (ii) shall co-chair the Legislative Committee.

D. Secretary - The Secretary shall perform the duties assigned by the Board of Directors including, but not limited to, (i) custodian of the association records including but not limited to, these Bylaws, a list of all members and officers, the reports of all Board of Directors and Executive Committee meetings; (ii) calls the roll at all Regular and Special association meetings, keeps the roll of all Executive Committee meetings, and keeps meeting attendance records; (iii) takes the minutes of all Regular and Special association meetings, Board of Directors meetings, and Executive Committee meetings; (iv) retains the minutes and reports of all Standing and Ad hoc committee meetings; (v) when requested, produce association documents for inspection; (vi) 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; (vii) upon leaving office the Secretary shall surrender, to the incoming Secretary, all documents, property of the organization, and any passwords to electronic media, within five days of leaving office; (viii) during the absence of the Secretary the President shall have the authority to appoint a member of the association as acting Secretary to perform such duties as may be required.

E. Treasurer - The treasurer shall perform duties assigned by the Board of Directors including, but not limited to, **(i)** keep the finance records of the association; **(ii)** submitting at each Annual Meeting of VEBA and at each Board of Directors meeting 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 may deem informative; **(iii)** serves as the Chair of the Finance Committee; **(iv)** reviews all financial instruments and/or contracts securing Board of Directors approval and signatures; **(v)** upon leaving office the Treasurer shall surrender, to the incoming Treasurer, all documents, financial records, property of the association, and any passwords to electronic media, within five days of leaving office; **(vi)** during the absence of the Treasurer, the President shall have the authority to appoint a member of the association as acting Treasurer to perform such duties as may be required.

ARTICLE V: DISTRICT DIRECTORS

Section 1. Membership.

There shall be one Active member in good standing elected as the District Director for each of the following seven Districts: North Central; Northern; South Central; Southern; Southwest; Tidewater; and Western; **(i)** district localities are defined elsewhere; **(ii)** Directors shall serve without compensation.

Section 2. Term and Term Limits.

Each director shall serve a term beginning at the close of elections in the year elected and continuing until elections held in the next even-numbered year and until their successors are selected and qualified, or until death, resignation, or removal; **(i)** may be reelected to on additional term; **(ii)** the Board of Directors has the authority to wave term limits.

Section 3. Duties.

District Directors shall **(i)** solicit the local Electoral Boards in their districts to join VEBA; **(ii)** assist to collect delinquent dues in their assigned districts; **(iii)** foster good relations between and among VEBA and the local Electoral Boards in their districts; **(iv)** administer public relations for VEBA in their districts; **(v)** annually hold one in-person member meeting within their assigned district; **(vi)** call additional in-person or virtual district meetings as needed; **(vii)** serve as the communication link between VEBA leadership and constituents; **(viii)** notify the chairperson of the Membership Committee of any membership changes; **(ix)** follow the guidelines in “VEBA District Director Responsibilities and Guidelines.”; **(x)** shall perform any additional duties assigned by the

Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Membership.

The Board of Directors consists of the officers of the Executive Committee and the District Directors. The President shall serve as Chairperson of the Board of Directors. Chairpersons of committees, as may be established, shall serve as non-voting ex-officio members of the Board of Directors.

Section 2. 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 3: Resignation; Removal; Vacancy

A. Resignation - A member of the Board of Directors may resign, at any time, by giving written notice to the Secretary of VEBA; **(i)** such resignation shall take effect at the time specified therein; **(ii)** if no time is specified, then upon receipt of the resignation by the Secretary; **(iii)** unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

B. Removal (Executive Committee) - Any member of the Executive Committee who shall, without reasonable cause; **(i)** fail to attend three consecutive meetings of the Board of Directors; **(ii)** fail to discharge the duties of a director in accordance with the director's good faith judgment of VEBA's best interests; **(iii)** may be removed by a two-thirds vote of the Active members of VEBA at a meeting called for the purpose of removing any such officer.

C. Removal (District Director) - Any District Director who shall, without reasonable cause; **(i)** fail to attend three consecutive meetings of the Board of Directors; **(ii)** fail to discharge the duties of a director in accordance with the director's good faith judgment of VEBA's best interests; **(iii)** may be removed by a two-thirds vote of the Board of Directors at a meeting called for the purpose of removing any such director.

D. Vacancy - Except for the First Vice President; **(i)** a vacancy on the Board of Directors occurring for any reason, upon consultation with the Nominating Committee, may be filled by appointment by the President and ratified by majority vote of the Board of

Directors. The successor shall serve the balance of the vacated position term; **(ii)** if the position of President becomes vacant the First Vice President shall automatically become President for the balance of the outgoing President's term if eighteen months, or more, of term remain or for the balance of the outgoing President's term plus two years if seventeen months or less of term remain; **(iii)** If the President's position is vacant and the First Vice President is unable or unwilling to serve then the Second Vice President shall be President pro tempore until a Special Election of the President is called; **(iv)** if the position of First Vice President is vacated, for any reason, a Special Election shall be held to fill the opening.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

Section 1: Election of Officers

The election of officers shall be conducted by in-person vote and/or by an internet-based voting system selected by the Board of Directors; **(i)** each Active member shall have only one vote each; **(ii)** No proxy votes shall be allowed.

A. The First Vice President shall automatically become the President on the last day of April in the even numbered years or at the close of elections held during a membership meeting in the even numbered years, whichever comes first.

B. The membership shall elect the First Vice President, Second Vice President, Secretary, and Treasurer at a membership meeting held in even-numbered years. If a meeting is not held in an even-numbered year, the previously elected officers and directors shall remain in their office until the next membership meeting or called Special Election.

C. The Nominating Committee shall present a slate of nominees and conduct elections for each. There shall be no limit on the number of candidates that may be nominated for any position; **(i)** no nomination shall be considered unless it is seconded; **(ii)** no seconding speeches shall be permitted; **(iii)** nominations for any position may be made by any Active member of the association.

D. Nominations shall follow political party affiliation; **(i)** nominations for First Vice President shall be of the opposite political party to the President; **(ii)** nominations for the Second Vice President shall be of the same political party as the President; **(iii)** there shall be no political party affiliation requirements for all other officer positions.

E. If only one candidate is nominated for any office after the nominations are closed by a majority vote of those in attendance; **(i)** the President shall declare each candidate

elected; **(ii)** if there be more than one candidate nominated for any office, an election shall be held by internet-based voting system and written ballot as needed; **(iii)** 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; and **(iv)** the candidate thereupon receiving a majority of the votes cast shall be elected to the designated office.

Section 2: District Directors

Such nominations and elections shall be held by and within the Active membership of the specific geographic district in which the Director will serve.

Section 3: Special Elections

A. If the First Vice President positions become vacant the Board of Directors shall call a Special Election to fill the open position.

B. If the President position is vacated and the First Vice President is unable or unwilling to serve as President the Board of Directors shall call a Special Election to fill the open position(s).

C. The Nominating Committee shall follow the rules in Article VII, Section 1: Election of Officers. and Article VIII, Section 3, B Nominating Committee. duties **(i)** to nominate candidates; **(ii)** notify the membership; **(iii)** conduct the election via an internet-based voting system approved by the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1 -Standing and Ad Hoc Committees

These committees shall be comprised of such members of the association in good standing as may be appointed by the President and ratified by majority vote of the Board of Directors. Standing Committees shall continue in existence from year to year and have staggered terms of membership to maintain continuity in purpose and activity. Ad Hoc committees shall be of specific purpose and duration. The Board of Directors shall appoint the Chairperson of all committees unless otherwise provided herein.

A. To the extent practicable all committee membership should have political party parity.

B. No Committee shall have the power to incur any expenses, indebtedness, or obligation for VEBA without the approval of the Board of Directors except that the Executive Committee shall have the power to do so to an extent set by the Board of Directors and subject to the President's and Treasurer 's required signatures.

C. The Chairperson of each committee shall cause a written report to be made as to its activities and recommendations at any time upon request of the Board of Directors, 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.

Section 2 – Term

A. Non-board members, of any standing committee, serve a three-year term; **(i)** are appointed or reappointed to staggered terms, one to expire each year beginning on the date of appointment and ending three years after the appointment; **(ii)** can serve an unlimited number of terms. Board members, of any standing committee, serve while in their elected office.

B. The Nominating Committee shall be appointed, as needed, to conduct elections and shall be dissolved immediately after the election is completed.

C. Ad hoc committees may be appointed to perform specific duties as designated by the Board of Directors and shall be dissolved immediately after the duties are completed.

Section 3 – Standing Committees

A. Finance Committee. This committee **(i)** shall consist of six members, two of whom shall be members of the Board of Directors, the Treasurer, and three Active members; **(ii)** the Treasurer shall serve as the chairperson of the committee; **(iii)** the First Vice President shall serve as an ex-officio member.

Its duties shall include **(i)** preparation of an annual budget to be adopted by the Board of Directors; **(ii)** preparation and presentation of quarterly reports as to the financial condition of VEBA; **(iii)** make recommendations as to any needed budget amendment(s); **(iv)** receiving and reviewing financial reports from each committee; **(v)** supervision of the preparation and submission of all required federal, state, and local tax returns and annual reports; and **(vi)** performing 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; **(vii)** shall, with the approval of the Board of Directors, employ the services of a private accounting firm to perform an annual audit of all financial books and records.

B. Nominating Committee. This committee **(i)** shall consist of the three most recent past Presidents of VEBA who are still active in VEBA; **(ii)** if three recent past presidents are no longer active in VEBA, then the President shall appoint members as needed and the

Board of Directors shall ratify the appointments; **(iii)** the most recent still active past president shall be Chairperson.

Its duties shall include **(i.)** notifying the membership of VEBA, by email and website posting at least sixty day prior to an election as to the composition of the committee and that the committee will receive nominations, for all available positions, in a format determined by the committee; **(ii)** allowing a reasonable time in which to receive nominations; **(iii)** thereafter, reporting the list of nominees to the Board of Directors not later than fifteen days prior to the election and the Board of Directors shall thereafter, not less than ten days prior to the election, advised the membership, by email and website posting, of the nominees for the respective positions to be filled; **(iv)** the Chairperson of the Nominating Committee shall facilitate a candidate forum prior to the election.

C. Membership Committee. This committee **(i)** shall consist of six Active members of VEBA appointed by the Board of Directors.

Its duties shall include **(i)** undertaking such activities that promote membership in VEBA; **(ii)** reviewing and updating the membership rolls on an ongoing basis; **(iii)** implementing such policies and projects concerning membership activities as may be delegated to it by the Board of Directors; **(iv)** annually reporting the total number of persons in each class of membership of VEBA who are in good standing.

D. Programs Committee. This committee **(i)** shall consist of six members of VEBA, the First Vice President and five Active members, appointed by the Board of Directors; **(ii)** the First Vice President shall serve as Chairperson of the committee; **(iii)** the Chairperson may appoint additional members and subcommittees as may be deemed necessary and appropriate to implement the duties of the committee.

Its duty shall be to make recommendations to the Board of Directors as to all facets of all programs of VEBA, including scheduling, content, speakers, logistics, and to otherwise implement all directives of the Board of Directors concerning such activities.

E. Committee on Awards and Honors. This committee shall consist of the officers of VEBA and such other Active members in good standing, not to exceed three in number.

Its duty shall be **(i)** to receive and approve nominations for all honors and awards bestowed by VEBA; **(ii)** forward its recommendation to the Board of Directors for approval and said recommendations shall be based upon such criteria as may be determined by the Board of Directors.

F. Public Relations Committee. This committee shall consist of six members of VEBA, two shall be members of the Board of Directors and four Active members appointed by the Board of Directors.

Its duties shall be **(i)** undertake activities and projects to promote fair elections in Virginia; **(ii)** promote a better understanding and appreciation of the electoral process in Virginia through the most efficacious methods; **(iii)** manage the forward-facing image of VEBA through communications with the press, media, publications; or other appropriate means; **(iv)** update and maintain the VEBA website as needed.

G. Legislative Committee. This committee **(i)** shall consist of six members of VEBA, two shall be members of the Board of Directors and four Active members appointed by the Board of Directors; **(ii)** the appointed members shall have, to the extent possible, balanced representation from both major political parties; **(iii)** the President shall appoint two Co-Chairpersons, one of which shall be the Second Vice President, the other from the opposite of the two main political parties, whom shall serve once ratified by majority vote of the Board of Directors.

It duties shall be **(i)** bring to the attention of the Board of Directors needed or proposed legislation affecting any aspect of elections in Virginia; **(ii)** 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; **(iii)** manage and direct the activities of any professional lobbying organization hired by VEBA with the approval of the Board of Directors.

ARTICLE IX MEETINGS OF THE ASSOCIATION

Section 1- Meeting Participation

A. All meetings, of any type **(i)** shall be open to the membership to observe and shall provide members the opportunity to speak; **(ii)** meetings or portions of meetings may be closed, if needed, using Virginia Freedom of Information code reasons and protocols; **(iii)** all meetings shall be posted on the association's website not less than three business days in advance of the call to order.

B. Directors and members may remotely participate in a Board of Directors Meeting through the use of conference telephone or any other means of communication by which all participants may simultaneously hear each other during the meeting; **(i)** a director participating in a meeting by such means shall be deemed to be present in person at the

meeting; **(ii)** minutes shall be kept of such meeting; **(iii)** all meetings shall be live streamed via an internet-based system.

Section 2 - Board of Directors Meetings

A. Regular meetings of the Board of Directors **(i)** shall be held as soon as practical following the Annual Meeting of VEBA; **(ii)** and at such other times and places, within or without the Commonwealth of Virginia, as the President may designate.

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

C. Written notice of the date, time, place, business, and purpose of such meetings or any waiver of notice of such meeting(s) shall be given to each director, to the address of each member as it appears in the records of VEBA, and by VEBA webpage posting not less than 3 business days before the date of the meeting.

D. The President, or in the President's absence the First Vice President, **(i)** shall act as chairman of and preside over meetings of the Board of Directors; **(ii)** if no such officer is present, the meeting shall elect a chairman; **(iii)** the Secretary shall act as secretary of such meetings or if the Secretary is not present, the chairman shall appoint a secretary of the meeting.

E. The quorum at any meeting of the Board of Directors shall be a majority of the number of members of the Board of Directors prescribed by these Bylaws.

Section 3: Annual Meeting.

The Annual Meeting of the Association shall be held in March or April of each year on a date and location determined by the Board of Directors.

A. One quarter of the total membership of VEBA present, representing at least 10 locality boards, shall constitute a quorum for any full membership meeting or assembly of VEBA.

B. Election of officers shall follow the rules set out in Article VII.

C. No person shall vote at any meeting or assembly except an Active member of VEBA present in person or by simultaneous internet-based means; **(i)** all Active members so present may vote on any matter **(ii)** there shall be no voting by proxy at any meeting or

assembly of VEBA.

D. The President or in the absence of the President the First Vice President shall function as chairman of and preside over meetings of the members. The Secretary or if no secretary is present the chairman shall appoint a secretary who shall function as the secretary for such meetings.

Section 4: Special Meetings.

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

Section 5: Annual and Special Meeting Notice.

A. The Secretary shall notify the membership, by appropriate means, the time, date, place, and the purpose or purposes for which the meeting is called of each meeting of VEBA, that does not include as its business By Laws amendment(s) or dissolution of VEBA, not less than three business days and not more than sixty calendar days prior to such meeting. If the meeting's business includes By Law amendment(s) or dissolution of VEBA then not less than twenty-five or more than sixty calendar days before that meeting.

B. 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; **(ii)** and 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; **(iii)** notice to a member of any meeting may be waived before or after the date and time of the meeting in a writing signed by that member entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting of VEBA.

ARTICLE X – AMENDMENTS

Section 1: Amendment of Bylaws.

These Bylaws may be amended by a two-thirds ratification vote of the membership of VEBA present at a meeting for the purpose of amendment(s), except as otherwise provided by law. Members shall be entitled to debate and make motion(s) to amend any proposed amendment(s) before final action is taken.

Section 2: Legislative Amendment.

If any portion(s) of these Bylaws is (are) 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 amended or repealed in accordance with the provisions herein.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order Newly Revised” shall govern the association in all cases to which they are applicable and in which they are not inconsistent with (i) Code of Virginia, as amended; (ii) the bylaws of the association insofar that they do not conflict with (i) above.

These Bylaws have been approved by the membership of the Virginia Electoral Board Association by two-thirds majority vote at a duly called membership meeting.

Date: _____

President

Secretary

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