

SOUTHERN ARIZONA VOLUNTEER MANAGEMENT ASSOCIATION BY-LAWS

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ARTICLE I-NAME

The name of the organization shall be the Southern Arizona Volunteer Management Association, hereinafter referred to as SAVMA or the corporation.

ARTICLE II - MISSION

SAVMA is a professional association promoting excellence in the field of volunteer program management, providing educational programs, leadership, state-of-the-art information and resources, networking opportunities and support to the volunteer community throughout Southern Arizona.

ARTICLE III - MEMBERSHIP

SECTION 1. Members. Membership in SAVMA shall be individual and open to all persons, salaried or non-salaried, who are interested in volunteer management. Members in good standing are current with payment of dues.

SECTION 2. Member Dues. Members shall pay annual dues, the amount of which shall be determined by the Board of Directors and reviewed by the Board of Directors on an annual basis.

SECTION 3. Transfer of Membership. Membership dues paid by an organization shall be transferable when a new person is hired for the same position within that organization. Memberships paid by an individual are not transferable or assignable.

SECTION 4. Member Rights. Members in good standing shall have the right to elect the Board of Directors and vote for the approval, amendment or repeal of the by-laws. Members may serve on committees, be elected to serve on the Board of Directors and may hold office on the Board of Directors.

SECTION 5. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of the members shall be held on or about the 15th day in the month of December in each year, for the purpose of electing the Board of Directors and for the transaction of such other business as may come before the meeting.

SECTION 2. General Meetings. There shall be a minimum of six general meetings of the membership within each calendar year. A program consistent with the mission of SAVMA shall be presented at each general meeting, to the benefit of the members present.

SECTION 3. Special Meetings. The President, the Board of Directors, or not less than one-tenth of the members having voting rights may call special meetings of the membership.

SECTION 4. Place of Meeting. The Board of Directors may designate any location as the place of meeting for any annual, general or special meeting that the Board of Directors calls

SECTION 5. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the membership shall be delivered, either personally, by mail, or electronically to each member entitled to vote at or attend such meeting, not less than seven nor more than thirty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed or emailed, the notice of a meeting shall be considered as delivered either by the sent date on the email, or when deposited in the United States mail and addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 6. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least a majority of the voting power of the members entitled to vote with respect to the subject matter thereof, unless the articles or these by-laws require a different amount of voting power.

SECTION 7. Quorum. The members holding one-tenth of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

SECTION 10. Voting by Mail. Where Directors are to be elected by members, such election may be conducted by e-mail or by written ballot in such manner as the Board of Directors shall determine consistent with Arizona law. Email votes should be sent to the Board President. The President will tally the votes, after a quorum has been established, and email the results to all parties involved.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. General Powers. The Board of Directors shall manage the affairs of the corporation. Directors shall be residents of the State of Arizona and shall be members in good standing of the corporation.

SECTION 2. Number and Composition. The number of Directors shall be 13. The Board of Directors shall consist of officers (President, President-Elect, Treasurer and Secretary), standing committee chairs (By-laws, Communications, Membership, Nominations and Programs), the immediate Past-President and three members at large.

SECTION 3. Terms and Tenure. Directors shall serve a one-year term, but can be elected for additional terms. Each Director shall hold office until the next annual meeting of members or until the Director's successor shall have been elected and qualified.

SECTION 4. Voting Rights. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors, even if said director holds more than one office or position on the Board of Directors. The submission of the vote can be by postal mail, email, or voice. Regardless of the manner of submission all requirements of a quorum will be upheld, and the voting results will be distributed to the Board members.

SECTION 5. Business Meetings. There shall be a minimum of six business meetings of the Board of Directors within each calendar year.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons

authorized to call special meetings of the Board may fix any location as the place for holding any special meeting of the Board called by them.

SECTION 7. Notice of Meetings. Written notice stating the place, day and hour of any meeting shall be delivered, either personally, by mail or electronically at least three days previously thereto to each Director. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be considered as delivered when deposited in the United States mail and addressed to the Director at the Director's address as it appears on the records of the corporation, with postage thereon paid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 8. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

SECTION 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 10. Articles of Incorporation. The Articles of Incorporation can be amended or restated by the affirmative vote of a majority of the Directors.

SECTION 11. Vacancies. The affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, may fill any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 12. Compensation. Directors as such are considered to be volunteers and shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 13. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

ARTICLE VI - OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, President-Elect, Treasurer and Secretary. The same person may hold any two or more offices, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. The Board of Directors shall elect officers of the corporation annually at the annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified.

SECTION 3. Duties of Officers. Detailed position descriptions for all officers shall be approved by the Board of Directors on an annual basis and kept on file by the Executive Director.

SECTION 4. Removal. The Board of Directors may remove any officer that the Board of Directors elected or appointed whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 5. Vacancies. The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise, for the unexpired portion of the term.

SECTION 6. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation. The President shall appoint committees not otherwise provided for in these by-laws; be a member ex-officio of all committees except the Nominations Committee; vote only in the event of a tie on all Board matters; and, in general, perform all duties incident to the office of President and such other duties as the Board of Directors may prescribe from time to time.

SECTION 7. President-Elect. In the absence of the President or in event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as the President or the Board of Directors may assign to the President-Elect from time to time.

SECTION 8. Treasurer. If the Board of Directors requires, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these by-laws; prepare and present a budget for approval by the Board of Directors at the November meeting; and, in general, perform all the duties incident to the office of Treasurer and such other duties as the President or Board of Directors may assign to the Treasurer from time to time.

SECTION 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, and in general perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may assign to the Secretary from time to time.

ARTICLE VII - COMMITTEES

SECTION 1. Committee Assignments. Detailed committee descriptions shall be approved by the Board of Directors on an annual basis and kept on file by the Executive Director.

SECTION 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.

SECTION 3. Committee Chairs. A member of each committee shall be appointed to chair that committee by the Board of Directors.

SECTION 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

SECTION 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules that the Board of Directors adopts.

SECTION 7. Executive Committee. The officers and immediate Past President shall constitute the Executive Committee of the Board of Directors. All actions of the Executive

Committee must be ratified by the Board of Directors. In case of a vacancy in an elected office, the Board of Directors shall appoint a replacement to complete that term of office.

SECTION 8. Standing Committees. Standing committee chairs shall serve on the Board of Directors and shall select a committee to assist with the duties of the committee, except for the Nominations Committee members who are appointed by the President. Standing committees of the corporation include By-laws, Communications, Membership, Nominations, Programs and the Volunteer Recognition Event Committee.

ARTICLE VIII – EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director of the corporation on an annual basis and as a vacancy occurs. The Executive Director shall maintain a membership database, mail dues notices to the membership, keep all historical records, and perform such other duties as the President or Board of Directors may assign to the Executive Director from time to time. A detailed position description for the Executive Director shall be approved by the Board of Directors on an annual basis and kept on file by the Executive Director. The Executive Director as such is considered to be a volunteer and shall not receive any compensation for services.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issues in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time determine by resolution. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Executive Director of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney, may, for any proper purpose, inspect all books and records of the corporation at any reasonable time.

ARTICLE XI - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any general membership meeting or at any special meeting, given that appropriate notice has been provided to the membership as specified in these by-laws.

Adopted January 21, 1997; Revised March 16, 1999; Revised March 25, 2000; Revised May 31, 2001; Revised October 21, 2003.