

**COPY**

**Adopted**  
**BYLAWS OF THE VIRGINIA DIVISION**  
**IZAAK WALTON LEAGUE OF AMERICA, INC.**

This edition of the Bylaws of the Virginia Division Izaak Walton League of America, Inc., includes all changes as of April 15, 2006 and supersedes all other editions.

**1. - NAME**

1.1. The name of this organization shall be the Virginia Division of The Izaak Walton League of America, Inc.

**2. - OBJECTIVES**

2.1. The objectives of this organization are as set forth in the Articles of Incorporation.

**3. - MEMBERSHIP**

3.1. Every chapter of The Izaak Walton League of America in the State of Virginia shall be a member of the Virginia Division of The Izaak Walton League of America, upon compliance with the provision of the Articles of Incorporation and Bylaws of The Izaak Walton League of America.

3.2. Each chapter of the State complying with 3.1. of these bylaws shall be entitled to representation at all meetings of the State Division whether regular or special. In addition, each chapter in good standing shall be entitled to one additional delegate, provided it has not less than 51 members in good standing, and also shall be entitled to another additional delegate for each additional 100 members in excess of 51, based on membership as of December 31 of the preceding year.

3.3. Not later than September 1 each year, Delegates and Alternates shall be appointed by each Chapter President and a written report shall be provided to the Credentials Chair of the Virginia Division. Such Delegates shall serve for a term of one year and may be reappointed. Alternates shall have a vote only in the absence of their Delegates. At anytime prior to the opening of a meeting the President of a Chapter can change or add authorized delegates and alternates in written form only and that should be provided to the Credentials Committee.

**4. - MEETINGS**

4.1. Meetings of the Virginia Division shall be held quarterly at such place and time as shall be determined by the President or the Board of Directors. The June meeting shall be designated as the annual meeting and the fall meeting shall be designated as the Division Convention.

4.2. The date and place of all meetings shall be published in the minutes of the June Annual Meeting.

4.3. Three officers and seven duly accredited Delegates shall constitute a quorum at annual, special, and quarterly meetings of the Division, provided that not less than seven chapters shall be represented by Delegates there at.

4.4. Special meetings of the Division may be held upon call by the President, the Board of Directors, or upon request of one-third of all Chapters in the Division; provided that ten days notice in writing is sent by first-class mail, postage prepaid and/or e-mail to each Chapter President, Secretary and all National Directors.

4.5. Each Delegate, Division Officer and Virginia State elected National Director present shall be entitled to cast one vote on each matter presented and voted upon at the annual meeting and at any quarterly or special meeting. Holders of multiple offices shall have only one (1) vote on each matter presented. Proxy votes are not allowed.

**5. - NOMINATIONS AND ELECTIONS**

5.1. No later than the March meeting of the Division, the President shall appoint a nominating committee of five members, and it shall be the duty of such committee, at the annual meeting of the division to place in nomination candidates willing to serve, for each of the offices of the Division. A list of candidates willing to serve with the vacancies will be included in the announcement of the June Annual Meeting. Nominations may also be made from the floor providing the consent of the nominee has been obtained.

5.2. The term of service for all Officers shall not exceed four (4) consecutive terms in the same office. National Directors shall be elected for three (3) year terms in the number and manner consistent with the National Articles of Incorporation and Bylaws of the League.

5.3. The officers of the Division and those National Directors with expiring terms shall be elected at the annual meeting and shall take office immediately upon election. The outgoing and/or incoming Secretary shall certify their Election to the National Headquarters and to such other officials or banks as necessary.

## 6. - OFFICERS AND NATIONAL DIRECTORS

6.1. Board of Directors. There shall be a Board of Directors consisting of the officers of the Virginia Division, National Directors and State Delegates appointed or elected from each Chapter in the State. The Board of Directors shall constitute the governing body of the Division. It shall have general control over all officers and committees. It shall appoint all officers whose appointment or elections are not herein provided for.

6.2. The Leadership and Management of the Division shall be vested in its officers consisting of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, and such other persons or Officers as the membership of the Division shall from time to time determine.

6.3. The officers of the Division shall be elected by majority of the members at the June Annual Meeting of each year, and such Officers so elected shall begin their term of office immediately upon election.

6.4. It is mandatory for each Officer and National Director to attend all regular and special meetings as may be called by the President or member of the board of Directors as prescribed by these Bylaws. In the event an Officer or National Director fails to attend two consecutive regular or special meetings required by these Bylaws or Attachment C, the President may declare the member's position to be vacant. The President may then fill the vacancy in the manner prescribed by these Bylaws. The Officer or National Director must request an excuse for non-attendance or failure to perform to the President for consideration. Absences may be excused for good and sufficient reason by the President.

6.5. In the event the President is failing to perform his or her duty, a special meeting may be called to discuss the matter with the President. The results will be a closed session. If the accusations are valid, the President can resign or the accusations will be presented at the next quarterly meeting for a vote to remove.

6.6. The officers shall be elected for a term of one year and their duties shall be such as prescribed in 6.7. of the Bylaws.

## 6.7. OFFICER POSITIONS

### PRESIDENT

Duties and responsibilities of the President include, but are not limited to, the following:

1. Preside at all Quarterly, Special and Board of Director Meetings.
2. Conduct daily business of the Division.
3. Appoint a chairperson for each standing and temporary committee.
4. Call special meetings as required.
5. Sit as an ex-officio member of any and all standing or temporary committees with the exception of the election committee.
6. Actively project a strong and accurate public relations image of the League.
7. Shall oversee and supervise the "Operations" of the Division.
8. Shall vote on matters before the Board of Directors only in the event of a tie.
9. Perform an annual independent review in January of the Division's insurance.
10. Perform other such duties, as these Bylaws shall prescribe.
11. Be bonded by the Division's insurance company.

### FIRST VICE-PRESIDENT

Duties and responsibilities of the First Vice-President include, but are not limited to the following:

1. Shall oversee and supervise the "Membership" of the Division.
2. Assist the President as required and perform other duties as assigned by the President.
3. Perform the duties of the President in his/her absence.
4. Assume the office of President should the president be unable to complete his/her term in office.
5. Attend all Quarterly, Special, and Board of Director Meetings.

6. Chair and/or be a member of one or more committees.
7. Oversee and direct all Directors assigned to the First Vice-President's portfolio.
8. Perform other such duties, as these Bylaws shall prescribe.
9. Be bonded by the Division's insurance company.

#### SECOND VICE-PRESIDENT

Duties and responsibilities of the Second Vice-President include, but are not limited to the following:

1. Shall oversee and supervise the finances of the Division.
2. Assist the President and First Vice-President as required and perform other duties as assigned by the President.
3. Perform the duties of the President in the First Vice-President's absence and perform the duties of the First Vice-President in his/ her absence.
4. Ensure Division financial records are audited as provide for in these Bylaws.
5. Attend all Quarterly, Special, and Board of Directors meetings.
6. Chair and/or be a member of one or more committees.
7. Oversee and direct all Directors assigned to the Second Vice-President's portfolio.
8. Perform other such duties, as these Bylaws shall prescribe.
9. Be bonded by the Division's insurance company.
10. Shall oversee the performance of Treasurer.

#### SECRETARY

Duties and responsibilities of the Secretary include, but are not limited to, the following:

1. Keep accurate minutes of the proceedings of Quarterly, Special, and Board of Director Meetings including all votes.
2. Prepare typed copies of the minutes for distribution and archiving within thirty days of the end of the meeting.
3. Attend all Quarterly, Special, and Board of Director Meetings.
4. Assist the President as required and perform other duties as assigned by the President.
5. Chair and/or be a member of one or more committees.
6. Shall release no Division documents or papers without permission from the President, or an affirmative vote of the Board of Directors.
7. upon leaving office shall transfer all books, papers, etc. to his/her successor in a timely manner.
8. Prepare the Meeting notices to be sent out to the Division Officers, National Directors, Chapter Presidents and Chapter Secretaries not later than thirty days prior to the next scheduled meeting.
9. Perform other such duties, as these Bylaws shall prescribe.

#### TREASURER

Duties and responsibilities of the Treasurer include, but are not limited to, the following:

1. Charged with the stewardship of all financial assets and liabilities of the Division.
2. It shall be the duty of the Treasurer to receive all monies accruing to the Division and to deposit such funds in the name of the Virginia Division, Izaak Walton League of America, Inc., in such bank or banks and other depositories insured by Federal regulation as may be designated by the Division officers.
3. Assist the President, First Vice-President and Second Vice-President in all Duties involving accounting.
4. Assist the President as required and perform other duties as assigned by the President.
5. Produce an annual budget for the Division with the concurrence of the Division Officers.
6. Provide a status report to the Board of Directors and the General membership at all scheduled meetings as shown in Appendix A.
7. Provide an annual report of all income and expenses of the Division.
8. Attend all Quarterly, Special, and Board of Directors meetings.
9. Chair the Budget committee.
10. Shall release no Division financial information without prior approval of a majority vote of the Board of Directors unless required to by law.
11. Upon leaving office, he/she shall turn over to his/her successor all funds, paperwork, records, ledgers, prior year receipts, etc. in his/her possession or control belonging to the Division.
12. Be bonded by the Division's insurance company.
13. Responsible for filing the Divisions Tax forms including the IRS form 990 as well as the State Corporation Commissions paperwork.
14. Perform other such duties, as these Bylaws shall prescribe or as directed by the President.

6.8. The Division shall pay for the cost of any bonds that may be required by the Board of Directors for the security of such funds in the possession of the Treasurer and other Officers as directed by the Board of Directors.

6.9. The duties of all other Officers and agents not herein provided for shall be as determined by the Board of Directors and the President.

6.10. The Board of Directors of the Division may at any time by a two-thirds (2/3) majority vote ask for, demand, receive, and accept the resignation of any officer, director, agent, or employee of this Division for proper cause shown, and upon his/her refusal to tender such resignation, a two-thirds (2/3) majority of the Board of Directors may dismiss him/her from office, and declare said office vacant.

6.11. If a vacancy should occur during the term in any one of the above offices, such vacancy shall be filled for the unexpired term by an appointment of the vacant position by the President. The appointment will continue until such time as the President shall call for an election to fill said vacancy. The only exception shall be the Office of President. Should the Office of the President become vacant the First Vice-President shall finish the remainder of the President's term. The Office of First Vice-President shall be declared vacant and filled by the Second Vice-President.

6.12. Executive Committee. There shall be an Executive Committee consisting of the President of the Division, who shall preside over Executive Committee meetings, and the Presidents of the respective Chapters or any Chapter Officer so designated by the Chapter President. The Executive Committee shall have authority to make decisions on policy, legislative, financial or other matters of an emergency nature subject to report, review and ratification at the next Board of Directors meeting. Meetings shall be called at the discretion of the Division President with 24 hours notice to the Committee members. Seven members shall constitute a quorum.

6.13. Standing Committees listed in Attachment B to bylaws:

Awards Committee- Attachment A  
Budget Committee  
Chapter Assistance Committee  
Conservation Committee  
Credentials Committee  
Legislative Committee  
Media Relations Committee  
Nominations Elections Committee  
Range Development and Improvement Committee  
Resolutions Committee  
Julian T. Bolton Scholarship Committee

6.14. The President may appoint an Executive Secretary, a Corresponding Secretary, a Parliamentarian, a Historian and such standing committee chairs as may be needed. These officers and chairs are to be ex-officio members of the Board of Directors with no voting privileges except as a duly authorized Delegate from a chapter.

6.15. The President may also appoint, subject to approval of the Board of Directors, an Assistant Treasurer who, in the absence or unavailability of the Treasurer, shall have the authority to make payment by check for State Division obligations, subject to the same controls provided for payment of such obligations as outlined in 6.7 as amended. The Assistant Treasurer shall be bonded in the same manner as provided for the Treasurer, and the cost of such bond shall be paid by the Division. The appointee to this office shall also be an ex-officio member of the Board of Directors with no voting privileges unless entitled to do so as an authorized Chapter Delegate. The term of office shall be concurrent with that of the Treasurer. The Secretary is authorized to certify the appointment to such banks as necessary.

6.16. The President will appoint an Awards Committee consisting of five members to serve for a term of one year. This committee will review all recommendations for national and division awards, which may be submitted by chapters and individual Waltonians. This committee will have the added responsibility for nominating the Virginia Division for National Awards. Criteria for the Virginia Division Awards Program shall be kept attached to the Virginia Bylaws as Attachment A and be considered as requirements for awardees selection.

## 7. FINANCES AND ACCOUNTING

7.1. The fiscal year of the Division shall begin on January first (1<sup>st</sup>) and end on December thirty first (31<sup>st</sup>) of each year.

7.2. The Board of Directors shall create, manage, and dissolve restricted budget line items as required to fund projects requiring multiple years to complete.

7.3. All funds of the Division shall be deposited by the Treasurer, in the name of the VIRGINIA DIVISION of the IZAAK WALTON LEAGUE OF AMERICA, INC. and in such financial institutions as may be designated by the Board of Directors. This shall include all monies regardless of denomination as well as any grant funds awarded to the Division or any donations received by the Division.

7.4. Grant funds and donations shall only be accepted by the Division with the approval of the membership at a regularly scheduled meeting.

7.5. No grant funds shall be spent without approval of the Board of Directors.

7.6. Should the membership approve expenditure of funds in excess of funds on hand or expected receipts, the membership will pay the over run as a special assessment to the dues.

7.7. Funds may be withdrawn by the Treasurer and must be countersigned by the President, First Vice-President or Second Vice-President, who are to be bonded as set forth in these Bylaws.

7.8. A thorough audit of all Division financial transactions shall take place annually. Such audit shall take place following the June annual meeting and shall be performed by an independent certified public accountant. The cost of the annual audit shall be budgeted for and borne by the Division. The audit report shall be submitted to the Division no later than the October Meeting.

7.9. No donation of any kind (funds or property) for any purpose shall be made by this Division unless first approved by the Board of Directors.

7.10. Registered Agent – The President shall select a Registered Agent to act as a legal point of contact for the Division. The Registered agent shall not be an elected Officer or National Director.

7.11. Each Chapter of the Izaak Walton League located within the State of Virginia shall pay to the State Division Treasurer a fee as set by the State Board of Directors for each member enrolled and paid in such Chapter each year. Said fee or dues shall be mailed by the Chapter directly to the National Office of the League with the Chapter's regular dues remittances promptly after collection from Chapter members.

## 8. RULES

8.1. The latest edition of Robert's Rules of Order shall govern all proceedings of the Division and all meetings of its Board, except as otherwise provided by the Bylaws or orders of the Board of Directors.

8.2. The Division shall not be committed upon any matter of policy, whether State or local, except upon action by the Board of Directors or the Executive Committee as previously provided.

8.3. No member or officer of the Virginia Division shall incur any obligation on the part of the Division, except to the extent provided by these Bylaws, and by those authorized to do so by these provisions.

8.4. Any member or Chapter, whose connection with the Virginia Division shall be severed, shall forfeit all rights in any funds or property belonging to the Division, and, in the case of a Chapter having its affiliation severed, the use of the name and insignia of the League shall be denied it.

8.5. Until such time as Article 16.7 of the National bylaws of the League may be amended, the Virginia Division defines a "Fair Trial" in any matter involving the suspension or expulsion of a Chapter member in good standing as either: (I) the procedure set out in the Chapter's bylaws governing suspension and expulsion of members in good standing; or (II) if the Chapter's bylaws contain no such procedure, a two – thirds vote of the Chapter's board of directors in favor of suspension or

expulsion taken at a meeting of said board at which charges against such member are heard. In the latter case, the accused member shall be given notice of the meeting and of the charges, by United States Postal Service certified mail (return receipt requested), at least TEN (10) days prior thereto; and at the hearing may present testimony of witnesses and other evidence relevant to the charges. Failure of the accused member to appear at such hearing, after proper notice, shall forfeit the member's right of appeal under this Section.

Any member in good standing suspended or expelled from a Chapter may appeal as of right to the State Division Governing Board, by filing with both the governing Board and the board of directors of the Chapter a notice of appeal, delivered by United States Postal Service certified mail (return receipt requested), at least TEN (10) days of the suspension or expulsion. Thereupon, as expeditiously as possible the Governing Board shall call a special meeting, with notice delivered by United States Postal Service certified mail (return receipt requested) to the member and the board of directors of the Chapter at least TEN (10) days prior thereto, at which meeting the member and a representative of the board of directors of the chapter may present testimony or witnesses and other evidence relevant to whether the member's suspension or expulsion occurred in conformity with a procedure allowed under this section. If the Governing Board determines that the suspension or expulsion occurred in conformity with such a procedure, such suspension or expulsion shall become final. Otherwise, the governing Board shall remand the case to the board of directors of the Chapter, for a hearing in conformity with such a procedure.

## 9. AMENDMENTS

9.1. These Bylaws may be amended at any quarterly or annual meeting by a majority vote of those present and entitled to vote, provided that notice of any proposed amendment has been sent to each Chapter, Division Officer, and National Director at least thirty (30) days before the meeting at which such amendment shall be offered.

9.2. Notices to the Chapters shall be mailed to the State Officers, Virginia Division elected National Directors and to the President and Secretary of each Chapter.