

**BYLAWS OF THE  
VIRGINIA BEACH RETIRED EMPLOYEES ASSOCIATION WITH 2024 DRAFT AMENDMENTS**

**ARTICLE 1 - NAME AND MISSION**

**1.1 Name**

The name of the organization shall be the Virginia Beach Retired Employees Association, hereafter called the "Association".

**1.2 Mission**

The mission of the Association is to enhance the quality of life for its members. The Association organizes activities of special interest to retirees, establishes and maintains a liaison with appropriate City staff to assure retiree interests are being recognized, and provides a channel of communication through which those interests and concerns can be represented to City administration.

**ARTICLE 2 - MEMBERSHIP**

**2.1 Regular Members**

Any retired employee of the City of Virginia Beach, or any person who worked as a state employee under the Virginia Retirement System and whose service as such was to the citizens of the City of Virginia Beach, is eligible to become a voting member of the Association by paying the designated dues.

**2.2 Honorary Members**

The Board of Directors reserves the right to grant honorary member status to a person who has made significant contributions to the Association. The action shall be approved by a two-thirds vote of the Board of Directors. Honorary members are not required to pay dues and are granted all rights and privileges of regular Association members with the exception of voting rights.

**2.3 Dues**

Annual dues, as determined by the Board of Directors, will be assessed on January 1 and are due upon notice. Those members who are over a year in arrears shall be sent a notice on March 1 and given until June 1 to reconcile their account. Those members still in arrears at that point shall be dropped from the organization. Any member who has not paid for the current or previous year by March 31 shall not be eligible to vote for board members or any other matters that may be addressed at Association meetings and shall not be eligible for any benefits of the Association. Initial dues are payable at time of application for membership.

- a. New applications received on July 1 through November 30 shall be prorated for dues and owe \$6.00 (Change to "half of the annual dues amount") for the remainder of that calendar year.

- b. New applications received on December 1-31 shall have the full \$12.00 (~~Delete “\$12”~~) annual dues (~~Add “amount”~~) applied to the following year. However, the applicant will be required to pay the guest fee to attend the annual holiday luncheon held in the December they submit their application and dues.

#### 2.4 **Voting Rights and Responsibilities**

Voting membership shall have the following rights and responsibilities:

- a. Each voting member shall be entitled to vote for directors and officers of the Association. Such election shall be accomplished at the annual meeting.
- b. Each voting member shall be entitled to make policy proposals to further the interests and purposes of the Association by written petition to the Board of Directors.
- c. Each voting member shall have the right to call for a special meeting of members by written petition to the Board of Directors with the reason for the special meeting and signed endorsements of twenty eligible voting members.
- d. Each voting member shall have access to the business records of the Association as deemed appropriate by the Board of Directors upon written request to the President.

### **ARTICLE 3 – MEETINGS**

#### **Annual Meeting**

The annual membership business meeting of the Association shall be held each November at a place, date and time designated by the Board. The agenda for the annual membership meeting shall be determined by the Board, but will include the Association annual report, a financial report from the Treasurer, and the election of new board members.

#### 3.1 **Special Meetings**

The Board of Directors may schedule additional member meetings as appropriate or needed. Special meetings of the membership may also be called by any member in accordance with Section 2.4c.

#### 3.2 **Notice**

Notice will be provided to the membership, in writing and/or electronically, at least two weeks prior to any Association meeting. The notice shall include the meeting agenda, date, time and location of the meeting.

#### 3.3 **Quorum**

Members present at any properly announced meeting shall constitute a quorum.

### 3.4 **Voting**

At all meetings of the Association, each regular member present shall have one vote provided his or her membership dues are paid in accordance with Section 2.3.

### 3.5 **Parliamentary Authority**

The rules of procedure at meetings of the Association shall be according to Robert's Rules of Order, Revised, so far as applicable and when not inconsistent with these bylaws.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### 4.1 **General Authority**

The business of the Association shall be managed by, or be under the direction of, its Board of Directors, which may exercise all such powers of the Association and all such lawful acts as are not prohibited by statute or these bylaws.

### 4.2 **Number and Composition**

The Board of Directors shall consist of nine (9) members. Four officers: President, Vice President, Secretary, and Treasurer. Five members: at-large Directors.

### 4.3 **Terms of Office**

Board members shall be elected by the members each year at the annual membership business meeting. All board members shall serve a term of two years. Elections will alternate between directors at-large one year and officers the following year. Board officers and directors at-large shall serve for no more than two (2) consecutive two (2) year terms. If at the end of the second two (2) year term there are no nominees for any Board position, the current board member may continue in that position.

Directors elected at the November annual business meeting shall assume the duties of their office on January 1 of the upcoming year.

### 4.4 **Election Procedure**

- a. At the October Board of Directors meeting the Nominating Committee shall provide a written report to the Board showing a slate of nominees for the officer and/or director positions due to be filled. The Board shall then forward the slate of nominees to the membership at least two weeks prior to the annual meeting.
- b. Nominations may be made from the floor at the annual business meeting.
- c. Board officers and directors will be elected by a simple majority of the Association members present at the annual business meeting.

#### 4.5 **Board of Directors Meetings**

- a. The Board of Directors shall meet at least quarterly at an agreed upon place and time as designated by the President. Notice of these meetings shall be given to each board member not less than two (2) weeks before the meeting by written or electronic communication.
- b. Special meetings of the Board of Directors may be called by the President, Vice President or Secretary upon two days' notice of the date, time and place of the meeting to each board member director. Two at-large directors shall also have the right to call a special meeting with the same notification requirements.

#### 4.6 **Quorum**

A quorum for a regularly scheduled meeting of the Board of Directors shall consist of five board members for business to be transacted.

#### 4.7 **Duties and Responsibilities**

The Board of Directors shall have the power necessary and appropriate for the management of the business and affairs of the Association. The Board shall also have the following responsibilities:

- a. To establish policy for the Association.
- b. To establish a dues structure and to collect dues and raise funds.
- c. To set a budget.
- d. To review and evaluate the discharge of officer responsibilities.
- e. To appoint and activate special and standing committees.
- f. To review membership qualifications for eligibility.
- g. To define the mission, strategic plan, and annual plan of work for the Association.
- h. To identify, recruit, recommend for election, and engage qualified board directors and officers.
- i. To assess the performance of the Association and its own performance on a regular basis.
- j. To conduct an annual financial audit.

#### 4.8 **Vacancies**

In the event of a vacancy of any seat on the Board of Directors, the seat shall be filled by a majority vote of the remaining board members. The individual elected to fill that vacancy will serve for the balance of the vacated term.

#### 4.9 **Resignation, Termination and Absences**

- a. Resignation from the Board should be in writing and addressed to the President.
- b. A board member missing three (3) consecutive board meetings without advising the President shall be subject to removal from the Board.

- c. A board member may also be removed for other reasons, but only after having been given written notice of such removal from the President, and then only upon a two-thirds (2/3) vote of the Board of Directors. To remove a board member, a notice of scheduling a meeting for that purpose must specifically state that the meeting is being held for that purpose, including the name of that board member. The subject board member will have the right to be present at the meeting when his/her removal is being discussed and shall have the opportunity to address the board members in attendance to answer or rebut any issues raised.

#### 4.10 **City of Virginia Beach Liaison**

The City of Virginia Beach leadership should appoint a person through the Administrative Leadership Team to act as communications liaison to the Board of Directors and membership of this Association.

### **ARTICLE 5 - OFFICERS**

#### 5.1 **Officers**

The Association shall have the following officers with duties and responsibilities as set forth below: President, Vice-President, Secretary, and Treasurer.

#### 5.2 **President**

The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and of the Board of Directors, shall have general and active management of the business of the Association in accordance with the bylaws and shall see that all orders and resolutions of the Board of Directors are carried out.

#### 5.3 **Vice-President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The powers granted in the preceding sentence shall continue until a replacement President has been selected by the Board of Directors. ~~Delete: (The Vice President shall perform such other duties as the Board of Directors may from time to time prescribe.)~~

#### 5.4 **Secretary**

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all of the proceedings of the meetings of the Association and of the Board of Directors. In the event the Secretary is unable to attend a meeting the President shall appoint a member to record the meeting activities and forward such notes to the Secretary within two days after the meeting. The Secretary shall compile any reports provided by the committees. The Secretary shall forward meeting minutes to the Webmaster to be posted on the Association website. The Secretary shall process notices of all meetings of the members and special meetings of the Board of Directors

Delete:(and shall perform such duties as may be prescribed by the Board of Directors or the President). Add: “The Secretary shall maintain hard copies of Board, general and annual meeting minutes for two calendar years. Electronic copies of minutes shall be maintained on the Association’s external hard drive.” The Secretary’s minutes and records shall be open to inspection by any member of the organization Delete: at any reasonable time.

#### 5.5 Treasurer

The Treasurer shall have the custody of the Association funds, shall keep full and accurate records of receipts and disbursements (delete: “in books belonging to the Association”), and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such FDIC-insured depositories as may be designated by the Board of Directors. The Treasurer shall make a financial report at each meeting of the Board of Directors. Approved funds shall be disbursed by means of checks or VBREA debit card by the Treasurer or the President in accordance with the VBREA associated financial accounts. Add: “The Treasurer shall maintain all hard copies of income and expense documentation for the fiscal year audited and the previous fiscal year.”

### ARTICLE 6 - COMMITTEES

#### 6.1 Committee Formation

The Board of Directors may create ad hoc committees as needed. The following standing committees shall be established: Executive Committee, Nominating Committee, Finance (Change to Audit) Committee, Bylaws Committee, Involvement Committee, Benefits Committee, and Communications Committee.

#### 6.2 Nominating Committee

The Nominating Committee solicit nominations from the membership and submit a slate of qualified candidates for each board director and officer vacancy. The proposed slate of nominees shall be in place no later than the October board meeting of each year. The members of this committee shall be appointed by the Vice-President and shall consist of a minimum of 3 active (regular) members of the Association, including the Vice-President who shall serve as the committee chairperson. Add: “The final report from the Nominating Committee shall be sent to the Secretary for posting to the general membership.”

#### 6.3 Finance (Change “Finance to Audit”) Committee

Recommend deletion of this entire paragraph: The Finance Committee shall review the financial records of the Treasurer, oversee any annual review of the records, and monitor the Association's financial condition. This committee shall also see that the financial resources of the Association are well managed, make recommendations regarding the adequacy of the dues, and inform the Board whether or not the dues are being paid in a timely manner. The Treasurer shall serve as the committee chair and shall include one other board member appointed by the board. Committee meeting

minutes shall be sent to the Association Secretary for posting to the general membership.

An annual financial audit shall be conducted and the results delivered in writing to the Board of Directors. The audit shall be conducted by a member of the Board of Directors and a member from the general membership. The Treasurer shall participate in this audit and provide all records as requested by the audit team.

Revise this paragraph to read: “The Audit Committee shall be chaired by a member of the Board of Directors and include the Membership Committee chair and one member from the general membership. The Treasurer shall also be a member of the committee and provide all records as requested by the Audit Committee. A financial audit shall be conducted annually, and the results delivered in writing to the Board of Directors”.

#### 6.4 **Bylaws Committee**

The Bylaws Committee shall gather information from the Board of Directors and the membership and make recommendations for such amendments as may seem appropriate. The bylaws may be amended as provided for in Article 8.1. This committee shall be chaired by a member of the Board of Directors. Add: “A Bylaws Committee shall be established by the President every two years for a complete review of the Bylaws document. Committee meeting minutes shall be sent to the Secretary for posting to the general membership. Revise to read: “ All final reports of the committee shall be presented to the Board for review and processing as necessary in accordance with Article 8.1 of the Association Bylaws”.

#### 6.5 **Involvement Committee**

The Involvement Committee, working with full input from Board members, shall locate and secure meeting places and provide for programs and social opportunities that benefit the general membership community. This committee may be chaired by an Association member in good standing who will work with a Board member as the liaison to the Board of Directors. Committee meeting minutes shall be sent to the Secretary for posting to the general membership.

#### 6.6 **Benefits Committee**

The Benefits Committee shall monitor the city and state plans and actions regarding retirement benefits and health care issues, including known pending legislation, and keep the Association members informed of these issues. This committee may be chaired by an Association member in good standing who will work with a Board member as the liaison to the Board of Directors. Committee meeting minutes shall be sent to the Secretary for posting to the general membership.

#### 6.7 **Communications Committee**

The Communications Committee shall provide news and information to members in an accurate and timely manner; notify members of all regular and special meetings;

maintain the Association web site and any other official VBREA social media site(s). This committee may be chaired by an Association member in good standing who will work with a Board member as the liaison to the Board of Directors. Committee meeting minutes shall be sent to the Secretary for posting to the general membership.

#### **6.8 Membership Committee**

The Membership Committee Chair shall be responsible for maintaining the membership database and keeping financial records of dues on the dedicated VBREA laptop computer. The laptop computer will have the most current application of MemberTies membership/dues software unless a different software program has been approved by the Board of Directors. The VBREA laptop will remain the property of VBREA and will be transferred to a new Membership Chairperson as soon as possible after any election indicating a change in that position. The computer and all membership files will be used to support the annual financial audit in conjunction with the Treasurer's records. Any additions/upgrades or changes to this computer will be approved by the Board of Directors unless they constitute routine annual upgrades of the MemberTies license, virus protection and similar upgrades of approved programs/software. These changes will be recorded in the Board of Directors' meeting minutes for documentation. The Membership Chair will provide information about the membership to the President, Secretary and Communications Chair as needed to support their respective needs. The Membership Chair will provide the Treasurer with membership and dues data needed for the Treasurer's report and participate in the annual financial audit. The Membership Committee Chair shall be a member of the Board of Directors. Committee meeting minutes shall be sent to the Secretary for posting to the general membership.

### **ARTICLE 7 - DISSOLUTION**

#### **7.1 Dissolution of the Association**

Upon dissolution of the Association, no director, officer, or other individual shall receive, or be entitled to receive, any distribution of the remaining property and assets of the Association. Upon dissolution of the Association, all remaining property and assets of the Association after payment of or adequate provision for Association debts and obligations shall be distributed in furtherance to charitable organization(s) normally supported by the organization.

### **ARTICLE 8 - AMENDMENTS**

#### **8.1 Amendments**

Proposed amendments to these bylaws shall be submitted, in writing, to the Bylaws Committee who shall then bring the proposal(s) before the membership for a vote. The Association, by a simple majority vote of eligible members present at the meeting, shall have the power to alter, amend or repeal these bylaws. Before any such vote shall take place, the proposed change to the bylaws shall be published by notice to the



membership at least two (2) weeks prior to the date of such vote. These bylaws may also be amended by a two-thirds vote of the board members attending any regularly scheduled Board meeting, provided that notice of the proposed amendment has been provided to the general membership at least two weeks prior to such meeting.

**APPROVED** this (Day)<sup>th</sup> day of (Month) 2024 by the Board of Directors of the Virginia Beach Retired Employees Association (VBREA). (Current board signatures to be added below.)