

1 **Virginia Government Finance Officers’ Association, Inc.**  
2 **By-Laws**

3  
4 (Ratified Oct. 7, 2010)  
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8 **ARTICLE I – NAME**  
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10 The name of this association shall be Virginia Government Finance Officers' Association, Inc.  
11 (VGFOA) as registered with the Commonwealth of Virginia, State Corporation Commission.  
12 Articles of Incorporation for the VGFOA are filed with the State Corporation Commission and a  
13 copy is also maintained by the Executive Secretary. The VGFOA is a non-profit 501(c)6 entity  
14 as defined by the Internal Revenue Service..  
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16 **ARTICLE II – MISSION**  
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18 The Virginia Government Finance Officers’ Association, Inc. shall be the premier organization  
19 in developing governmental and financial leaders in the Commonwealth of Virginia.  
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21 **ARTICLE III – MEMBERSHIP**  
22

23 There shall be three classes of membership: full membership, lifetime, and associate  
24 membership.  
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26 **Full Membership** includes those individuals who are either currently and/or during the  
27 course of the preceding three months were directly involved as a public sector employee  
28 in the Commonwealth of Virginia).  
29

30 **Lifetime Membership** includes all recipients of the Joseph N. Black Lifetime Member  
31 Award and those individuals who have served as a past-president of the VGFOA.  
32

33 **Associate Membership** includes all other members of the VGFOA that are not otherwise  
34 a full or lifetime member and are non-voting members of the VGFOA.  
35

36 Annual membership fees and the payment due date of such fees shall be established by the  
37 Executive Board. Any member may be suspended from the VGFOA for delinquency in payment  
38 of fees, after three months. Annual membership fees and Conference Registration fees for the  
39 conference at which the Annual Business Meeting is held for those individuals provided Lifetime  
40 Membership shall be waived.  
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43 **ARTICLE IV – EXECUTIVE BOARD**

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45 Section 1. The eleven person Executive Board is comprised of four officers and seven at-large  
46 members. The four officers shall include: President, President-Elect, Treasurer and Past-  
47 President. With the President and President-Elect elected to one year terms, Treasurer to a three-  
48 year term and the Past-President inheriting a one-year term upon completion of the one-year  
49 President’s term. In addition, there shall be seven active members elected at-large. The seven  
50 members elected at-large will serve on a staggered three-year term basis, with two members  
51 being elected annually, except in the third year cycle in which three members being elected. It  
52 shall be the duty of the Executive Board to transact the business of the VGFOA including policy  
53 matters referred to it by the members of the VGFOA and to perform such other duties as may be  
54 deemed to pertain to the advancement, welfare and the best interest of the VGFOA and its  
55 members.

56

57 Section 2. Vacancies. A vacancy in the Executive Board shall arise when an Executive Board  
58 member resigns and/or fails to meet the Full Active or Life-time Membership definitions with  
59 such position filled by a majority vote of the Executive Board; except in the case of the Past-  
60 President, whose term shall remain unfilled until incumbent President transitions to Past-  
61 President role. A simple majority of all Executive Board members will be taken, in person, or by  
62 electronic means. The votes of all Executive Board will be counted when filling a board  
63 vacancy, except in the case of a tie. In the event of a tie, the Past-President would abstain. The  
64 person selected shall meet the Full Active definition and serve the remainder of the unexpired  
65 term of their predecessor.

66

67 Section 3. Duties. The duties of the Executive Board shall be specifically assigned by the  
68 Executive Board and/or in compliance with established policies. In ensuring the business of the  
69 VGFOA is conducted properly, it is imperative that each Executive Board member attend  
70 Executive Board meetings regularly and provide the appropriate resource towards accomplishing  
71 the business of the VGFOA. For those Executive Board members who do not attend scheduled  
72 meetings and/or do not provide the appropriate resources, those members may be removed by the  
73 Executive Board subject to policies established by the Executive Board for such removal.

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75 Section 4. Quorum. A quorum of the Executive Board shall consist of a majority of the  
76 membership of the Board for the purpose of transacting business of the VGFOA.

77

78 Section 5. Standing and Special Committees. There shall be established by the Executive Board  
79 such standing committees as it deems appropriate to conduct the affairs of the VGFOA. Chairs of  
80 such committees shall be appointed by the President. The President may create such special  
81 committees as deemed necessary for special projects or tasks. Chairs of such committees shall  
82 be appointed by the President.

83

84 **ARTICLE V - ELECTION OF EXECUTIVE BOARD**

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86 Section 1. Nominating Committee. The President shall appoint each year a Nominating  
87 Committee consisting of at least three but no more than five past-presidents. The Nominating  
88 Committee shall be chaired by the Past-President. This committee shall select not less than one

89 name from the Full Membership for each place on the Executive Board which is to be filled at  
90 the annual meeting. Additional nominations may be made from the floor at the annual meeting  
91 by any Full Member. Procedures to be followed by the Nominating Committee in carrying out  
92 its duties shall be prescribed by the Executive Board and documented in the VGFOA Policy  
93 Statements.

94  
95 Section 2. Elections. The manner of holding elections, including the various forms to be used,  
96 the methods of voting, the counting of ballots, and the rules pertaining thereto, shall be  
97 prescribed by the Executive Board.

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99 **ARTICLE VI - ANNUAL AND SPECIAL MEETINGS**

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101 Section 1. Annual Business Meeting. The VGFOA shall hold an annual business meeting, for the  
102 purpose of electing officers and amending by-laws, if applicable. Notice of such meeting will be  
103 provided through registration for the conference during which such an annual business meeting  
104 will be held.

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106 Section 2: Other meetings of the VGFOA and/or the Executive Board may occur throughout the  
107 year on a timetable and agenda format as determined by the Executive Board.

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109 **ARTICLE VII - AMENDMENT OF BY-LAWS**

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111 Section 1. By-Laws Committee. The Past-President shall chair the By-Laws Committee. The  
112 committee shall consist of at least the chair and two active Board members. The By-Laws  
113 Committee shall propose changes, additions, and deletions to the by-laws for consideration as  
114 provided for in section 2 of this article.

115  
116 Section 2. Amendment of By-Laws. These By-Laws may only be amended at the annual  
117 business meeting of the VGFOA by a two-thirds majority vote of the active members present.

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119 **ARTICLE VIII - RULES OF CONDUCT AT MEETINGS**

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121 In the absence of specific text in these articles as to conduct of the affairs of the VGFOA,  
122 Robert's Rules of Order (Revised) shall prevail, as may be applicable in the premises.

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124 **ARTICLE IX – EXECUTIVE SECRETARY**

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126 The Executive Board shall be permitted to contract for an Executive Secretary to meet website,  
127 financial, record retention, recordation of minutes and other assigned duties as agreed-upon  
128 between the Executive Board and the Executive Secretary. Agreed upon duties and the cost  
129 thereof shall be reviewed annually by the Executive Board in conjunction with adoption of a  
130 budget for the upcoming year.