

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

3
4 (Ratified September 16, 2021)
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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 foster excellence in
19 government by creating opportunities for professional development.
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21 **ARTICLE III – MEMBERSHIP**
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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 calendar year were directly involved as a public sector employee
28 in the Commonwealth of Virginia. Retired members are considered full members and are
eligible to vote and receive a discounted membership.
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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.

The Executive Board may determine subclasses of Associate Members.
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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-
46 large

47 members. The four officers shall include: President, President-Elect, Treasurer and
48 Past-

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

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

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.

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

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86 Section 1. Nominating Committee. The Past President shall select and chair each year
87 a Nominating

88 Committee consisting of at least three but no more than five past-presidents. This committee
89 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.

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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.

105

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.