



DOVIA By-Laws*

ARTICLE I NAME & OFFICES

The name of this organization shall be Directors of Volunteers in Agencies (DOVIA) located in Denver County, State of Colorado.

ARTICLE II PURPOSE

The purpose of DOVIA is to promote professionalism in the field of volunteer management, advocate for issues concerning volunteerism, and provide networking and educational training opportunities for the membership.

ARTICLE III MEMBERSHIP

SECTION 1. Individual membership in this organization shall be open to any person interested in volunteerism.

SECTION 2. Agency membership shall be available to agencies or groups that support the concept of volunteerism. Agencies shall designate main contact people/person up to three individuals to serve as representatives.

SECTION 3. Associate membership shall be available to students and volunteers who have strong interest in volunteer management and programming.

SECTION 4. Individual and associate memberships entitle the individual to one vote, newsletter, and the member rate at DOVIA workshops. Agency memberships entitle the agency up to three votes, newsletters and member rate at DOVIA programs.

SECTION 5. The right of a member to vote and all his or her right, title, and interest in or to Corporation shall cease on the terminating of his or her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

SECTION 6. For purpose of any vote of the members, each member shall be entitled to one vote on each matter submitted to a vote of the members. No proxy votes shall be accepted.

SECTION 7. Members shall have rights to inspect at any reasonable time the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 8. A member of this corporation is not personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE IV DUES AND FEES

SECTION 1. Dues: Annual membership dues shall be determined by the Board of Directors and approved by a majority vote of the members present at the meeting.

SECTION 2. The membership fiscal year is January through December.

SECTION 3. Fees: A fee schedule for various services or programs provided to members and nonmembers shall be determined by the Board of Directors.

ARTICLE V OFFICERS

SECTION 1. The officers of this organization shall be: President, Vice President, Secretary and Treasurer whose terms of office shall be one year. The immediate past President will serve as a non-voting ex-officio member of the board for term of one year.

SECTION 2. Officers shall be elected from the current board membership, by the membership, to serve for one year.

SECTION 3. An officer may not serve more than two consecutive terms in the same office. In the event an officer's qualified replacement can not be found an officer can be elected to an additional one year term of office while a qualified nominee is selected.

SECTION 4. The elected officers shall serve as members of the governing body.

SECTION 5. The Board of Directors may appoint, contract, or enter into negotiations with a 3rd party such as, but not limited to, an accountant, intern, volunteer or consultant to help perform officer and operation duties as needed by the organization.

SECTION 6. Regardless of such special appointments, contracts, or negotiations, the Board of Directors will maintain management of Denver DOVIA.

ARTICLE VI
DUTIES OF OFFICERS

SECTION 1. President

- a. Shall preside at all DOVIA general and Board of Directors meetings.
- b. Shall direct the preparation of the proposed agenda for all general and Board of Directors meetings.
- c. Shall appoint the chairpersons of all standing committees and ad hoc committees with the approval of the board by the vote of a simple majority of those board members present.
- d. Shall be an ex-officio member of all committees, except Nominating Committee.
- e. Shall write the annual report.
- f. Shall ensure an annual audit.
- g. Shall perform other such duties as may be necessary or prescribed by DOVIA for the effective operation of DOVIA and its responsibilities.

SECTION 2. Vice President

- a. Shall, in the absence, disability, or resignation of the President, perform and exercise the duties and functions of the President.
- b. Shall perform duties as assigned by the President.

SECTION 3. Secretary

- a. Shall be responsible for keeping accurate records of all general meetings of DOVIA and the Board of Directors.
- b. Shall preserve those records belonging to DOVIA for a permanent record. These records shall be open to inspection of any member at all reasonable times.
- c. Shall handle general correspondence of DOVIA and the Board of Directors.

SECTION 4. Treasurer

- a. Shall receive all funds paid to DOVIA and deposit the funds to the account.
- b. Shall disburse all funds by check upon the account of DOVIA; all expenditures, other than those budgeted, shall be approved by the Board of Directors,.
- c. Shall keep a ledger detailing accounts of assets, liabilities, receipts, and disbursements of DOVIA; all DOVIA monies of any kind shall be entered in the Treasurer's books.
- d. Shall prepare a fiscal statement and present it to the membership annually.

ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. The Board shall have a maximum of 15 and a minimum of 6 members of whom four are selected officers and the ex-officio member noted in Article V.

SECTION 2. One half of the Board of Directors shall constitute a quorum for the transaction of any business of the Board of Directors.

SECTION 3. Duties of the Board of Directors shall be to determine all matters of DOVIA policy deemed necessary to achieve the purposes of DOVIA.

SECTION 4. Board members shall serve at least a one-year term of office, with automatic eligibility to serve a 2nd and 3rd year upon successful completion of board member responsibilities the first year. Continued service to the board after the third year must be approved by the membership at a vote during the Annual Meeting. A board member is eligible for a second three-year term upon approval from the membership. At the conclusion of a second term, a board member is not eligible for re-election until one membership year has passed.

SECTION 5. A Board member elected to fill an unexpired term is eligible to be elected to two additional consecutive three-year terms.

SECTION 6. Board members shall attend all regularly scheduled meetings with a maximum of three unexcused absences within one year.

SECTION 7. The Board shall be approved by the membership.

SECTION 8. Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 9. The Board members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 10. Any officer may be removed, with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. The resignation shall take effect at the date of receipt of notice by the Board or on any later date specified therein. Unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VIII

NOMINATING PROCEDURES

SECTION 1. The nominating committee is a sub-committee of the membership committee. It shall consist of a minimum of one board member.

SECTION 2. The Nominating Committee shall suggest applicants for vacancies. Vacancies may be filled by an affirmative vote of a simple majority of the Board of Directors present for the unexpired portion of the term.

SECTION 3. Applications will be solicited from the membership for board positions. Notice of solicitation will be announced through regular DOVIA communications including the newsletter. The nomination process is open year-round. These nominations must be submitted to the nominating committee no later than October 1 each year [for board membership the following year].

SECTION 4. The committee shall prepare a slate of officers and board member candidates to be presented to the membership by mail at least two weeks prior to the election.

SECTION 5. The membership shall approve the slate of officers and board members at the annual meeting.

ARTICLE IX MEETINGS

SECTION 1. The annual meeting of DOVIA shall be held in the fourth quarter of each year. Written notice of the Annual Meeting of members thereof shall be given by the Secretary to the person or persons calling the meeting and to each member entitled to notice of the meeting not more than sixty (60) days nor less than ten (10) days before any meeting. Written notice shall state the date, time and place.

SECTION 2. Special meetings may be called by the Board of Directors. Written notice of a Special Meeting of members thereof shall be given by the Secretary to the person or persons calling the meeting and to each member entitled to notice of the meeting not more than sixty (60) days nor less than ten (10) days before any meeting. Written notice shall state the date, time and place.

SECTION 3. One-fourth of the membership shall constitute a quorum for the conducting of business.

SECTION 4. Meetings of the members shall be held at a location and time designated by the Board of Directors.

ARTICLE X COMMITTEES

SECTION 1. Standing committees of the organization shall consist of the following:

- a. Education and Training Committee, whose responsibility shall be to plan, promote, and organize all educational and training opportunities sponsored by DOVIA.
- b. Membership Committee, whose responsibility shall be to recruit members to DOVIA. Maintain an accurate membership list. Outreach and follow-up with new and existing members.
- c. Communications Committee, whose responsibility shall be to plan and distribute all written promotional materials for DOVIA, including the quarterly newsletter and press releases.
- d. Recognition Committee, whose responsibility shall be to plan, promote, and organize all DOVIA recognition events, seeking sponsorships and partnerships.
- e. Executive Committee, whose responsibility is to review board agenda, to monitor the strategic plan and execute fiscal responsibility to the Board of Directors. Act as Nominating Committee for Board of Directors. Coordinate annual meeting. Seek partnerships and sponsorships.

All committees shall promote new membership, provide information and support to current members, and champion diversity and inclusiveness.

SECTION 2. All standing committees shall be chaired by a member of the Board of Directors.

SECTION 3. Additional standing committees may be approved by simple majority of the Board of Directors.

SECTION 4. Ad hoc committees shall be determined by the President as deemed necessary to handle advocacy, special programs, functions, problems, or purposes of DOVIA; the president shall appoint chairpersons of these committees with the approval of a simple majority of the Board of Directors.

SECTION 5. The current president shall appoint chairpersons of standing committees with the approval of a simple majority of the Board of Directors at the January meeting.

SECTION 6. Based on annual needs, the Board of Directors reserves the right to postpone filling standing committees, other than the Executive Committee.

SECTION 7. [In the event of Article 10, SECTION 6] An Executive Advisor should then be appointed by the Board of Directors to the Executive Committee in lieu of a committee chair and/or a committee for the postponed standing committee(s) to ensure oversight over necessary duties and operations.

SECTION 8. Members should still have access to provide insight and participation to [these] Executive Advisors of postponed committees.

ARTICLE XI **AMENDMENT OF BYLAWS**

SECTION 1. Any member may submit an amendment to the bylaws.

SECTION 2. Notification of amendments shall be submitted to the membership in writing or electronically a minimum of two weeks prior to the annual meeting on which the voting will take place.

SECTION 3. Amendments shall be ratified by two-thirds of the members present at the meeting.

ARTICLE XII **CONTRACTS**

SECTION 1. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable financially for any purposes or to any amount.

SECTION 2. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, check, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness above \$500 of the corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

SECTION 3. 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. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE XIII **MAINTENANCE OF CORPORATE RECORDS**

SECTION 1. The corporation shall keep:

- a) Minutes of all meetings of the board and meetings of the members, indicating the time and place of holding meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its members, indicating their names and addresses and the class of membership held by each member and the termination date of any membership.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

ARTICLE XIV **PROHIBITION AGAINST SHARING IN** **CORPORATE EARNINGS**

SECTION 1. No member, director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or financial profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person reasonable compensation for services rendered to or for the Corporation in effecting

any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XV
INVESTMENTS

SECTION 1. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exempt status under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVI
501 c (3) TAX EXEMPT PROVISIONS

SECTION 1. Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

* Bylaws updated as recently as October 14th, 2015 at the Annual Meeting of the membership at The American Mountaineering Center in Golden, CO