



Virginia Diabetes Council

Revised and Amended Bylaws 06-30-2010

Article I. Company

Section 1. Name of Corporation

The name of the corporation is Virginia Diabetes Council referred to herein as the “Council”.

Section 2. Purpose of Corporation

The purposes, power, rights, obligations and duties of the Council shall be as set forth in its Articles of Incorporation, and these Bylaws, with the general purpose and mission of the Council being to bring partners together to identify and promote best practices for diabetes prevention, control and treatment in Virginia.

The purposes and goals of the Virginia Diabetes Council are:

- To provide a forum for communication and collaboration among diabetes stakeholders, with the intent to reduce the burden of diabetes in Virginia;
- To update and disseminate the Virginia Diabetes Plan as broadly as possible to all diabetes stakeholders in Virginia
- To annually identify key priorities in the Virginia Diabetes Plan and to develop implementation strategies.
- To annually conduct an evaluation of the activities of the Virginia Diabetes Council.
- To solicit funds for the purposes of the Council;
- To establish rules and regulations governing the Council and its members;
- To promote the general purposes for which the Council was created.

Article II. Members

Section 1. Categories of Members

There shall be two categories of membership: 1) Active Member, 2) Associate Member. Where appropriate, hereinafter Active Members and Associate Members shall collectively be referred to as “Member” in the Bylaws.

1.1 Active Members

- Active Members shall be individuals or representatives of groups with an interest in reducing the burden of diabetes in Virginia.
- A person wishing to be an Active Member must complete and submit a membership request form.
- Active Members have voting privileges in all matters relating to the business of the Council.

- At least five of these Active Members shall be interested citizens, diagnosed with diabetes or a family member or caregiver of a person with diabetes.
- All Active Members may serve as a member or officer of the Board if they meet the nomination requirements.
- All Active Members may serve on Council Workgroups.

1. 2 Associate Members

- Associate Members are ineligible to vote in Council business.
- Associate Members are eligible to receive Council e-communications.
- Associate Members may switch to Active Member status by submitting the Active Membership form to the Council.
- Associate Members may serve on Council workgroups.

Article III. Board of Directors

Section 1. General Powers

1.1 The affairs of the Council shall be managed by a Board of Directors who shall be elected by the Active Members of the Council.

1.2 All members of the Board of Directors shall have equal voting rights.

Section 2. Qualifications

An Active Member may be nominated for election to the Board if the nominee has been an Active Member for at least one (1) year prior to the election.

Section 3. Number

The Board shall be composed of officers including a Chair, Chair-Elect, Secretary, Treasurer, immediate Past-Chair and up to Two At-large members.

Section 4. Executive Team

The Officers of the Board of Directors shall constitute the Executive Team.

Section 5. Nominations and Elections

5.1 The immediate Past Chair of the Council will be responsible for the nomination and election processes. In the absence of an immediate past chair, the Council Chair will appoint a Board Member to be responsible for this process.

5.2 Selection of candidates for the Chair-Elect, Secretary, Treasurer and At-large Member positions shall be based on nominations and self-nominations of Active Members only by Active Members.

5.3 Annually, there shall be an election of a Chair-Elect and no more than Two At-large Members of the Board.

5.4 The Council Chair-Elect, Secretary and Treasurer, At-large Members shall be elected by a majority of the votes cast by the Active Members for each position. The

2010 election shall be exempt of this requirement whereby all persons listed on the Council "List serve" on June 1, 2010, shall constitute "Active Members", and be eligible to vote for the slate of nominees for the governing term of July, 2010 through June, 2011. After this election, only Active Members as defined in Section 1.1 may vote on business of the Council.

5.5 A slate of nominees for Council Chair-Elect and Secretary or Treasurer shall be sent electronically to all Active Members no later than June 1 of each year. For the election of June, 2010, the slate will be sent electronically to the Council's "List Serve" who may vote for the slate for the governing term of July, 2010 through June, 2011.

Section 6. Term of Office

6.1 The Chair and Chair-Elect, serve a term of one year, from July 1 through June 30 of following year. The Chair and Chair-Elect may serve consecutive terms of office if re-elected.

6.2 The Secretary and Treasurer shall be elected on alternate years and serve a term of two years.

6.3 The election for Secretary will take place on even years and the Treasurer position in odd year.

6.4 The Secretary and Treasurer may serve consecutive terms of office if re-elected.

6.5 At-large members serve one (1) year terms. At-large members may serve consecutive terms of office if re-elected.

Section 7. Meetings of Board

The Board of Directors shall meet a minimum of three (3) times annually. These meetings may take place via teleconference call, face-to-face, video conference or a combination of these options.

Section 8. Notice of Meetings

Notice for Board meetings will be posted on the Council's website, www.virginiadiabetes.org on the Calendar of Events section. The notices will be posted a minimum of 10 days prior to a meeting.

Section 9. Quorum

9.1 A majority of board members constitutes a quorum.

9.2 Three-quarters of the Executive Team members must be present at Executive Team meetings to constitute a quorum.

Section 10. Responsibilities and Duties

10.1 The Board of Directors shall have final responsibility and authority over the budget and finances of the Council. The Board of Directors shall determine administrative policies, manage the business of the Council and establish special and ad hoc workgroups. The Board shall also establish and maintain working relationships with other organizations.

10.2 Officers of the Board shall not serve as Workgroup Chairs or Co-Chairs.

10.3. *Chair.* The Chair shall serve as the presiding officer at all regular and special meetings of the Council, Executive Team and Steering Committee meetings. The Chair shall appoint chairs of standing and special workgroups annually, and shall perform other duties as assigned by the Executive Team and/or Steering Committee.

10.4. *Chair-Elect.* The Chair-Elect shall assume the duties of the Chair during periods of temporary absence or vacancy in office and shall perform other duties as assigned by the Executive Team and/or Steering Committee. The Chair-Elect shall automatically succeed to the office of Council Chair for the next term. The Chair-Elect will serve at a minimum of: one year as Chair-Elect, one year as the Chair and one year as Past-Chair comprising three (3) years of service unless consecutive re-elections occur.

10.5 *Past Chair .* The Chair will become Past Chair and serves to provide historical continuity of programs, goals, objectives and strategic direction of the Council. The Past-Chair serves on the Executive Team, as a mentor to the Chair and Chair-elect; will work with the Chair and Executive Director to offer connections for the Quarterly meetings and shall preside over the annual nomination and election process.

10.6 *Treasurer.* The Treasurer shall conduct all financial operations for the organization including the maintenance of bank and checking accounts; the receipt, deposit, and disbursement of funds; proper financial record keeping; and provision of financial reports at each annual Council meeting and more frequently if directed by the Steering Committee. The Treasurer shall provide the Board of Directors with quarterly financial reports. The Treasurer shall submit all required State and federal documents as required by law on annual basis. An audit shall be conducted annually.

10.7 *Secretary.* The Secretary shall keep minutes of the Board meetings, Quarterly meetings and Steering Committee meetings. In addition, the Secretary will track attendance at these meetings, distribute and collect meeting evaluations, provide appreciation letters to speakers, etc. at Quarterly meetings and work with the Executive Director on any written inquiries and responses regarding these meetings.

10.8 *At-large Members.* At-large Board Members (up to 2) shall be elected from the Council's Active Membership. At-large Board Members represent the interests of the general membership on issues of concern, work to identify potential problems and solutions, carryout the Board responsibilities and take on additional duties as requested by the Chair.

Section 11. Resignation and Removal

11.1 In the case of resignation or vacancy in the office of Chair, Chair-Elect, Secretary or Treasurer, a replacement shall be elected within 30-60 days by the Steering Committee (see Article VII. Section 5).

11.2 Board members who resign are required to submit their resignation in writing or electronically to the Board Chair with a copy to the Executive Director. The Board member who is resigning is requested to alert the Board Chair to their impending resignation as soon as possible to allow for smooth transition. If the Board Chair is resigning, the resignation shall be sent to the Chair-Elect with a copy to the Executive Director.

11.3 The Board Chair has the authority to appoint an appropriate Active Member who must be unanimously confirmed by the Board to replace the departing Board member on an interim basis until the next elections wherein nominations will be solicited for the position and normal election processes will occur.

Article IV. Meetings of Active Members

Section 1 Meetings of the Active Members

At minimum, there will be an annual meeting of the Council to conduct business of the Council, hear workgroup progress reports, and to share ideas and information. Notice of the meeting shall be sent to the membership electronically at least 30 days in advance of the meeting.

Section 2. Quorum and Voting

2.1 A simple majority of Active Member attendees at a meeting constitutes a quorum to conduct business of the Council.

2.2 A simple majority of Active Members voting electronically constitutes a quorum.

Section 3. Powers and Duties

3.1 All Active Members are eligible to cast votes on business brought before the Council.

Article V. Steering Committee

Section 1. Purpose

The Steering Committee serves the purposes of ensuring the goals and objectives of the Council's Plan are implemented.

Section 2. Membership

The Steering Committee membership consists of the Chairs of the workgroups, and the Board of Directors. The Council Chair and Chair-Elect will serve as Chair and Vice Chair of the Steering Committee. Co- Chairs of the workgroups may attend the Steering

Committee meetings if the Workgroup Chair is absent or the position is vacant. Others may be invited to participate as needed by the Steering Committee.

Section 3. Responsibilities

The Steering Committee has the responsibility of overseeing workgroup budgets while the Board of Directors has final authority over these budgets.

Section 4. Meetings

The Steering Committee shall meet at least three times annually and communicate as necessary between meetings.

Section 5. Resignation

5.1 The Steering Committee (Workgroup Chairs) members who resign are required to submit their resignation in writing or electronically to the Board Chair with a copy to the Executive Director. The Workgroup Chair who is resigning is requested to alert the Board Chair to their impending resignation as soon as possible to allow for smooth transition.

5.2 The Board Chair has the authority to appoint an appropriate Active Member who must be unanimously confirmed by the Board to replace the departing Board member on an interim basis until the next elections wherein nominations will be solicited for the position and normal election processes will occur.

Article VI. Executive Director

Section 1. Executive Director

The Executive Director reports to the Board of Directors. The Executive Director is responsible for fundraising, community and public relations, human resource and financial management and daily operations of the Council and other responsibilities as requested by the Board of Directors. The Executive Director attends Board and Steering Committee meetings but has ex-officio status.

Article VII. Workgroups

Section 1. Workgroups

Workgroups shall be formed at the direction of the Steering Committee to accomplish specific tasks. Workgroups will be accountable to and report directly to the Steering Committee. When their tasks have been accomplished or when task-related activities have ceased, workgroups shall be dissolved by the Steering Committee

Section 2. Chairs and Co- Chairs

Chairs of workgroups shall be appointed annually and as needed by the Chair of the Council with input from the Board of Directors. In the case of resignation or vacancy, the Council Chair will appoint a replacement, if possible, within 30 days. Chairs of workgroups may appoint a Co- Chair to serve in collaboration with the workgroup Chair and in the absence of the Chair. Co- Chairs' resignations should be written or electronically submitted to their workgroup Chair with a copy to the Executive Director.

Section 3. Ad hoc Workgroups

Subcommittees or Task Forces within a workgroup shall be formed at the approval of the Steering Committee. These ad hoc workgroups, subcommittees/task force generally shall be focused on one specialized project or area of interest (fundraising, communications, etc.) of the Council. The workgroup shall be formed for one month or may continue until a majority of the Steering Committee vote for the workgroup to dissolve.

Section 4. Membership

Workgroup membership will be composed of the Council membership and additional ad hoc members as needed. Membership requirements and restrictions pertaining to serving as chair or vice-chair of Workgroups are as specified in the Membership section of these bylaws.

Section 5 Resignation

5.1 Workgroup Chairs who resign are required to submit their resignation in writing or electronically to the Board Chair with a copy to the Executive Director. The workgroup Chair who is resigning is requested to alert the Board Chair to their impending resignation as soon as possible to allow for smooth transition.

5.2 The Board Chair has the authority to appoint an appropriate Active Member who must be unanimously confirmed by the Board to replace the departing Board member on an interim basis until the next elections wherein nominations will be solicited for the position and normal election processes will occur.

Article VIII. Dissolution

Section 1 Dissolution

1.1 The Council may be dissolved at any time but requires a two-thirds (2/3) vote of approval for dissolution by its membership.

1.2 *Asset Distribution.* If the Council is dissolved at any time, its assets shall be either returned to donors or distributed to similar not-for-profit organizations in Virginia to be selected by the Steering Committee within 90 days of dissolution.

Article IX. Parliamentary Authority

Section 1. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised (the then current edition) shall govern the decisions of the Council at all levels of the organization in all cases where they do not conflict with the Bylaws of the Council or the adopted policies and procedures.

Article X. Amendments

Section 1. Amendments

These bylaws may be amended at any meeting of Active Members on the recommendation of the Steering Committee and approved by a majority vote of the Active Membership surveyed electronically, provided the proposed amendment has been submitted by e-mail to all members at least thirty (30) days prior to the convening of the meeting.