



Virginia Diabetes Council

Bylaws

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Article I. Corporation

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 raise awareness, build collaboration and to promote excellence in education and treatment. The purposes and goals of the Council are:

- To provide a forum for communication and collaboration among diabetes stakeholders, with the intent to prevent and reduce the burden of diabetes in Virginia.
- To annually conduct an evaluation of the activities of the Council.
- To solicit funds for the purposes of the Council.
- To follow rules and regulations governing the Council and its Volunteers.
- To promote the Council.

Article II. Volunteers

There shall be one category of membership - Volunteers. Where appropriate, hereinafter Volunteers shall collectively be referred to as Volunteers in the Bylaws.

Volunteers:

- Volunteers shall be individuals or representatives of groups with an interest in preventing and reducing the burden of diabetes in Virginia; those diagnosed with diabetes or a family member or caregiver of a person at risk for or with diabetes
- All Volunteers may serve as a members or Officers of the Board if they are invited.
- Volunteers are encouraged to serve on a Committee.
- Volunteers have voting privileges in all matters related to the Council.

Article III Board of Directors

Section 1. Board of Directors

1.1 The Board of Directors shall constitute the Officers and at least 3 and not more than 6 elected members.

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

Section 2. Responsibilities and Duties

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, elect incoming Board Members, and shall also establish and maintain working relationships with other organizations. It is the expectation that every member of the Board will serve on at least one committee; make a personal financial contribution to the organization; and have no more than two unexcused absences a year from Board meetings.

Section 3. Elected Officers

The Elected Officers include a Council Chair, Chair Elect, Secretary, Treasurer, and Past-Chair.

Section 4. Nominations and Elections

4.1 The Past Chair of the Council will Chair the Nominating Committee. In the absence of a Past Chair, the Council Chair will appoint a Board Member to be responsible for this process.

4.2 Selection of nominees for the Chair Elect, Secretary and Treasurer positions shall be based on nominations from the Nominating Committee.

4.3 Annually, there shall be an election of Chair Elect, Secretary, and Treasurer.

4.4 A slate of nominees for positions on the Board shall be sent electronically to all Volunteer Members no later than August 15 of each year.

4.5 Board Members will have a minimum of 14 days to vote.

Section 5. Term of Office

5.1 The Council Chair, Chair Elect, Secretary, and Treasurer serve a term of one year- September 1 through August 31 of following year. The position of Council Chair is a 3 year commitment – serving as Chair Elect, Chair, and Past Chair.

5.2 Board Members are elected for one, 3 year term, commencing in September. Elected Board Members may serve one additional three year term if re-elected.

Section 6. Meetings of Board of Directors

The Board of Directors shall meet a minimum of six (6) times annually. These meetings may take place via teleconference call, in person, video conference or a combination of these options.

Section 7. Executive Meetings

The Executive Committee may convene when it is not possible for the entire board to meet. Discussions of time sensitive topics, and any votes held, must be reported by the Executive Committee to the full board at the next Board meeting.

Section 8. Notice of Meetings

8.1 Notice for Board meetings will be by email to members at least one week in advance of the meeting.

8.2 Notice of Council meetings will be by email to all members at least four weeks in advance.

Section 9. Minutes

The Secretary shall be responsible for maintaining records of Board actions, reviewing Board minutes and requesting approval of minutes by the Board of Directors. In the event that the Secretary is unavailable, the Council Chair of the Board shall appoint an individual to act as Secretary.

Section 10. Quorum

10.1 A simple majority of Board members constitutes a quorum.

10.2 If the Board meets quorum, then decisions that consist of a vote can be implemented.

Section 11. Board of Director Responsibilities

11.1 Council Chair: The Council Chair shall serve as the presiding officer at all regular and special meetings of the Council. The Council Chair, in collaboration with the Board, shall appoint chairs of standing and special committees; will Chair the Executive Committee; and shall perform other duties as assigned by the Officers.

11.2 Chair Elect: The Chair Elect shall assume the duties of the Council Chair during periods of temporary absence or vacancy in office; serve on the Finance Committee; and perform other duties as assigned by the Officers. The Chair Elect shall automatically succeed to the office of Council Chair for the next term.

11.3 Past Chair: The Council 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 as a mentor to the Council Chair; will work with the Council Chair to offer guidance as needed. The Past-Chair will serve on the Finance Committee and shall chair the Nominating Committee.

11.4 Secretary: The Secretary shall be responsible for maintaining records of Board actions, reviewing Board minutes, and requesting approval of minutes by the Board of Directors. This position is also responsible for ensuring proper procedures are followed and enforce the Virginia Diabetes Council bylaws.

11.5 Treasurer: The Treasurer is the Chair of the Finance Committee, and 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 provide quarterly financial reports and report more frequently if directed by the Officers. The Treasurer shall submit all required state and federal documents as required by law on annual basis. The Finance Committee will review all financial records quarterly.

11.6 Committee Chairs or Co-Chairs: Committee Chairs or Co-Chairs are responsible for facilitating all meetings of the committees, providing leadership to all subcommittees within the committee, and communicating progress and decisions of the committee to the Board.

Section 12. Resignation and Removal

12.1 Board Members who resign are required to submit their resignation in writing or electronically to the Board Council Chair. The Board Member who is resigning is requested to alert the Board Council Chair to their impending resignation as soon as possible to allow for smooth transition.

12.2 If the Board Council Chair is resigning, the resignation shall be sent to the Chair Elect as soon as possible to allow for smooth transition.

12.3 In the case of resignation or vacancy in the Board of Directors the Nominating Committee will appoint an appropriate replacement. The nominee must be confirmed by the Board to replace the departing Board member on an interim basis until the next election. Nominations will be solicited for the position and normal election processes will occur.

12.4 The Board has the right to dismiss a Board Member at any time by a majority vote. Reasons for dismissal might include adversarial relationships with Board Members, exceeding authority, conflicting self-interests, and/or not working as a team member to support the best interests of the organization, having two unexcused absences, not making a yearly, personal financial contribution, or not participating in committee work. If the vote is a majority then the Board Member will be notified by a letter written by the Chair and approved by the Executive Committee.

Article IV. Meetings of Members

Section 1. Meetings of the Members

At a minimum, there will be an annual meeting of the Council in September to conduct business of the Council, hear committee progress reports, and to share ideas and information. These meetings may take place via teleconference call, in person, video conference or a combination of these options. Notice of the meeting shall be sent to the volunteers electronically at least 4 weeks in advance of the meeting.

Section 2. Quorum and Voting

2.1 All Volunteers present are eligible to cast votes on business brought before the Council.

2.2 Attendees at a meeting constitutes a quorum to conduct business of the Council.

Article V. Committees

Section 1. Committees

Committees shall be formed at the direction of the Board of Directors to accomplish specific tasks. Committees will be accountable to and report directly to the Board of Directors. At a minimum, committees shall include the Executive, Nominating and Finance committees.

Section 2. Chairs and Co- Chairs

2.1 Chairs and/or Co-chairs of committees shall be appointed annually and as needed by the Council Chair with input from the Board of Directors.

2.2 Committee Chairs are responsible for minutes for all meetings to be submitted to the Secretary and kept on file.

2.3 Board Members shall not serve as Committee Chairs or Co-Chairs; with the exception of the Executive Committee, which shall be led by the Board Chair, the Finance Committee which shall be led by the Treasurer, and the Nominating Committee which shall be led by the Past Chair.

Section 3. Resignation

3.1 Committee Chairs who resign are required to submit their resignation in writing or electronically to the Council Chair with a copy to the Chair Elect. The Committee Chair who is resigning is requested to alert the Council Chair to their impending resignation as soon as possible to allow for smooth transition.

3.2 The Board of Directors has the right to dismiss a Volunteer of a Committee at any time by majority vote. The Committee Volunteer will be notified in writing by the Council Chair.

Article VI. Financial Review and Reporting

Section 1. Finance Committee

1.1 The Finance Committee is comprised of the Treasurer, Chair Elect and Past-Chair.

1.2 The Finance Committee will review all financial records and submit a financial review to the Board of Directors by September 1st.

Section 2. Annual Report and Work Plan

2.1 The Council will compose an Annual Report which includes accomplishments of the prior year, budget, and future budget, and action steps for the forthcoming year.

2.2 The Council Annual Report will be posted on the VDC web site by September 30th.

2.3 The Council will develop a scope of work or work plan with specific objectives and action steps to guide their work each year.

Article VII. Dissolution

Section 1. Dissolution by the Board

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

Section 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 Board of Directors within 90 days of dissolution.

Article VIII. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised (the 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 IX. Amendments

These bylaws may be amended at any meeting of the Council electronically, provided the proposed amendment has been submitted by email to all members at least thirty (30) days prior to the convening of the meeting.