



BYLAWS OF BIG BROTHERS BIG SISTERS NORTHERN VIRGINIA COUNCIL

SECTION 1: NAME

The name of the organization is the Big Brothers Big Sisters Northern Virginia Council and the official acronym for the organization shall be BBBSNVC.

SECTION 2: EXISTENCE, PURPOSE, AND ASSETS

SECTION 2:1 BBBSNVC exists as an informal, integral subunit of Big Brothers Big Sisters of the National Capital Area ("BBBSNCA").

SECTION 2:2 The purpose of BBBSNVC is to enhance the ability of Big Brothers and Big Sisters who reside in Northern Virginia, and/or whose Little Brothers or Little Sister reside in Northern Virginia, to provide collective and individual support for one another in making their matches with their Littles more effective. This purpose includes, without limitation, all of the following:

- (1) to organize and support group activities for Big/Little matches;
- (2) to establish and enhance communications links and interactions between and among Big Brothers and Big Sisters in the Northern Virginia area;
- (3) to provide an effective interface and voice for Big Brothers and Big Sisters in the Northern Virginia area with the administration and the staff of BBBSNCA.
- (4) to serve as a communications link between BBBSNVC and its members with Big Brothers and Big Sisters (and their Councils and Council governing structures) located in other parts of the National Capital Area region.

SECTION 2:3 BBBSNVC shall engage in only such activities as are consistent with its parent organization's exemption under Internal Revenue Code Section 501 (c)(3) (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2:4 All property and assets of BBBSNVC are irrevocably dedicated to the purposes set out above. No part of any earnings, properties, or assets of this organization shall inure to the benefit of any private person or individual, or any member or trustee of this organization.

SECTION 3: MEMBERSHIP

SECTION 3:1 Every Big Brother and Big Sister maintained on the roles of BBBSNCA who resides in the Northern Virginia area, and/or whose Little Brothers or Little Sister reside in the Northern Virginia, is entitled to participate as a member of BBBSNVC.

SECTION 3:2 No membership dues shall be required of any Big Brother or Big Sister.

SECTION 4: THE EXECUTIVE COMMITTEE

SECTION 4:1 The activities of BBBSNVC shall be organized and directed by BBBSNVC's Executive Committee. The Executive Committee shall have the authority to establish the overall policies for the conduct of BBBSNVC activities and business. Expenditures of funds must be approved by the Executive Committee.

SECTION 4:2 The Executive Committee shall consist of the Council officers of BBBSNVC as selected by the membership of BBBSNVC.

SECTION 5: EXECUTIVE COMMITTEE MEETINGS

SECTION 5:1 Unless otherwise determined by vote of the Executive Committee membership, all meetings of the Executive Committee shall be open to attendance by, and participation in, any member of BBBSNVC. Decisions of the Executive Committee shall generally be arrived at by consensus of those participating in an Executive Committee meeting.

SECTION 5:2 If the Council President determines, after substantial discussion, there does not exist consensus concerning an issue requiring a decision, or if a majority of the Council officers participating in the meeting so request, the decision of the issue shall be submitted to, and determined by, a majority vote of the Executive Committee. In the event of a tie vote, the decision shall be determined in accordance with the vote of the Council President.

SECTION 5:3 Any activity that potentially has significant legal implications or external financial implications (e.g., a decision to move BBBSNVC funds from one bank to another), and endorsement of a proposed slate of officers (as described in the section on Elections in these Bylaws), shall be adopted by Formal Executive Committee Resolution, with the Council Secretary maintaining a written copy of the exact wording of the resolution in the minutes of the meeting. Formal Executive Committee Resolutions adopted at Executive Committee meetings must have a majority vote of all the Council officers.

SECTION 5:4 Formal Executive Committee Resolutions may be adopted outside of Executive Committee meetings, provided they have the unanimous written consent of all Council officers, which shall include their signatures.

SECTION 5:5 Meetings of the Executive Committee shall take place quarterly at a time and place established by the Council President, or at the time and place established by the Executive Committee. Reasonable notice (of not less than one week) shall be given to all Council officers, and shall be given to all BBBSNVC members, to the extent practicable. Reasonable notice of meetings to the membership of BBBSNVC shall be deemed sufficient if given by e-mail to the membership of BBBSNVC as maintained on the Council e-mail list or via the Council web site, and shall be deemed to include any notice given in BBBSNVC newsletters and/or Executive Committee minutes.

SECTION 6: COUNCIL OFFICERS

SECTION 6:1 Only Big Brothers and Big Sisters who are members of the Council shall be eligible to serve as officers of BBBSNVC.

SECTION 6:2 The Council officers shall consist of a Council President, a Vice President, an Orientation Chair, a Secretary and a Treasurer. If possible, these positions should be held by two Big Brothers and two Big Sisters.

SECTION 6:3 Council officers shall hold office for a term of one year, or until their successors shall have been elected.

SECTION 6:4 The resignation of any Council officer will become effective when submitted to the Council Secretary, except in the case of the resignation of the Council Secretary, which

resignation shall be submitted to the Counsel President. The Executive Committee, by a two-thirds vote of all its members, may declare remove any officer and/or declare any office vacant. The Executive Committee, by a two-thirds vote of all its members, shall have the power to appoint any other member of BBBSNVC to fill any officer vacancy to serve until the next Council officer elections, whether the vacancy arises by resignation, by removal, or by declaration of vacancy.

SECTION 7: COUNCIL OFFICER DUTIES

SECTION 7:1 Council President

The Council President shall:

- (1) Convene regularly scheduled quarterly Executive Committee meetings
- (2) Insure the timely announcements of all Executive Committee meetings
- (3) Preside over all meetings and events of the Executive Committee and BBBSNVC
- (4) Be the official voice of the Executive Committee and BBBSNVC in all matters public and private
- (5) Have the authority to authorize, or designate other Executive Committee members to submit, issuance of Council checks in payment of Council expenses.
- (6) Have signature authority for the BBBSNVC's checking account
- (7) Appoint members to chair Executive Committee committees and coordinate activities as necessary
- (8) Shall be a member of the Board of Directors of BBBSNCA as prescribed in the BBBSNCA constitution and attend at least two Board meeting each year and shall represent the BBBSNVC and the Executive Committee on all appropriate matters
- (9) Shall carry out such other activities and functions, not inconsistent with these Bylaws, as the Executive Committee shall direct

SECTION 7:2 Vice President

The Vice President shall:

- (1) Serve as a primary aide to the Council President, providing assistance with all tasks assigned to the Council President including, but not limited to, assigning responsibility for events and meetings, administering funds, and coordinating with BBBSNCA
- (2) Attend BBBSNCA Board meetings as directed by the Council President
- (3) Shall assume the responsibilities of the Council President until a new Council President shall be elected at the next annual meeting of the BBBSNVC membership, in the event of the permanent vacancy or incapacity of the Council President, and after approval by a Formal Executive Committee Resolution.
- (4) Assume all duties and powers of the Council President during the Council President's absence
- (5) Attend all Executive Committee meetings
- (6) Accept direction from the Council President

SECTION 7:3 Orientation Chair

The Orientation Chair shall:

- (1) Coordinate with caseworkers to welcome all new Bigs to the Council with an introductory phone call and/or e-mail as well as direction to the NovaBigs web site

- (2) Introduce new Bigs to the calendar of events and solicit involvement in planning as well as encourage attendance at Council meetings
- (3) Work to welcome all new Bigs at Social events, paying particular attention to integrating them into the fold, providing introductions, etc...
- (4) Maintain records of all written materials used during new Big introductions
- (5) Solicit, edit, and submit Bigs biographical profiles for the Newsletter
- (6) Attend all Executive Committee meetings
- (7) Accept direction from the Council President

SECTION 7:4 Council Secretary

The Council Secretary shall:

- (1) Act as recording secretary at all Executive Committee meetings
- (2) Supervise all correspondence and publish all records of the Executive Committee
- (3) Maintain and/or supervise the maintenance of the Council's web site
- (4) Maintain custody of the Council seal
- (5) Attest, along with the Council President, all Formal Executive Committee Resolutions.
- (6) Maintain historical records of the Council Newsletter and Executive Committee meeting minutes
- (7) Coordinate with the caseworkers to maintain the Council mailing list
- (8) Attend all Executive Committee meetings
- (9) Accept direction from the Council President

SECTION 7:5 Council Treasurer

The Council Treasurer shall:

- (1) Be responsible for all Council finances in accordance with the BBBSNCA auditing control system
- (2) Work directly with the BBBSNCA Executive Director and Vice President of Finance to establish and maintain a system to account for funds raised by the Council for Council purposes
- (3) Maintain the Council's checking account
- (4) Have signature authority for the Council's checking account
- (5) Prepare and submit Council check requests and purchase reimbursements in a timely manner
- (6) Maintain other Council funds and/or investments
- (7) Present a Financial Report to the Executive Committee detailing the revenues and expenditures of the Council, and the funds in the Council's financial accounts not less than once a year or at the request of the Council President
- (8) Attend all Executive Committee meetings
- (9) Accept direction from the Council President

SECTION 8: MEETINGS OF THE BBBSNVC MEMBERSHIP

SECTION 8:1 There shall be at least one annual meeting of the membership of BBBSNVC, which shall take place at such time and in such manner as may be determined by BBBSNVC's Executive Committee. This meeting may be held in conjunction with an organized activity of the organization, as may be determined by the Executive Committee.

SECTION 8:2 The purpose of the annual meeting shall be to elect Council officers and to conduct any other business that the Executive Committee may specify.

SECTION 8:3 The Executive Committee may call, at its discretion, other meetings of the membership of BBBSNVC to discuss and conduct business.

SECTION 9: ELECTIONS

SECTION 9:1 The Executive Committee, at its last meeting prior to the annual meeting of the BBBSNVC membership, shall endorse a slate of proposed officers for the upcoming year to be voted upon by the membership of BBBSNVC. The slate of proposed officers shall be presented to the membership of BBBSNVC at its annual meeting by the Council President.

SECTION 9:2 At the annual meeting, any member of BBBSNVC shall be permitted to nominate any other member as a Council officer, provided that no one shall be eligible to be elected Council President without having previously held another Council office for at least one term.

SECTION 9:3 If there are no nominations by the membership of BBBSNVC, the slate of candidates proposed by the Executive Committee shall be deemed duly elected by the membership of BBBSNVC. If there are nominations by the members of BBBSNVC for any of the offices, the election for such offices shall be deemed to be contested. All other nominees from the Executive Committee's proposed slate of officers shall be deemed to have been elected.

SECTION 9:4 Elections for contested offices shall take place at the annual meeting, with the Council President presiding (except in the case that the current Council President is a nominee for Council President in a contested election for that office, in which case the Vice President for Fundraising, or another Council officer designated by the Council President, shall preside during the voting on that office).

- (1) Nominators, nominees and any other members, prior to voting on candidates for such offices, may speak in support of any of the candidates for each office.
- (2) A vote shall then take place, with the nominee receiving a majority of the votes cast being deemed to be elected.
- (3) In the event that there are more than two nominees for a particular office and, on balloting, no nominee shall have received a majority of the votes cast, the candidate receiving the fewest votes in the balloting shall be dropped and a new vote taken until one candidate receives a majority of the votes cast.
- (4) In the case of a tie, the election shall be decided by flipping a coin.

SECTION 10: AMENDMENTS AND RATIFICATION

SECTION 10:1 Amendments to these Bylaws may be proposed by the Executive Committee and shall take effect when approved by the membership of BBBSNVC.

SECTION 10:2 Members of BBBSNVC may propose amendments to these Bylaws, to be voted on by the membership of BBBSNVC at the next meeting of the membership, by presenting to the Council Secretary a petition signed by not less than ten members of BBBSNVC.

SECTION 10:3 The Council Secretary shall circulate to the membership all proposed Bylaw amendments prior to a membership meeting, by mail, by e-mail, or by publication in the BBBSNVC newsletter, or by any other means reasonably likely to provide notice to the BBBSNVC membership.

SECTION 10:4 These Bylaws shall take effect when adopted by the membership at an annual meeting of BBBSNVC.