

NAME OF COMPANY/AGENCY
NAME OF VOLUNTARY EMPLOYEE ORGANIZATION

BYLAWS

ARTICLE I: MEMBERSHIP

Membership is in accordance with Article V of the *[Insert acronym]* Charter.

ARTICLE II: DUES

No dues are required for annual membership. *[Insert acronym]* reserves the right to reconsider membership dues in the future.

ARTICLE III: NOTIFICATION AND TIMELINESS

All communication between and among members, including the board of directors, may occur in person, in writing, via a telecommunications device, or electronically.

Electronic communications containing any official notice of meetings, including special meetings, or for a vote of any kind must be sent by noon Eastern Time to be counted as having been sent on that date for purposes of determining timeliness.

ARTICLE IV: MEETINGS

- (A) Meetings of the board of directors shall be held regularly and shall occur no less than once every two months. Board of directors meetings shall be open to the general membership.
 - (B) Quorum for board of directors meetings shall be not less than 51% of the voting board of directors members. A board of directors member shall be considered present for the purposes of establishing a quorum and voting if he or she is participating by conference call or other telecommunication mode.
 - (C) The annual meeting of *[insert acronym]* shall occur in the final quarter of every calendar year. The primary items for consideration at this meeting will be a year-end report by the current president and board of directors and an introduction of the board of directors for the next calendar year.
 - (D) Special Meetings may be called by the Board of Directors or by a petition of two-thirds of the full Board of Directors or two-thirds of the full membership.
 - i. Except under extenuating circumstances that must be documented in writing, notice of special meetings, including date, time, and location, will be provided to the full membership no less than five business days prior to the date of the meeting.
 - ii. Notice may be provided electronically.
 - iii. Special meetings shall be open to the general membership.
 - iv. If notice is not provided in a timely manner and a vote of two-thirds of the full membership finds the extenuating circumstances did not exist and/or were not documented, the full membership may vote, by a simple majority, to overturn any vote taken by the board of directors at such special meetings. Subsequent action to overturn such special meeting vote by the board of directors must be taken by
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the full membership within 60 calendar days of the date of the special meeting. The board of directors must act in accordance with any vote so rescinded.

(E) As necessary and appropriate, the board of directors will follow Robert's Rules of Order for all meetings.

ARTICLE V: DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- (A) The board of directors shall: organize, direct, and coordinate all activities of the *[insert acronym]*; develop the agenda and preside at all meetings of *[insert acronym]*; call any special meetings; establish procedures for elections; serve as the official representatives and spokespersons for *[insert acronym]*; and inform the *[insert name of company/agency]* community of relevant concerns, issues, and activities of *[insert acronym]*.
- i. Any motions proposed by the board of directors must be seconded and voted on affirmatively by a majority of the board of directors present at the meeting.
- (B) A director may be removed at any time by a two-thirds majority vote of the board of directors. Removal may be for any cause, including but not limited to repeated failures to attend scheduled board meetings, obstructionism, irreconcilable personality conflicts, or failure to honor commitments with respect to the work of the board of directors.
- i. The board of directors may, at its discretion, designate and approve by a simple majority vote a qualified member to fill a position left vacant by a director who has resigned or cannot otherwise fulfill his or her duties.
 - ii. The board of directors must approve the position of vice president/president-elect by a two-thirds majority of the remaining board of directors.
- (C) No members of the board of directors shall be personally liable for any debts, liabilities, and obligations of *[Insert acronym]*.
- (D) At the president's discretion, voting on motions may take place between meetings via email. In such case, not less than less than 51% of the voting board of directors members must vote affirmatively, otherwise the proposed motion will be tabled until the next meeting.
- (E) The president shall be the presiding officer at all board of directors and general meetings and at the annual meeting; and, represent *[insert acronym]* at meetings with *[insert name of company/agency]* officials and other organizations. The president may also delegate his/her duties to another member of the board of directors.
- i. The president shall serve ex officio on all committees; coordinate all committee activities; present an annual report of the organization at the annual meeting; and determine the agenda, with the input of other directors, for all meetings.
- (F) The vice president shall assume the duties and responsibilities of the president, in the absence of the president. The vice president may be assigned, and accept, other special duties.
- (G) The secretary shall maintain the organization's records, coordinate correspondence with members, coordinate the annual elections, and oversee production of organizational materials, in addition to performing the duties of a director.
- (H) *Add treasurer description if warranted.*
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ARTICLE VI: COMMITTEES

The board of directors shall have the authority to create committees. Committee members and chairs shall be approved by the board of directors.

ARTICLE VII: ELECTION OF BOARD OF DIRECTORS

- (A) The board of directors shall consist of the president, vice president, and secretary and up to five representative(s)-at-large who shall be elected annually by full members in good standing for a term of one year to begin on January 1 and to end on December 31. Any full member in good standing is eligible to seek these offices. Each regional office is entitled to select one member to serve as a representative-at-large.
- i. Associate members are not eligible to serve on the board of directors.
- (B) In the event of a vacancy occurring in the office of the president, the unexpired term shall be filled by the vice president. The board of directors can approve a president to fill the unexpired term with a two-thirds majority vote. In the event of a vacancy occurring in any other elective office, the board of directors shall elect a member to fill the unexpired term.
- (C) Any full member in good standing may nominate one or more qualified candidates for president, vice president, secretary, and the representative-at-large. The secretary will accept nominations beginning October 1. Self-nominations are acceptable and encouraged.
- i. Nominations must be given in writing to the secretary. Furthermore, each person accepting a nomination to hold office must respond with written consent to the secretary regarding the designated position.
 - ii. Notification of nomination will be sent to each candidate from the secretary, and if a nominee does desire to hold office, the written consent for the candidacy must be sent to the secretary by the third Tuesday of October. Writing may occur electronically.
 - iii. The secretary shall then compile the list of candidates that have accepted nomination for each position and distribute it to the entire membership. Not later than the second Tuesday of November, the secretary shall send to all members in good standing a listing of the candidates nominated for the board of directors.
- (D) Votes shall be returned to the secretary or the nominating/election committee not later than the third Tuesday of November, and shall be tallied by and recorded by the secretary. The candidates receiving the highest number of votes for each office shall be declared elected. In case of a tie vote, the outgoing board of directors shall elect one of the candidates.
- (E) Regional office representative-at-large positions will be elected in accordance with the above procedures. In the case in which a regional office representative-at-large position does not receive a nomination, the board of directors will have the discretion to fill the vacant slot with a two-thirds majority vote during the first meeting of the board in January.

ARTICLE VIII: VOTING AND VOTING ELIGIBILITY

- (A) A member shall be eligible to vote if he/she is a full member in good standing at least 30 calendar days prior to the date of elections or the due date for ballots.
- (B) Voting for the officers and each representative-at-large shall be by secret ballot.
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- i. When such a secret ballot is required, those qualified to vote shall indicate their selections on the ballot.
 - ii. If a paper ballot is used, the voter shall seal the ballot, sign the back of the ballot, and write his or her department office or technology center on the back of the ballot.
 - iii. If an electronic ballot is used, the voter shall follow the instructions to cast his/her vote electronically.
 - iv. Before the ballots are canvassed, the names of the voters shall be checked against a list of eligible voters, and the ballots cast by eligible voters will be separated from all others.
- (C) A member may vote absentee either by designating a proxy or by voting early.
- i. A proxy vote from a member in good standing shall be accepted if the proxy authorization is delivered in writing to the secretary prior to any scheduled vote of the organization.
 - ii. The proxy must be another full member in good standing of the organization.
 - iii. The proxy is then authorized to tender his/her vote as well as the proxy vote.
 - iv. An early vote may occur any time after a vote is properly before the member.
 - v. An early vote shall not be counted until the time for tallying all votes.

ARTICLE IX: AMENDMENTS TO THE CHARTER AND BYLAWS

- (A) An affirmative vote of two-thirds of the full board of directors is required to amend this charter and bylaws with at least 30 days' notice.
- i. Proposals to amend the charter and bylaws may be made by resolution of the board of directors or by written petition signed by at least 10 eligible voting members.
 - ii. Proposed amendments to the charter and bylaws shall be submitted in writing to any member of the board of directors and shall be on the order of business of the next regular meeting of the board of directors.
 - iii. Board members must receive the text of any proposed amendment at least 30 days prior to a scheduled vote.
- (B) The executive board shall have the responsibility of notifying the *[insert name of company/agency]* diversity program manager of any changes to the charter and bylaws.
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