

# Professional Development Consortium of Hampton Roads (PDC-HR) Bylaws (Effective October 03, 2019)

## I. Office and Registered Agent

- I.1. Principal Office. The principal office of Professional Development Consortium of Hampton Roads (hereafter "PDC-HR") shall be in the Commonwealth of Virginia.
- I.2. Registered Office and Agent. PDC-HR shall have and continuously maintain a registered office and a registered agent in the Commonwealth of Virginia. The registered agent shall be either an individual resident of Virginia or a corporation authorized to transact business in Virginia.

## II. Purpose

- II.1. General. The Professional Development Consortium of Hampton Roads is a non-profit organization whose mission is to facilitate the development of volunteer leaders of membership associations throughout the region through connection, coordination, and collaboration. PDC-HR serves this community by hosting workshops, discussion groups, forums, panels, lectures, or other similar professional development programs.
- II.2. Funds. PDC-HR shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed within PDC-HR other than reimbursement of expenses using such procedures as the Board of Directors shall provide.

## III. General Organization

- III.1. Offices and Officers. The organizational leadership roles (Offices) are fulfilled by persons serving on the Board of Directors as described in Article IV below.
- III.2. Board of Directors. The powers of PDC-HR shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors; except as otherwise provided by law, Articles of Formation, or these Bylaws. The responsibilities of the Board of Directors are further described in Article V below.
- III.3. Staff. Operations of PDC-HR shall be under the control of an Executive Director and may be executed through subordinate staff and volunteers. The responsibilities of the Executive Director are further described in [Article IX below](#).

## IV. Responsibilities of Officers

- IV.1. General. The Officers of PDC-HR are appointed from the Board of Directors by majority vote at a regular meeting of the board.

- At a minimum, the Officers of PDC-HR are the President, the Vice President, and the Secretary. Other offices and assistant offices may be created and managed using such procedures as the Board of Directors shall provide.
- Except for the President, a Board of Directors member may fill more than one Officer role.

#### IV.2. Customary Duties.

- The President shall be the chief executive of PDC-HR. He/she shall preside at all meetings of the Board of Directors.
- In case of the absence or disability of the President, all powers and duties performed by the President shall be performed by the Vice President.
- The Secretary shall record all business and transactions of PDC-HR and shall receive proposals for amendments.

IV.3. Additional Duties. The President, the Vice President, the Secretary, and any other officers and assistant officers shall have such additional powers and duties as may from time to time be prescribed or delegated by the Board of Directors.

## VI. Responsibilities of the Board of Directors

VI.1. General. Each Board of Directors member serves as a leader in motivating support for established PDC-HR policy and programs and serves to develop new PDC-HR policy and programs. A Director should provide an objective point-of-view in open discussion. Each Director should analyze each problem considered, vote responsibly, and support those actions adopted by majority vote. Individually, each member of the Board of Directors is considered a spokesperson for PDC-HR and represents the integrity, dedication, and loyalty to established policy

VI.2. Conflict of Interest. The Board of Directors shall establish a conflict of interest policy for such occasions that a director or officer has a financial or personal interest in any matter coming before the Board of Directors.

VI.3. Indemnification. The Board of Directors shall establish an indemnification policy to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of PDC-HR against all expenses and liabilities.

## VII. Board Size and Appointments

VII.1. Composition. The Board of Directors consists of a minimum of five and a maximum of twelve Directors. The size of the Board of Directors may change using such procedures as the Board of Directors shall provide.

- VII.2. Selection. The Board of Directors are nominated and appointed using such procedures as the Board of Directors shall provide.
- VII.3. Terms. Board Members shall serve terms of two years. These terms are renewable but commencing January 1, 2019, no person shall serve more than two (2) consecutive full terms. On January 1, 2019, the Board of Directors shall deem one-half of the board to be in the first year of a two-year term, and one-half to be in their second year. If the size of the Board of Directors is changed, the resultant seats shall be deemed to be in their first or second such that the rotation of seats remains approximately one-half per year, using such procedures as the Board of Directors shall provide.
- VII.4. Term Limits.
- Directors shall be limited to serving not more than two (2) successive terms. A sabbatical year after the last term is required before an individual may be reappointed to the Board of Directors.
  - An officer term is for two years with a maximum of two consecutive officer terms.
- VII.5. Vacancies. If a seat on the Board of Directors is vacant, the President shall appoint an interim Director to complete the term of the vacancy using such procedures as the Board of Directors shall provide. Service as an interim director in excess of twelve months shall be considered a full term for the purposes of determining Term Limits.
- VII.6. Removal. An Officer or Director may be removed from office with or without cause by a two-thirds (2/3) vote of the entire Board.

## VIII. Board Meetings and Actions

- VIII.1. Regular Meetings. Meetings of the Board of Directors shall be no less frequent than four times per year with at least one meeting per quarter. Meetings are scheduled, announced, and conducted using such procedures as the Board of Directors shall provide.
- VIII.2. Ad-hoc Meetings. Ad-hoc meetings of the Board of Directors may be called by any member of the Board of Directors. Meetings are scheduled, announced, and conducted using such procedures as the Board of Directors shall provide.
- VIII.3. Quorum. A quorum of the Board of Directors consists of one-half of the filled positions, rounded up.
- VIII.4. Unanimous Written Consent In Lieu of a Meeting. The Board may act without a meeting if written consent to the action is provided by all the directors. Written consents may be returned by any means, including by electronic mail.
- VIII.5. Meeting Participation. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar

telecommunications service which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present

VIII.6. Proxy. Proxy voting is not permitted.

## IX. Executive Director

IX.1. The Board of Directors shall retain an Executive Director to assist in handling the affairs of PDC-HR.

- The Executive Director recommends plans of operation, conducts the business of PDC-HR under the guidance of the Board of Directors, and prepares an annual report. From time to time, the Board of Directors shall determine other duties and responsibilities of the Executive Director.
- The Executive Director is a guest of the Board of Directors. As such, the Executive Director has a voice, but no vote on the Board of Directors.

## X. Committees

X.1. Committees. The President may from time to time create Committees and appoint Chairpersons and committee members. The President may disestablish Committees as appropriate. Committee actions shall be reported to the Board of Directors using such procedures as the Board of Directors shall provide and shall be subject to approval or ratification by the Board of Directors.

X.2. Rules. Each Committee shall fix its own rules of procedures and the time and place of holding its meetings. At each such meeting a simple majority of the members, either in person or by written proxy, shall constitute a quorum, and the affirmative vote of a majority of these shall be necessary to act.

X.3. Executive Committee. The Executive Committee of the Board consists of the President, the Vice President, and the Secretary. The Executive Committee shall have the following duties and responsibilities:

- During the intervals between the meetings of the Board of Directors, to exercise such powers as may be delegated to it by the Board of Directors, except that it shall not have the power to conduct any activities related to Board Size and Appointments ([Article VII above](#)) or Amendments (Article XI below), or to regulate fees or assessments;
- Make recommendations to the Board of Directors as to matters of changes, extensions, or revisions in PDC-HR policy;
- To receive and study reports of such committees as the Board of Directors may direct;

- To act as an advisory body to the President;
- To keep a record of its proceedings and report the same to the Board of Directors at the next succeeding meeting for its approval or disapproval; and
- To hold its meetings at such place or places as it may from time to time determine. In addition, the Committee may be called upon to confer at any time by the President of PDC-HR.

X.4. Financial Committee: The President shall establish a Financial Committee for budgetary oversight and annual auditing of PDC-HR finances.

X.5. Ex-Officio. The President is an ex-officio member of all committees.

## XI. Amendments

XI.1. Proposals. Proposed alterations, amendments, repeals, or supersessions of these Bylaws must be sent to the Secretary no less than fifteen days before adoption.

XI.2. Approvals. These Bylaws may be altered, amended, repealed, or superseded either in whole or in part by a two-thirds (2/3) majority of the Board of Directors.

## XII. Dissolution

XII.1. Distribution of Funds. On the dissolution of PDC-HR, any funds remaining shall be held in trust under the control of the Registered Agent for no more than two (2) years to fund reactivation of PDC-HR. If the trust expires, the funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Registered Agent.

XII.2. Distribution of Other Tangible Assets. On the dissolution of PDC-HR, any tangible assets remaining may be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. Tangible assets that are not so distributed shall be disposed of in a responsible manner by the Secretary or Registered Agent.