



# Bylaws of the Suffolk-Nansemond Chapter Izaak Walton League of America

## ARTICLE I NAME

The name of this organization shall be the Suffolk-Nansemond Chapter Izaak Walton League of America, Inc. hereinafter referred to as "The Chapter".

## ARTICLE II MISSION, VISION and GOALS

Mission: To conserve, maintain, protect, and restore the soil, forest, water, and other natural Resources of the City of Suffolk and surrounding areas; to promote means and opportunities for educating the public about their enjoyment and wholesome utilization.

Our Vision: Maintain our chapter as a respected social organization promoting practical solutions to environmental and conservation issues in the Hampton Roads area.

Our goals:

- Educate ourselves and others
- Recruit, train, and keep engaged active volunteers who interface with local environmental and conservation groups
- Allocate resources to support local environmental and conservation projects
- Establish supported positions for local issues
- Create an engaging youth program

## ARTICLE III MEMBERSHIP

- It is the policy of the Chapter that no person shall, on the grounds of race, color, gender, religion, national origin, age, disability, or any other class protected by the laws of the Commonwealth of Virginia be excluded from participation in or be subject to discrimination in any program or activity of the Chapter.
- The Chapter shall be a member of the Virginia Division and National Izaak Walton League of America and shall be in compliance with the State and National Charter.
- The Chapter is entitled to one representative at all State and National meetings whether regular or special and shall be entitled to one additional delegate if membership is in excess of 51 members in good standing and shall be entitled to another additional delegate for each additional 100 members in excess of 51 based on membership as of December 31 of the preceding year.
- Members are to submit applications of prospective members to the board of directors for approval.



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## **ARTICLE IV MEETINGS**

- The Chapter general membership will meet regularly each month with the exception of December at such place and date as shall be determined. Special meetings of the Chapter may be held upon call by the president, the directors, or upon request of one-third of all members of the Chapter.
- Two officers, four board members and one-fifth of the Chapter membership shall constitute a quorum at any regular or special meeting of the Chapter.
- Two officers and four board members shall constitute a quorum at a board of directors meeting to be held monthly — time and place to be stated by the President or presiding officer.
- Special meetings of the Board may be called at the discretion of the President or Vice President.
- All Chapter membership, Board of Directors and Standing Committees represent IWLA.
- Conservation Policies shall be conducted under the parliamentary procedures of Roberts Rules of Order.
- Conduct of committees and submission of reports shall be consistent with Roberts Rules of Order's Article IX. Committees and Boards .

## **ARTICLE V NOMINATIONS AND ELECTIONS**

- No later than the regular March meeting each year, the President shall appoint a nominating committee of three members to place in nomination candidates for various officers and board members of the Chapter who have signified their willingness to serve. Nominations may be made from the floor provided consent of the nominee has been obtained in writing if nominee is not present.
- No person shall be elected to the office of President for more than four consecutive years. The four year limit may be extended in two year increments if upon completion of that set term, the incumbent expresses the desire to accept the increased tenure and the general membership, by majority ballot vote agree to that extension.
- The officers and board members shall be elected at the July meeting, be duly installed at the August meeting, and shall take office effective no later than September 1 of each year.
- Members of the board of directors shall be elected for a term of one, two, or three years, and may be re-elected at the end of their respective expired terms with the same or a different term duration.
- The immediate past president by virtue of his or her experience may serve with the Board in an advisory capacity to the President.



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- In the event of an extraordinary event or circumstances beyond the control of the chapter ("force majeure") which prevents the election of Officers and Board Members (such as hurricanes, earthquakes, epidemics, pandemics, an act of governmental authority or an event described by the legal term "act of God") in accordance with these rules, the then presently serving Officers and Board Members at the time of the event or circumstances are deemed to have been appointed until such time as elections may be conducted in accordance with these rules.

### ARTICLE VI OFFICERS AND BOARD MEETINGS

- The officers of the Chapter shall be a President, a Vice-president, a Secretary, a Treasurer and an Assistant Treasurer.
- The officers shall be elected for a term of one year, to take office effective not later than September 1<sup>st</sup> of each year and their duties shall be prescribed herein.
- The President may appoint chair person(s) of various committee(s) that benefit the Chapter.
- The board shall consist of all elected officers plus nine duly elected directors.
- Said board shall fill, by majority vote any vacancy that may occur between September 1<sup>st</sup> and August 31<sup>st</sup> any term of office.
- The President shall preside over all meetings and in his or her absence the Vice-president will preside.
- The Suffolk-Nansemond Chapter shall provide indemnity to its Officers and Directors (members of the chapters board) to the full extent permitted by Section 13.1-876 of the Code of Virginia, 1950, as amended, and by such amendments there to as may be enacted after the adoption of these Bylaws.

### ARTICLE VII DUTIES OF OFFICERS

- **Board of Directors** — the board of directors shall constitute the governing body of the Chapter. It shall have general control over all officers and committees and the management of the affairs and funds of the Chapter.
- **President** — It shall be the duty of the President to preside at all meetings of the board of directors. He or she shall be an ex-officio member of all general committee(s) of the Chapter, except the nominating committee, and shall perform such other duties as ordinarily pertain to the office. From the board of director meetings he or she shall establish business items and near/long term events to be addressed at the following general membership meeting.
- **Vice-President** — It shall be the duty of the Vice-president, in the absence of the President, to preside at all meetings of the local chapter, and of the board of directors and in the event the office of the of the President shall become vacant, the Vice president shall succeed to



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the office of President until the end of the unexpired term. The Vice-president shall then perform all duties prescribed for the President.

- **Secretary** — It shall be the duty of the Secretary to keep accurate records in permanent form of all board of directors and regular monthly or special meetings and to perform such other duties as may be prescribed from time to time by the board of directors or the President. Within 30 days of all regular and special meetings the Secretary shall provide a full and complete record of the proceedings of such meetings to the president of the Chapter. Upon retirement from or expiration of term of office the Secretary shall turn over all official records to the successor or the presiding officer of the board of directors.
- **Treasurer** — It shall be the duty of the Treasurer to receive all monies accruing to the Chapter, to deposit such funds in the name of the Suffolk-Nansemond Chapter Izaak Walton League of America, Inc. in such bank or banks and other depositories as may be designated by the board of directors, to make all authorized payments by check, report the Chapter's financial status at each monthly meeting, and perform such other duties as may be required for the financial security and welfare of the Chapter. Upon retirement from or expiration of term of office, the Treasurer shall turn over to the successor or the presiding officer of the board of directors, all funds and records in his or her possession belonging to the Chapter. The Treasurer shall submit proper and adequate financial records for the annual audit at the beginning of each year or at any other such time as may be requested by the President or board of directors. The Treasurer shall have primary responsibility for honoring all financial obligations of the chapter; but will ensure signature authority is authorized on all financial accounts for the Assistant Treasurer in the event emergency dictates his or her signature.
- **Assistant Treasurer** — It shall be the duty of this position to be familiar with the record keeping of the Treasurer in the event he or she must assume the duties prescribed for the treasurer. In addition the position shall, as required, assist the internal audit committee which annually conducts an audit of all accounts; income, deposits, billing expenditures and account resolution(s). A written certification of the audit result shall be submitted to the President and a copy provided the Secretary for recordation.
- **Directors** — Directors, serving from 1-3 years, are voting members of the Board.

### ARTICLE VIII FUNDS

- The chapter's fiscal year will be the calendar year from January 1<sup>st</sup> to December 31<sup>st</sup>.
- All funds of the Chapter shall be deposited by the treasurer in the name of The Suffolk Nansemond Chapter Izaak Walton League of America, Inc. in such bank or banks, or other depositories as may be designated by the board of directors.
- All disbursements of chapter funds shall be by check issued by the Treasurer or other authorized signature. The treasurer is authorized to pay all obligations incurred as a result of motions approved by the board of directors at any regular or special meeting of the board,



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without regard to whether or not such obligations were included in the approved annual chapter budget.

- The Treasurer shall prepare an annual budget for the calendar year which shall be submitted to the officers and directors for approval at the December board meeting. Budget will become effective after approval.

### **ARTICLE IX DUES**

- Individual members shall pay dues as set by the board of directors, payable at the beginning of each calendar year.

### **ARTICLE X RULES**

- The latest edition of Robert's Rules or Order shall govern all proceedings of the Chapter and all meetings of its board of directors.
- Chapter Delegate(s) to any State or National meetings shall present to the Board any Policy issues on the agenda prior to their attendance. The Board will determine Chapter position and/or need for questions of clarification. Delegate(s) will represent and vote the Board's position but will have the latitude to vote in the Chapters best interest where State or National presentations assert information not previously known or understood by the Chapter. When more than one chapter delegate is in attendance they will represent a consistent and single view in voting for the chapter. Where a delegates vote is contrary to the Boards stated position he or she shall advise the Board, in summary form, the facts and additional information leading to the change.
- Any member, whose connection with the Chapter shall be severed, shall forfeit all rights in any funds or property belonging to the Chapter.
- The National and Virginia Division of Incorporation and Bylaws of the League are hereby recognized as overriding of Chapter by-laws. Whenever there is a conflict, the National and State Articles of Incorporation and Bylaws shall govern.
- No member or officer of the Chapter shall incur any obligation on the part of the Chapter; except to the extent provided for by the bylaw and those authorized to do so by these provisions.

### **ARTICLE XI OPERATIONS**

- No member shall speak on or publicly announce positions, opinions or use the name of the Chapter, unless he/she has been given specific authorization to do so, and/or that information re-states the Chapter's active position or opinion.
- The board of directors may establish, modify or revoke Operational Policies of the Chapter to govern routine operations. Operational Policies of the Chapter may be initiated by any



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Chapter Member or a Member of the Board of Directors during Board of Directors Meetings through written and verbal presentation.

- New Operational Policies require documentation in the Board Meeting minutes, a majority approval vote by the Chapter Board of Directors, and a notification of new policies to the membership through website/email and verbal notification at the next regularly scheduled Membership Meeting.
- The operational Policies are contained as an attachment to the Chapter Bylaws. Policies are updated as needed and published on the Chapter Website after review and approval of the Board of Directors.
- The Bylaws of the Chapter shall serve as the operating guidelines and deviations from them are prohibited, unless properly amended.

### ARTICLE XII AMENDMENTS

- These Bylaws may be amended at any monthly meeting by a majority vote of those present and entitled to vote, provided that notice of any proposed amendment has been sent to each member of this Chapter at least 30 days before the meeting at which the amendment shall be offered.

Adopted by the Membership: 1/23/2021 (date)

Signed:

Raymond Powell

Raymond Powell, President

Priscilla Taylor

Priscilla Taylor, Secretary