



**AMENDED AND RESTATED  
BYLAWS OF  
VIRGINIA SPEAKERS ASSOCIATION  
t/a NSA VIRGINIA**

**ARTICLE I            NAME**

Section 1. The name of this organization is Virginia Speakers Association. The following shall constitute the bylaws of Virginia Speakers Association, t/a NSA Virginia, hereinafter referred to as ‘NSA Virginia’, which is a chapter of the National Speakers Association. (“NSA”)

**ARTICLE II            PURPOSE AND AFFILIATION**

Section 1. The purpose and objectives of NSA-Virginia shall be:

- a. To increase the quality, integrity and visibility of the speaking professional.
- b. To provide Members and others with opportunities for dialogue, education, advancement and improvement in all aspects of the speaking profession through meetings, seminars, communications, publications and other programs or activities.
- c. To promulgate policies and conduct activities for the betterment of those involved in some aspect of the speaking profession, provided that all policies and activities of NSA-VA be consistent with applicable federal, state and local anti-trust or other legal requirements; and the tax exemption requirements that the corporation not be organized for profit and that no part of it’s net earnings benefit any private individual.
- d. To provide a networking and educational opportunity for professional and aspiring speakers, to maintain recognition as an official chapter of the National Speakers Association and to maintain the highest standards of professionalism.

Section 2. NSA Virginia is a chapter (“Chapter”) of and affiliated with the National Speakers Association and is recognized by NSA for the jurisdiction of the Commonwealth of Virginia.

- a. The Chapter accepts and subscribes to the bylaws of the National Speakers Association.
- b. The Articles of Incorporation, bylaws, policies, procedures and regulations of this Chapter shall not in any way conflict with the

bylaws, policies, procedures and regulations of the National Speakers Association.

- c. The Chapter may be dissolved by the Board of Directors of the National Speakers Association, in accordance with bylaws, policies, procedures and regulations of the National Speakers Association.

### **ARTICLE III            BOARD OF DIRECTORS**

Section 1. The Board of Directors, hereinafter called “Board”, shall:

- a. Manage the affairs of the Chapter.
- b. Determine and establish the policies and procedures of NSA-Virginia.
- c. Establish annual dues, initiation fees and other assessments as needed.
- d. Approve an annual Chapter budget and approve any necessary modifications to that budget.
- e. Monitor the expenditures of the Chapter. No action may be taken by the Board that would result in the denial of tax exemption under applicable sections of the Internal Revenue Service Code.
- f. Prescribe procedures for the payment of dues, fees and assessments, including variation to those procedures when deemed appropriate, by majority vote.
- g. Be responsible for approving any fundraising for the Chapter.
- h. Enter into employment agreements and establish the compensation for anyone employed on behalf of the Chapter.

Section 2. The Board shall consist of the following positions, unless otherwise determined by a majority vote of the Board: President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President and one or more members at large.

Section 3. Only Members of the Chapter shall be eligible to serve on the Board. (see Article VI, Section 2)

Section 4. There must be a minimum of seven (7) NSA members on the NSA-VA Board. All of the executive positions of the Board must be filled by members of NSA. Only NSA members are entitled to vote.

Section 5. Each Board member agrees to attend regularly scheduled meetings of NSA-VA, including Board meetings. If a Board member missing two consecutive meetings without notification to the President (i.e., has two consecutive unexcused absences), that person will be automatically removed from the Board. The Board may vote to reinstate such a member by a two-thirds (2/3) vote, if they so choose. (see Article III, Section 7)

Section 6. Four (4) Board members shall constitute a quorum at any Board meeting. The act of a majority of Directors at a meeting at which a quorum is present shall be the act of the entire Board.

Section 7. The Board may, by affirmative vote of not less than two-thirds (2/3) of the Directors, expel any participant in NSA-VA, including any Board member, who has violated or refused to comply with the provisions of these bylaws or any rules and regulations adopted by the Board. Any member expelled can be reinstated by a two-thirds (2/3) vote of the Board. The action of the Board in regard to expulsion and reinstatement shall be final.

Section 8. The Chapter Board of Directors shall have no power to assume liabilities on behalf of the Chapter for an amount in excess of the current funds of the Chapter. The Chapter shall not pay, assume or become responsible for the personal or unapproved debt or liabilities of any individual member, officer or director of the Chapter.

Section 9. In the event of a vacancy on the Board, the remaining members of the Board shall appoint someone to fill that vacancy.

Section 10. Board members serve from July 1 to June 30 of each year.

#### **ARTICLE IV            BOARD / BOARD OFFICERS**

Section 1. The Officers of the Chapter shall be President, President Elect, Vice President, Secretary, Treasurer and Immediate Past President. The Officers must be members of NSA to serve in this capacity. In addition to the Officers, one or more at large members will serve on the Board. One of these must be a member of NSA. Incoming Board members assume their duties July 1.

Section 2. Appointment, Election and Term

- a. The position of President shall be filled by the immediate past President Elect who shall assume the respective office on July 1.
- b. The incoming President appoints the new President Elect. No person may serve as President Elect who has not had at least one (1) year prior experience as a Board member of NSA-Virginia.
- c. The remaining officers, Board members and other committee chairs shall be appointed by the incoming President.
- d. All Board members shall serve annual terms from July 1 to June 30 of each year. Board members may serve multiple consecutive terms.

Section 3. Duties of the Officers

- a. President. The office of the President shall be held by the person completing the term of President Elect.
  1. The President shall preside at all meetings of the NSA-Virginia and of the Board of Directors.
  2. The President shall be an ex-officio member of all committees.

3. The President shall oversee and coordinate all the work of any person employed in an ongoing nature (full time or part time) by the Chapter. Any duty of the President may be delegated to an employee of the Chapter. Any duty of other Board members may be delegated to an employee of the Chapter with Board approval.
  4. The President shall be responsible for selecting and booking speakers, setting agenda for regular programs and ensuring a meeting location. The President may choose to appoint a committee to assist in program related duties.
  5. The President shall ensure that an annual audit of the chapter books is conducted.
- b. The President Elect. The President Elect will assist the President in the administration of the business of NSA-Virginia.
1. In the event of the resignation, incapacity or death of the President, the President Elect will serve the remaining term of the President. If the President Elect is unwilling or unable to assume the duties of the office of President, the Board shall elect a new President by simple majority vote who shall serve for the remainder of that term of office. If the President Elect assumes the presidency for the unexpired term of the initial President, the President-Elect is also eligible to serve the succeeding year for which the President Elect would be the president.
  2. In the absence of the President, the President Elect will lead the Board meetings.
- c. Vice President. The Vice President will assist the President in the administration of the business of NSA-Virginia.
- d. Secretary. The Secretary shall be responsible for maintaining all records of NSA-Virginia and the Board.
1. The Secretary shall deliver records to the incoming Secretary upon retirement from office.
  2. The Secretary shall keep all the official records of NSA Virginia. The Secretary will keep minutes of the Board meetings as the official record of business related to the Chapter.
  3. The Secretary shall be responsible for coordinating the production of the Chapter newsletter with the Chapter Administrator.
  4. The Secretary shall assist the Administrator in communications to the Chapter membership.

- e. Treasurer. The Treasurer shall collect all dues, shall make all disbursements and shall keep financial records for the Chapter.
  - 1. The Treasurer shall submit financial records for audit, when required, by the Board and shall deliver them to the incoming Treasurer upon retirement from office.
  - 2. The Treasurer shall furnish financial reports to the membership at regular meetings as directed by the Board.
  - 3. The Treasurer shall assist the Administrator, as requested, in overseeing the registration at meetings and the collecting of fees.
  - 4. The Treasurer is responsible for overseeing all fundraising activities initiated by the Board.
- f. Immediate Past President. The Immediate Past President is a full voting member of the Board and shall serve as a consultant to the Board. The Past President shall lead special projects or initiatives (e.g., a training program for Candidates) as deemed appropriate by the Board.

## **ARTICLE V                    COMMITTEES**

Section 1. The President shall appoint the following committee chairs: Membership Chair, Public Relations Chair and Librarian. These Committee Chairs do not need to be members of NSA. They may attend Board meetings at the discretion of the President as non-voting participants.

### Section 2. Duties of the Committee Chairs

- a. Membership Chair. The Membership Chair shall be responsible for activities related to building NSA-VA membership, including welcoming and orientating new members and visitors.
- b. Public Relations Chair. The Public Relations Chair shall be responsible for the promotion of the activities of NSA-VA in the media for the purposes of brand recognition and new member recruitment.
- c. Librarian. The Librarian shall be responsible for the management, acquisition and custody of the audio/audio-visual and written holdings of the library. The holdings of the library are for the purpose of professional education of all NSA-VA participants.

Section 3. The President may appoint a Chairperson for any additional committees that the Board has deemed necessary to effectively operate the Chapter. Functions on behalf of the Chapter need not be conducted by committees if the Board sees this as



## **ARTICLE VII**                      **MEETINGS**

Section 1 The Annual Chapter Meeting of the Chapter shall be held in May or June each year. The agenda for this meeting will be determined by the President and the Board.

Section 2. Regular meetings of the Chapter shall be held at the discretion of the Board.

Section 3. Special meetings of the Chapter may be called by the President or by the written request of three (3) Chapter participants in good standing. The purpose of the meetings shall be stated in the call. Except in cases of emergency, at least five (5) days notice shall be given via US mail, email or telephone.

Section 4. Special meetings of the Board may be called by the President or upon written request addressed to the Secretary by any three (3) members of the Board. Special meetings, as with regular meetings, are open to observation by Chapter participants. Except in cases of emergency, at least five (5) days notice shall be given via US mail, email or telephone to Board members.

Section 5. A quorum at the Annual General Meeting shall be at least three (3) Chapter participants plus at least two (2) Board Officers. The act of a majority of the Members at a meeting at which a quorum is present shall be the act of the entire membership, except under law or by these bylaws.

Section 6.

## **ARTICLE VIII**                      **AMENDMENTS**

Section 1. Proposed amendments to these bylaws may be submitted in writing to the Secretary by the Board or any Member of the Chapter. The Secretary shall promptly notify all Directors of such proposals. Such amendments must be consistent with the bylaws, policies, procedures and regulations of the National Speakers Association.

Section 2. These bylaws can be amended by two-thirds (2/3) vote of the Board. Any proposed amendment must be submitted to the Board at least ten (10) days in advance of any Board meeting. A copy of the proposed amendment shall be sent to each Chapter Member at least ten (10) days in advance of a vote to approve by the Board.

Section 3. The Secretary shall immediately forward to the Chapter Staff Liaison of the National Speakers Association a copy of any changes to the Chapter bylaws.

## **ARTICLE X**                      **DISSOLUTION**

Section 1. Should the Chapter be dissolved or disbanded, all of its assets shall be distributed to another chapter of the National Speakers Association as a final act of the existing Board or, in the absence of a Board, by the National Speakers Association.

## **ARTICLE XI            MISCELLANEOUS**

Section 1. This chapter shall be non-racial, non-partisan, non-sectarian and shall wholly abstain from any political or labor affiliation or endorsement for public office.

Section 2. The Chapter newsletter, if any, shall be the official publication of the Chapter.

Section 3. The Chapter shall keep correct and complete books and records of accounts and minutes of its proceedings, both Board minutes and Annual Chapter Meeting minutes. Any member of NSA-Virginia may have access to the Board or Annual Chapter minutes, upon request.

Section 4. The Administrator shall keep an accurate record of all participants in NSA-Virginia, including all those eligible to vote by virtue of being Members or Emeritus Members.

Section 5. The fiscal year for NSA-Virginia shall be July 1 – June 30.

Section 6. Robert’s Rules of Order will serve as a guide to the Board as it conducts business.

Section 7. The Chapter shall not have the power to obligate or otherwise make the National Speakers Association liable for any expenditure of commitments, unless such expenditures or commitments shall first have been approved by the National Speakers Association.

Section 8. The Chapter shall not undertake any action or practices which could cause it to be no longer eligible for exemption from payment of federal income tax as a tax exempt organization within the meaning of section 501c(6) of the IRS Code of 1954, as amended, or the corresponding provisions of any future United States revenue laws.

*These bylaws were approved by NSA-VA Members on \_\_\_\_\_*

*Bylaws Committee: Sandy Dumont, Terrie Glass*

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