



Virginia Chapter Bylaws

Article I **NAME AND OFFICE**

Section 1. Name - The name of this Chapter Association shall be the Virginia Speakers Association also known as NSA Virginia (primarily serving southeastern, central and some areas of western Virginia).

Section 2. Office - The principal office of the Chapter Association shall be maintained in the State of Virginia.

Article II **PURPOSES**

The primary purpose and objective of the National Speakers Association Virginia shall be to extend the NSA brand into the state and provide training opportunities to people who speak for a living or use speaking in their business and who want to learn the business of speaking. The primary purpose of chapter activity will be to consistently provide educational programming, networking and community outreach. The primary goal is to help members attain the highest standards of professional speaker levels in the organization.

Article III **MEMBERSHIP**

Section 1. Classes of Members - Membership classes and requirements will mirror those of the national organization of the National Speakers Association. Only those who are members of the National Speakers Association are eligible to join as a national aka professional member of this Chapter. Other member classifications are:

Academy/Aspiring Speaker- A member enrolled in the NSA Va. Pro Track Speaking Academy or the NSA national Academy for Professional Speakers or who is working toward meeting the requirements for national membership to make the jump from being great to being paid.

Chapter Affiliate-A member not currently working on NSA national membership.

Student-A member that is a full time undergraduate college student who plans to become a professional speaker.

Association, Service Provider and Bureau Partner-A member of an allied member organization, a speaking bureau owner with a minimum of eight speaker/bureau contracts or a provider of services or products to professional speakers.

Life and Honorary Members-Life and Honorary membership is awarded by the Chapter Board (see Section 2).

Emeritus Members-Emeritus membership is awarded by the Chapter Board (see Section 2).

Section 2. Life and Honorary Membership - Life and Honorary members shall be bestowed by the Chapter Board of Directors. This is an honorary position and shall carry with it no rights, (including voting) of membership except as deemed necessary by the Chapter Board of Directors. In these bylaws, all references to "members" should not refer to life and honorary members unless the context clearly recognizes otherwise.

Emeritus members are members who have been given the title of emeritus member. Emeritus members have the rights and responsibilities of their category of membership. Emeritus membership is given in rare circumstances for extraordinary service and longevity and has the benefit of annual dues paid by the chapter.

Section 3. Approval of Members - Any individual eligible for membership under these bylaws may be approved for membership upon written application in accordance with procedures and policies adopted by the Chapter Board of Directors.

Section 4. Rights and Responsibilities - All classifications of membership of this Chapter Association shall be eligible to vote. Only national shall be eligible to hold office or serve on the Chapter Board of Directors with the exception of special appointments.

Section 5. Censure, Suspension, and Expulsion - Members of the Chapter Association may be censured, suspended, expelled or otherwise sanctioned for cause by the national organization of the National Speakers Association. Sufficient cause for censure, suspension, termination of membership, or otherwise sanction shall be determined by the national organization of the National Speakers Association as outlined in the national organization's Bylaws, Code of Professional Ethics, or any rule or procedure duly adopted by the National Association, or any other conduct prejudicial to the best interests of the National Speakers Association and its Chapter Associations.

Section 6. Membership Term - Each member's term of membership shall expire annually, but may be renewed by payment of dues, fees or assessments in accordance with the provisions of Article IV of these Bylaws.

Section 7. Resignation of Membership - Any member resigning from membership shall not be entitled to any refund of dues or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Chapter Association. Upon resignation, a resigning individual shall have no rights or claim against the Chapter Association.

Section 8. Non-Transferability of Chapter Membership - Membership in the Chapter Association is individual and is non-transferable and non-assignable unless special permission is granted by two-thirds (2/3) vote of the Chapter Board of Directors.

Article IV

DUES AND FINANCES

Section 1. Dues, Fees and Assessments - The annual timing of payment for annual dues, fees such as Pro Track tuition and any other assessments, if any, and the payment date for same shall be determined by the Chapter Board of Directors. Once paid, dues and fees are non-refundable unless authorized by the Board of Directors. Any funds being paid on an installment plan are due even when a member stops participating in the activity.

Section 2. Contributions - The Chapter Association at any time may accept and use contributions or gifts made to it by any person, firm or corporation for any lawful purpose.

Section 3. Failure to Pay - Members who fail to pay their dues, fees or assessments to NSA Va. at the time they become due shall be notified by the Chapter Administrator or an officer as designated for such purposes by the Chapter Board of Directors. If payment is not made within the next sixty (60) days, this member may, without further notice, be dropped from membership and forfeits all rights and privileges of membership. The Chapter Board of Directors may prescribe procedures for extending the time for payment of dues, fees or assessments and the continuation of membership privileges.

Section 4. Disbursements - The disbursement, banking and transfer of any and all NSA Va. Chapter Association funds shall be according to policies and rules adopted by the National Organization or the NSA Va. Chapter Board of Directors. When in conflict, the National Organization's policies and rules shall be followed.

Section 5. Fiscal Year - The fiscal year of the Chapter Association shall be as determined by the Chapter Board of Directors.

Section 6. Bonding - Any person entrusted with the handling of funds or payments of the Chapter Association, at the discretion of the Chapter Board of Directors, shall obtain and maintain a fidelity bond at the cost of the Chapter Association.

Section 7. Budget - In advance of the next fiscal year, the Treasurer shall propose and the Chapter Board of Directors shall adopt an annual operating budget covering all activities of the Chapter Association.

Section 8. Review - The accounts of the NSA Va. Chapter shall be reviewed by the NSA Va. Financial Advisory Committee. The committee is comprised of past treasurers and presidents of the chapter or an independent CPA in accordance with Statements on Standards for Accounting and Review Services not less than every two years. Reports from the review shall be directed to the Chapter Board of Directors.

Article V

MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting - The NSA Va. annual meeting of the Chapter Association shall be held in the spring at such place and on such dates as may be determined by the Chapter Board of Directors. The purpose of the meeting is to install new board members, report

financial health of the organization, and conduct any additional Chapter business as deemed necessary by the Chapter Board of Directors. Notice of such meeting shall be distributed to the last reported email or physical address of each member at least ten (10), but not more than fifty (50) days before the date and time appointed for the meeting.

Section 2. Cancellation or Postponement of Meetings - The Chapter Board of Directors may cancel or postpone any annual meeting for good cause.

Section 3. Election and Voting - The election of Directors shall be conducted via written or electronic ballot as determined by the Chapter Board of Directors. A member entitled to vote shall vote by designated ballot only. Members shall not be entitled to vote by proxy.

Section 4. Quorum - One third (1/3) members present in person shall constitute a quorum at any meeting of members. The postponement of a meeting because of the lack of a quorum shall not require the publication of a new or additional notice of the meeting. Unless otherwise provided by these Bylaws, any proposition required to be approved, ratified, or carried by the members of the Chapter Association shall be approved, ratified, or carried only if there is a quorum of members present and only by affirmative vote of a majority of those members voting.

Article VI

CHAPTER BOARD

Section 1. Composition and Term of the NSA Va. Chapter Board - The Chapter Board shall consist of not less than seven (7) elected Officers and Directors, each serving for a one-year term. No elected Officer or Director shall be eligible for re-election upon the completion of two (2) terms until after the passage of one (1) year. Elected Officers include the President, President-Elect, Vice President, Secretary, Treasurer and the Immediate Past President of the Chapter Association and at least two Directors each serving a one year term of office for their elected role. All Officers and Directors are voting members of the Chapter Board. The Chapter Board may also appoint ex officio members, without vote or the right to make motions.

Section 2. Power of the NSA Va. Chapter Board - The Chapter Board shall have supervision, control and direction of the affairs of the Chapter Association, shall determine its policies or changes therein within the limits of the Chapter Bylaws, Articles of Incorporation and National Organization Policies, including education programs, awards, and events, shall actively execute its purposes and shall have discretion in the disbursement of its funds. The Chapter Board may adopt such rules and regulations for the conduct of the Chapter Association's business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. Meetings - The NSA Va. Chapter Board shall have an annual meeting at the place of and preceding the annual meeting of members. In addition, monthly teleconferences and quarterly meetings as well as special meetings of the Chapter Board shall be held upon call of the President, and shall be called by the President upon the electronic or written request of a majority of the voting members of the Chapter Board, at such time and place as the President may designate. Notice of all meetings of the Chapter Board shall be distributed to each

member of the Chapter Board at the last recorded email address or physical address of such Director on the records of the Chapter Association at least five (5) but not more than forty (40) days prior to the time appointed for such meeting. The Chapter Board may transact business by mail, electronic or telephonic means as may be allowed by law and in accordance with policies and procedures adopted by the Chapter Board.

Section 4. Quorum - A majority (51%) of the voting members of the NSA Va. Chapter Board shall constitute a quorum at any meeting of the Chapter Board and any business transacted when a quorum is present shall be valid providing it is affirmatively passed upon by a majority of those present, unless otherwise required by law or the Articles of Incorporation. If a quorum is not present, a majority of those voting Officers and Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

Section 5. Compensation - Officers and Directors, as such, shall not receive any stated compensation for their services as Officers and Directors, but the NSA Va. Chapter Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Chapter Association.

Section 6. Resignation or Removal - Any director may resign at any time by giving written notice to the President or to the NSA Va. Chapter Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time of acceptance thereof as determined by the President or by the Chapter Board. Any member of the Chapter Board unable to attend a meeting shall advise the President as to the reason for the absence. If an Officer or Director misses two meetings for reasons which the President has declared to be insufficient, the Officer or Director shall be deemed to have resigned as an Officer or Director. An Officer or Director may be removed from office by a two-thirds (2/3) affirmative vote of the Officers and Directors present and voting at any regular or special meeting at which a quorum is present.

Section 7. Vacancies - A vacancy in the office of a voting member of the NSA Va. Board may be filled by the NSA Va. Chapter Board for the balance of the remaining term.

Section 8. Voting - Voting rights of an Officer or Director shall not be delegated to another nor exercised by proxy.

Section 9. Policy and Procedures Manual - The NSA Va. Chapter Board shall establish a "Policy and Procedures Manual" which shall contain any and all of the information, procedures, policies or elaboration upon these Bylaws by the Chapter Board.

Article VII

OFFICER DESIGNATIONS

Section 1. Officers - The officers of the Chapter Association shall be the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and such other officers as may be deemed necessary by the Chapter Board. The Vice President, Secretary and Treasurer shall be elected at the Chapter Board meeting immediately preceding the annual meeting of the members from a slate of nominees presented by the Nominating Committee.

The President-Elect shall automatically become President of the Chapter Association and the Vice President shall automatically become President-Elect of the Chapter Association at the conclusion of the annual meeting of members.

Section 2. Term of Office - Each officer shall take office following election or selection at the time specified in these Bylaws or at such time designated by the Chapter Board and shall serve for a term of one year or until a successor is duly elected and installed.

Section 3. Removal - Any elected officer may be removed by a two-thirds (2/3) vote of the Chapter Board whenever in its judgment the best interest of the Chapter Association shall be served.

Section 4. Vacancies - Vacancies in any office, with the exception of President or President-Elect, may be filled for the remainder of the term by the Chapter Board at any regular or special meeting. In the event of a vacancy in the office of President, the President-Elect shall complete that term and then enter into a full term as President. In the event of a vacancy in the office of President-Elect, the Vice President shall complete the unexpired term and then assume the office of President.

Section 5. President - The President shall be the chief elected officer of NSA Va, shall preside over all meetings of the Chapter Board, and shall be a member, ex-officio, of all committees and councils. The President shall also, at the annual meeting of the Chapter Association, and at such other times as deemed proper, communicate to the Chapter Association or to the Chapter Board, such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Chapter Association, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the NSA Va. Chapter Board. The President shall have the assistance and support of a committee of past presidents as needed.

Section 6. President-Elect - The President-Elect shall assume the office of President at the conclusion of the annual meeting of members or upon the death, resignation or removal of the President. The President-Elect may be delegated by the President or the Chapter Board to perform the President's duties, in the event of the President's temporary disability or absence from meetings and shall have other duties as the President or the Chapter Board may assign. Whenever serving as President, the President-Elect shall have all of the powers of and be subject to all restrictions upon the President.

Section 7. Vice President - The Vice President may be designated to perform the President-Elect's duties in the event of the President-Elect's temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Chapter Board.

Section 8. Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter Association, and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Chapter Board. Standard duties of the Treasurer are to monitor the association financial accounts, work with the association management firm to determine accurate membership, meeting and other fee collection, pay authorized bills of the association including association management fees, complete the annual IRS 990 and file it in a timely manner once board approval has been obtained, be custodian of corporate records,

work with the President to complete necessary transactions to pay monthly meeting expenses and speaker costs and keep detailed records of each transaction and train their successor. Any of the Treasurer's duties may be delegated to a designee selected by the Chapter Board. The Treasurer shall have the assistance of an advisory committee of past treasurers for advice and to conduct a financial review.

Section 9. Secretary - The Secretary shall keep the minutes of the meetings of the Chapter Board and the general membership on file; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records in cooperation with the Treasurer and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Chapter Board. Any of the Secretary's duties may be delegated to the Chapter Administrator or to his or her designee by the Chapter Board.

Section 10. Chapter Administrator / Executive Director - In addition to elected officers, the Chapter Association may have a Chapter Administrator or an Executive Director. The Chapter Administrator or Executive Director shall be the administrator and manager of the Chapter Association employed by the Chapter Board. The Chapter Administrator or Executive Director shall be responsible to the President and Chapter Board, shall have the authority to execute contracts on behalf of the Chapter Association and to disburse funds, as approved by the Chapter Board, and shall employ and may terminate the employment of members of their staff as necessary to carry out the work of the Chapter Association. In addition, the Chapter Administrator or Executive Director shall manage and direct all functions and activities of the Chapter Association and perform such other duties as may be specified by the Chapter Board. The Chapter Administrator or Executive Director shall be a non-voting, ex officio, member of the Chapter Board and of all committees and councils.

Section 11. Immediate Past President - The Immediate Past President shall serve as a voting member of the Chapter Board and perform such other duties as may be assigned by the President and/or Chapter Board.

Article VIII

COMMITTEES AND COUNCILS

Section 1. Committees and Councils - NSA Va. shall have a Nominating Committee, and the President, subject to the approval of the Chapter Board, may appoint such other standing or special committees, subcommittees, councils or task forces as may be required to carry out the Chapter Association's business or as the President may find necessary.

Section 2. Chapter Board and Officer Nominations Committee - The Immediate Past President shall chair a Committee of no fewer than four members that will submit a slate of nominees for the offices of director to be voted upon via secure ballot by the members of the Chapter Association and will submit a slate for the office of Vice President to be voted upon at the annual meeting of the Chapter Board. If a slate of two nominees for Vice President is submitted, the one nominee who receives a majority vote will be elected.

Section 3. Rules - Each committee and council will abide by the rules and direction adopted by the NSA Va. Board.

Article IX MISCELLANEOUS

Section 1. Procedures - All meetings of the NSA Va. Chapter Board shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these Bylaws.

Section 2. Code of Professional Ethics - The NSA Va. Chapter Board will refer all issues regarding violation of the National Speakers Association Code of Professional Ethics to the national organization for enforcement as it deems necessary.

Section 3. Seal or Logo - NSA Va. will adhere to the NSA Logo Policy for Chapters:

All Chapters must incorporate the NSA logo in their online and print materials. They do not need to create a unique Chapter logo but must assure that the NSA logo is visible in all website mastheads, letterhead, envelopes, and other printed documentation. NSA will provide the artwork for the logo and Chapters must not alter it. Chapters are allowed to incorporate the logo into their own designs in any way they wish as long as it does not alter the NSA logo.

Section 4. Indemnification - The NSA Va. Chapter Association shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, committee or council member, employee or agent of the Chapter Association or who is or was serving at the request of the Chapter Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise. In addition, the Chapter Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee or council member, employee or agent of the Chapter Association or who is serving at the request of the Chapter Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise, against any liability asserting against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Chapter Association would have the power to indemnify against such liability.

Section 5. Name Change - Before the NSA Va. Chapter Association may submit a Chapter name change for consideration to the NSA Board of Directors it must be officially approved by the Chapter's membership.

Section 6. Territory Jurisdiction -There are two NSA chapters serving residents of Virginia, NSA Va. and the DC Chapter of NSA. The primary territory or NSA Va. is the southeastern, central and south western areas of Virginia. The northern area of Virginia is primarily served by the DC Chapter of NSA. Each chapter serves more than an 80 miles radius of the state. Individuals within the state may be members of either chapter as they prefer.

Article X
AMENDMENTS

These Bylaws may be amended or altered, in whole or in part, pursuant to the affirmative vote of two-thirds (2/3) of the members of the NSA Va. Board, provided that:

- the Chapter Board members have been notified at least 15 days in advance of the meeting at which the vote will be taken,
- the national organization pre-approves the amendment or alteration, and
- no such amendment shall be inconsistent with the provisions of the Articles of Incorporation.