

CONSTITUTION AND BY-LAWS
VIRGINIA ASSOCIATION OF EDUCATIONAL
OPPORTUNITY PROGRAM PERSONNEL (VAEOPP), INC.
(AMENDED BY THE VAEOPP MEMBERSHIP APRIL 21, 1997)
(AMENDED BY THE VAEOPP MEMBERSHIP SEPTEMBER 24, 2001)

ARTICLE I – NAME

The name of the association shall be the Virginia Association of Educational Opportunity Program Personnel, Inc. (hereinafter referred to as the Association), an affiliate of the Mid-Eastern Association of Educational Opportunity Program Personnel (MEAEOPP).

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1: Within the Constitution and By-Laws of the Mid-Eastern Association of Educational Opportunity Program Personnel, the Virginia Association of Educational Opportunity Program Personnel, Inc. shall provide a forum for its members to define the problems and needs of Virginia citizens who may be essentially categorized as persons with disabilities and/or persons who are educationally, culturally, and/or economically disadvantaged.

Section 2: The Association shall coordinate the efforts of its membership in meeting the needs of eligible persons and shall work toward expanding and improving their educational and occupational opportunities.

Section 3: The Association shall provide the mechanics for the dissemination of information that might provide a basis for the design and implementation of policy decisions.

Section 4: The Association shall also plan and implement training sessions and other professional development activities for TRIO personnel.

Section 5: The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1: Institutional/Program Membership

(a) *Active Institutional/Program Membership* shall be available to TRIO programs based in Virginia. Upon payment of annual dues, these active members have all rights and privileges and are eligible to vote and to hold an office in the Association.

(b) *Associate Institutional/Program Membership* shall be available to other non-TRIO educational opportunity programs based in Virginia. Upon payment of annual dues, these associate members have all rights and privileges, are eligible to vote, but ineligible to hold office.

Section 2: Individual Membership

(a) **Active Professional Membership** shall be available to persons employed in TRIO programs. Each Active Professional has all rights and privileges, is eligible to vote and to hold an office in the Association. Only those Active Professional members who have paid their dues for the current membership year shall be eligible to vote.

(b) **Associate Membership** is available to persons, institutions, or agencies not employed in TRIO programs but provide similar services to low-income, first-generation college students or persons with disabilities. Each Associate Member has all rights and privileges, is eligible to vote, but is ineligible to vote.

(c) **Affiliate Membership** is available to persons, institutions or agencies which do not meet the qualifications of other membership types, but have a genuine interest in the welfare of TRIO students. Each Affiliate Member has all rights and privileges except the right to vote and hold office.

(d) **Honorary Membership** shall be a complimentary designation to VAEOPP retirees and others in appreciation of their outstanding services to the goals and objectives of the Association. An honorary member shall be determined by the Board of Directors. An honorary member has all rights and privileges except the right to vote or hold office.

ARTICLE IV – DUES

Section 1: Annual membership dues shall be recommended by the Board of Directors and voted upon by the membership.

Section 2: The membership year shall be September 1 through August 31.

ARTICLE V – OFFICERS

Section 1: The elected officers of the Virginia Association of Educational Opportunity Program Personnel, Inc. shall be President, President-Elect, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Parliamentarian and five (5) at-large members, one from each of the five project areas of the Association (Student Support Services, Talent Search, Upward Bound, Educational Opportunity Center, and Ronald McNair Post Baccalaureate Program).

Section 2: Following are the duties of the VAEOPP officers. In addition to those listed in the following sections, each officer will perform such duties and responsibilities as assigned by the Constitution and By-Laws, explicit and implied.

2a: The **President** shall be the chief officer of the Association with the responsibility of convening to order and presiding over annual membership and Board of Directors meetings and represent the Association at MEAEOPP Executive Board meetings. The President shall authorize all expenditures, subject to the approval of the Board of Directors.

2b: The **President-Elect** shall be the chief officer in the absence of, or during the incapacitation of the President. The President-Elect shall assist the President in presiding over meetings as the need arises, serve as chairperson of the Association's annual conference when held in the state of Virginia, and represent the Association at MEAEOPP Executive Board meetings. The President-Elect shall assume the office of the President at the expiration of the President's term.

2c: The **Secretary** shall record the minutes of the two general membership meetings, prepare and distribute minutes to the membership. The Secretary shall also record minutes of the Board of Directors meetings, prepare and distribute minutes prior to the next Board meeting.

2d: The **Assistant Secretary**, in the absence of, or during the incapacitation of, the Secretary, shall perform the duties and responsibilities of the Secretary. The Assistant Secretary shall assist in the recording of minutes during meetings as the need arises.

2e: The **Treasurer** shall be responsible for receiving, disbursing (upon authorization by the President), and reporting all monies and properties of the Association in accordance with the Association's financial guidelines.

2f: The **Assistant Treasurer**, in the absence of the Treasurer, shall perform all the duties and responsibilities of the treasurer.

2g: The **Parliamentarian** shall be responsible for advising the President concerning rules of order that are questioned during the annual meetings and during meetings of the Board of Directors. The Parliamentarian shall also be responsible for providing a copy of the Constitution and By-Laws upon request at all meetings and shall be responsible for publishing (for the membership) all amendments to the Constitution and By-Laws.

2h: The **at large members** shall be responsible for representing their respective program types at Board of Directors meetings.

Section 3: Each officer, except the treasurer, shall be elected to a one (1) year term. The treasurer shall be elected to a two (2) year term. No officer may serve more than three (3) consecutive terms in the same office.

Section 4: In the event of resignation of the President or President-Elect, the order of succession shall be in ascending order (e.g. If the President resigns, the President-Elect assumes the duties of the first office, the Secretary fills the office of the President-Elect, and the Assistant Secretary becomes Secretary). If both the President and President-Elect resign, the Secretary shall assume the duties of the President, the Treasurer shall assume the duties of President-Elect, and the Assistant Secretary and Assistant Treasurer shall assume the duties of Secretary and Treasurer, respectively.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: The officers of the Association and the Immediate Past President shall constitute the Board of Directors.

Section 2: The Board of Directors shall be responsible for formulating the policies for the organization. Such policies must be presented to the general membership for ratification.

Section 3: In the event of resignation (or vacancy) by a Board Member not addressed in Article V-Section 4, such vacancies shall be filled by presidential appointment, subject to approval by the Board.

ARTICLE VII – COMMITTEES

Section 1: Committee chairpersons shall be selected by the President and/or the Board of Directors. The committee chairs shall appoint members to their respective committees.

Section 2: Each committee shall maintain cumulative records of activities and provide written reports and other relevant information to the President. Written committee reports should also be circulated among the membership during annual meetings.

Section 3: The **Membership Committee** shall maintain and verify membership records to determine eligible voters and increase membership in all categories. The president shall appoint a chair of the Membership Committee to serve for a term of two years.

Section 4: The **Nominations and Elections Committee** shall meet prior to the annual Fall meeting of the Association to develop a slate of officers consistent with the Constitution and By-Laws. The Committee's report shall be circulated amongst the membership in writing at least thirty (30) days prior to the day which the election is to be conducted. The Nominations and Elections Committee shall also be responsible for the distribution, collection, and counting of ballots and for reporting the results for inclusion in the minutes. The Committee shall consist of no less than three (3) and not more than five (5) members. A nominee for any office may not be appointed to this committee.

Section 5: The **Financial Affairs Committee** shall prepare a budget for the fiscal year of the Association and assist the Treasurer in developing financial procedures, guidelines, and forms used by the organization. The Financial Affairs Committee shall be composed of the Treasurer and three other members, each serving a term of two years.

Section 6: The **Archives Committee** shall be responsible for collecting and/or adding information and pertinent data to assist the Association in building a history of the organization.

Section 7: The **Awards and Recognition Committee** shall be responsible for defining the criteria used in presenting Association awards in recognition of achievement, service, leadership, and promoting active participation from the membership in the nomination of candidates for various awards.

Section 8: The **Communications Committee** shall keep the membership informed of activities and/or events taking place in our programs and in state, regional and national organizations.

Section 9: The **Development Committee** shall plan, organize and implement activities that will provide the Association opportunities to meet its financial obligations.

Section 10: The **Legislative Committee** shall serve as a liaison to MEAEOPP and COE and will be responsible for keeping the members abreast of current issues, regulations and funding that may affect TRIO and other educational programs.

Section 11: The **Scholarship Committee** shall be responsible for distributing the criteria and applications for scholarship nominations, making selections based on the established criteria and presenting results to the Association.

Section 12: The **TRIO Achievers Committee** shall be responsible for developing selection criteria and implementing established procedures for selecting the recipient of the VAEOPP TRIO Achievers Award.

Section 13: The **Time and Place Committee** shall be responsible for developing a five-year plan of the location of annual conferences and providing recommendations of dates.

Section 14: The President and/or the Board of Directors may appoint **ad hoc committees** as necessary. These committees, having been established and given guidelines, shall then be responsible for fulfilling their charge.

ARTICLE VIII – MEETINGS

Section 1: The membership shall convene at least twice per year to conduct all business and/or to elect a Board of Directors.

Section 2: The number of members necessary to constitute a quorum at a general membership meeting shall be a simple majority of the registered members present at a general membership meeting. Each member shall have only one vote on each voting issue.

Section 3: The elected Board of Directors shall meet at least twice per year. The number of members necessary to constitute a quorum for a meeting of the Board of Directors shall be a simple majority of the membership of that body. During these meetings, the Board of Directors may conduct all business of the organization except the election of officers, establishing membership dues or the amending of the Constitution and By-Laws. Each Board of Directors shall have one vote on each voting issue.

Section 4: The following reports shall be distributed in writing to the membership prior to the annual meetings and briefly discussed during the meetings.

- A. President's Report
- B. Presidents-Elect's Report
- C. Treasurer's Report
- D. Standing Committee Reports
- E. Ad Hoc and other committee reports as directed by the President

ARTICLE IX – ELECTIONS

Section 1: The general membership will be notified of the approved election procedure at least thirty (30) days prior to the election.

Section 2: A slate of nominees for officers in the Virginia Association of Educational Opportunity Program Personnel, Inc. shall be prepared and presented in accordance with the Constitution and By-Laws.

Section 3: The election of officers shall take place at the Fall general membership meeting. The previously published slate of offices shall be read by the Chairperson of the Nominations and Elections Committee.

Section 4: The President shall appoint an **at large member** to represent a program when there are no nominations.

Section 5: Upon completion of the reading of the slate in Section 2 above, the President shall call for nominations from the floor for each office.

Section 6: Voting shall be by secret ballot.

Section 7: The nominee receiving the highest number of votes for each office will be declared elected to that office.

BY-LAWS

ARTICLE 1 – POWERS AND FUNCTIONS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the authority to carry on all business of the Association, particularly between and during meetings of the general membership.

ARTICLE II – ANNUAL GENERAL MEMBERSHIP MEETINGS

Written notices must be mailed to the addresses of record of all members at least sixty (60) days prior to the meeting of the general membership.

ARTICLE III – DISSOLUTION OF THE CORPORATION

If for any reason the continued existence of the Corporation shall become impracticable or impossible, then the Board of Directors shall be authorized by a three-quarters (3/4) vote thereof to direct the dissolution of the corporation. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Place of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV – APPROPRIATION OF ASSOCIATION FUNDS

The Board of Directors appropriates Association funds in keeping with the budget approved by the membership.

ARTICLE V – FINANCIAL OBLIGATIONS

Individual financial obligations shall be in keeping with Article IV of the Constitution.

ARTICLE VI – FINANCIAL REPORT

Section 1: The Association's fiscal year shall be January 1 – December 31.

Section 2: Members of the Board of Directors shall receive a Treasurer's report showing the financial state of the Association at least ten days prior to each Board meeting. Members of the Board of Directors shall also receive an auditor's report at least ten days prior to the end of the Treasurer's term.

Section 3: The general membership shall receive a Treasurer's report at least ten days prior to each general business meeting.

Section 4: The Board and general membership shall receive a copy of each proposed annual budget at least ten days prior to the general membership meeting held at the annual state conference.

ARTICLE VII – AMENDMENT PROCESS

The Constitution and By-Laws may be amended, rescinded or supplemented by a quorum at any general membership meeting. The membership must be notified of the balloting procedure and the content of any change in the Constitution and By-Laws at least thirty (30) days prior to a vote being taken.