

**By-Laws  
Twinleaf Society of  
The University of Virginia's College at Wise**

**Article I - Membership.**

Section 1: The categories of membership are **Individual** and **Honorary**.

A. Individual memberships are described in the Constitution, as retirees, spouses of retirees and surviving spouses.

B. Honorary memberships are those awarded by the Board of Directors, in response to nominations made by members. Criteria for this award will be established by the Board.

Section 2: The amount of membership dues shall be determined by the Board of Directors and become payable on January 1 for that calendar year. Members with dues in arrears shall be ineligible to vote or hold elective office. Those in arrears for twelve months shall be dropped from the membership of the Society.

Section 3: Application for membership shall be accompanied by payment of dues for the current year.

**Article II – Meetings**

Section 1. The schedule of meetings of the Society and of the Board of Directors shall be established and publicized by the Board of Directors.

Section 2. The ANNUAL MEETING shall be held on the third Tuesday in April.

**Article III – Board of Directors**

Section 1. The Board shall consist of at least seven members, elected in accordance with the provisions of Article III Section 1.

Section 2. The Board shall meet at the call of the President or of any two directors.

Section 3. The Board shall discuss recommendations from committees and individual members and, where appropriate, bring these matters to the general membership for consideration. In addition, the Board shall advise the President on committee appointments and society affairs.

Section 4. The Board, shall select the time and place of meetings of the Society

**Article IV - Elections (Board of Directors)**

Updated Spring 2014

Section 1. The Nominating Committee, composed of the Past President (Chairman) and three Members-at-Large, chosen by the president, shall prepare a slate of at least seven nominees for membership on the Board equal to two times the number of vacancies to be filled. The slate of nominees shall be presented at the Annual Meeting. Nominations may also be made by any member with prior approval of the person being nominated. Elections shall be held at the annual meeting.

Section 2. Those elected shall take office on May 1.

Section 3. In the event that any director is unable to serve, at any time during his/her term, the Board of Directors will select a replacement to serve until the next Annual Meeting.

#### **Article V- Committees**

Standing Committees shall include: (1) Program Committee and (2) Special Events Committee. Each of these shall have three members, appointed by the President. The Board may create other committees for specific purposes. All such committees shall dissolve upon the completion or abandonment of said purposes.

#### **Article VI. Officers and their Duties**

Section 1. Officers shall consist of President, Vice President, Secretary, and Treasurer. Officers shall be selected by the Board of Directors from its membership.

Section 2. The President shall direct the activities of the Society and shall preside at all Society meetings and meetings of the Board of Directors. The President shall serve as the Society liaison to the Chancellor of the University of Virginia's College at Wise. He/she shall appoint ad hoc committees from the general membership, as necessary. Each ad hoc committee shall be discharged at the close of the appointing President's term unless reappointed by the next President.

Section 3. The Vice President shall assist the President, and assume those duties in the absence of the president.

Section 4. The Past President shall advise and support the President, and serve as Chair of the Nominating Committee.

Section 5. The Treasurer shall monitor the collection and expenditure of all Twinleaf funds and shall provide financial and membership reports as needed by the Society and the Board of Directors.

Section 6. The Secretary shall be responsible for maintaining the membership roster for the Society, filing appropriate governmental regulatory forms, and recording the

minutes of all Board Meetings and of the Annual Meeting. In addition, the Secretary shall be responsible for maintaining records of the Society, making all active Society documents available to those attending official meetings, passing all documents and records to the incoming Secretary, and administering proposed amendment changes of the Society Constitution and Bylaws.

#### **Article VII – Terms of office.**

Section 1. The terms of office of all officers shall be one year. Individuals may serve no more than two consecutive terms in a specific office. Attempts shall be made to stagger the terms of service to ensure appropriate continuity of the Board.

Section 2. Directors shall serve for one year, but may be re-elected without limit.

#### **Article VIII- Amendments**

Section 1. Amendments to these BY-LAWS may be proposed by any member to the board of directors. To be considered by the general membership, all proposed amendments require approval by the Board of Directors. The Secretary shall arrange for a prompt vote, by the membership on proposals that receive the endorsement of the Board.

Section 2. The results of the voting shall be disseminated in accordance with usual practice.

#### **Article IX – Quorum and Voting**

Section 1. A quorum shall consist of fifty percent of members.

Section 2. On all matters requiring a vote, an affirmative vote shall be declared when a majority of members present and voting vote for the matter in question. In the event of a tie the motion fails.