

BYLAWS FOR THE POETRY *SOCIETY* OF VIRGINIA

Effective July 1, 2021

ARTICLE I. NAME

The name of this organization shall be *The Poetry Society of Virginia*, hereinafter referred to as the *Society*.

ARTICLE II. PURPOSE

The purpose of the *Society* is to encourage and further the writing, reading, study, and appreciation of poetry.

The *Society* is established within the meaning of IRS Publication 557 Section 501(c) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for literary or educational purposes.

In addition, the *Society* has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the *Society* shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The *Society* shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the Commonwealth of Virginia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the *Society*. At no time and in no event shall the *Society* participate in any activities which have not been permitted to be carried out by a nonprofit organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE III. OFFICES

The principal office of the *Society* shall be located at 607 Burcher Rd., Newport News, VA 23606.

ARTICLE IV. DEDICATION OF ASSETS

The properties and assets of the *Society* are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of the *Society*, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of the *Society*. On liquidation or dissolution, all remaining properties and assets of the *Society* shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE V. *SOCIETY* MEMBERSHIP

Section 1. Eligibility

Membership in the *Society* shall be open to anyone who supports the purpose of the *Society*. Residence in the Commonwealth of Virginia is *not* a requirement.

Section 2. Classes of Membership

Basic Member: Members pay dues for one, two, or three years. Both individual and household memberships are available. Household members may vote as individuals at the annual membership meeting. Basic members are eligible to vote and hold office.

Life Member: Members pay a lifetime fee once only and are eligible to vote and hold office.

Honorary Member: Special membership granted by the [Executive Committee](#) wherein members pay no dues. Honorary members may not vote or hold office.

Student Member: Students who are enrolled in schools or colleges in Virginia or who are residents of Virginia pay a reduced fee. Student members may not vote or hold office.

Classroom Membership: Teachers in elementary, middle, and secondary schools as well as college instructors who affirm their willingness to further the purposes of the *Society* may enroll their classes in classroom memberships. These memberships may not vote or hold office. The official membership address must be a school address.

Section 3. Society Dues

The amounts of membership dues will be proposed by the [Executive Committee](#) and voted on by the membership at a meeting of the *Society*.

Section 4. Meetings

There shall be one Annual Business Meeting each year, although *Society* business may be conducted at any meeting of the *Society* of the [Board of Directors](#) and its [Committees](#). [Election of officers](#) shall take place at the Annual Business Meeting. For election of officers and for business issues requiring membership votes, mail ballots (including email ballots from members for whom the *Society* has an email address on record) and proxy votes (where one member provides written or email authorization for another to cast his or her vote on a specific issue) shall be accepted.

Special meetings may be called by the [President](#) or by written request of fifteen members of the *Society*. Meetings may take place in person, telephonically, teleconferencing, or by video and any other kind of communication that may become available so long as decisions may be recorded and preserved.

Twenty-five members shall constitute a quorum for transaction of business at any meeting of the membership of the *Society* including the Annual Business Meeting. A maximum of five authorized proxy votes may be counted toward the quorum.

Members shall be notified in writing (usually by announcement in the newsletter) of all meetings of the *Society* at least one week in advance.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Governance

The Board of Directors (Board) shall be the governing board of the *Society*.

Section 2. General Powers and Responsibilities

The *Society* shall be governed by a Board of Directors (Board), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the nonprofit corporation acts of the Commonwealth of Virginia. The Board shall establish policies and directives governing business and programs of the *Society* and shall delegate to the [President](#) and [Officers](#), subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Strategic Planning: The Board is responsible for the overall direction of the *Society*, developing goals and strategies, and monitoring progress. The Board shall hold a strategic planning meeting at least once every three (3) years. This meeting shall develop a plan with verifiable outcomes, review overall finances and revenue development activities, and review policy and bylaws. A report from the strategic planning meeting shall be presented at the next annual membership meeting.

Fiduciary: The Board collectively holds overall fiduciary responsibility for the *Society* including developing an annual budget, monitoring finances, proposing dues and fees, and developing a fundraising plan.

Orientation for new Board Members: The Board will provide for the orientation of new Board members and new Officers within one month of the beginning of their terms. The orientation will

include such items as bylaws, governance, role of the Board and Officers, regions, activities, meeting procedures, and other items as deemed necessary and useful.

Supervision: Should the Board decide to contract with an Executive Director, the Board collectively will be responsible for the hiring, evaluation, renewal, or termination of the Executive Director who will be responsible for any additional employment and supervision thereof.

Section 3. Number and Qualifications

The Board shall have up to 15 members, but no fewer than 9 Board members. The number of Board members may be increased beyond 15 members or decreased to fewer than 9 members by the affirmative vote of the then serving Board of Directors. A Board member need not be a resident of the Commonwealth of Virginia.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex Officio Board Members*, who will have the same rights and obligations, including voting power, as the other directors.

Section 4. Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, nothing in these Bylaws shall be construed to preclude any Board member from serving the *Society* in any other capacity and receiving compensation for services rendered.

Section 5. Board Elections

The [President](#) and all [Regional Vice Presidents](#) shall be elected by the general membership present during the annual meeting of the *Society* and shall serve as members of the Board as well as officers of the *Society*. The [Nominating Committee](#) shall present nominations for new and renewing Board members in this category to the membership at least one month prior to the annual meeting.

The [Nominating Committee](#) (see [Standing Committees](#) Section 2) will identify at least one potential nominee for each office, contact the nominees, and obtain each one's consent to be listed on a slate. After securing a nominee for each elective office, the Nominating Committee will send the full slate of nominations to the recording [Secretary](#), who will notify the board. Within one week after receiving this notification, board members will communicate any objections to the slate of nominees to the [President](#). The board will then vote on the Nominating Committee's selection no later than March. Upon board approval, a notice of this slate will be mailed to the membership, typically via the newsletter, at least one month before the annual meeting

The [President](#) and/or [Nominating Committee](#) shall nominate any ex officio members to the Board at least one month prior to a scheduled meeting of the Board where they will be voted on. New and renewing Board ex officio members shall be approved by a majority of those Board members present at a Board meeting at which a quorum is present.

Section 6. Terms of Board Members and Officers

All elected members of the Board and Officers shall serve a term of two years and shall be eligible for reelection by the general membership of the *Society*.

The President shall not serve more than two consecutive terms in that role, though the individual may serve as a Board member longer, subject to Board member term limits.

All appointments of ex officio members to the Board shall be for a term of one year.

No person shall serve more than three consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to additional year(s). Regardless of this clause, no person shall serve more than eight (8) consecutive years as an ex officio Board member. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after two years have passed since the conclusion of such Board member's service. An ex officio member shall be eligible for election by the general membership to an elected Board position regardless of years served in an ex officio capacity.

Section 7. Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) the death, resignation, or removal of any director;
- b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of three (3) meetings of the Board during any one calendar year;
- c) an increase in the authorized number of directors; or
- d) the failure of the membership, at any annual or other meeting of the Board at which director(s) are to be elected, to elect the full authorized number of directors.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the [President](#) of the *Society*, the [Secretary](#) of *Society*, or the Board of Directors, unless the

notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Any vacancy on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 8. Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the *Society*, [Secretary](#) of the Board, or the Board of Directors as a whole. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal

A Board member may be removed for cause at any duly constituted meeting of the Board by the affirmative vote of then-serving Board members.

Section 10. Meetings of the Board of Directors

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President of the *Society* or any elected Board member may call a special meeting of the Board with 14 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Frequency: The Board will meet at least once every quarter with one meeting concurrent with the annual meeting of the entire membership a meeting for a planning session in July, a mid-year review in February, and one other meeting. At the call of the President, additional meetings of the entire Board may convene in person or via mail, telephone, electronic, and any other kind of communication that may become available so long as decisions may be recorded and preserved.

The Board shall otherwise meet at the written request of three members of the [Executive Committee](#).

Quorum: At each meeting of the Board of Directors or Board Committees, the presence of one (1) more than half of the current active membership of the Board or committee shall constitute a quorum for the transaction of business.

The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.

If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone, video conferencing or web conferencing with the other Board members participating in the meeting.

Minutes: The [Secretary](#) shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President of the *Society* shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the *Society* to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular postal mail, hand-delivered document(s), email, or fax within 30 business days after the close of each Board meeting.

Section 11. Voting

Each Board member shall only have one vote.

The Board may vote on any issue and a vote may be cast ONLY by Board members. A vote cast by mail, telephonically, or electronically will have the same authority as a vote cast in person at a meeting of the Board.

Section 12. Proxy

Board members shall *not* be allowed to vote by written proxy.

Section 13. Board Member Attendance

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the *Society* his/her commitment to the *Society*. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE VII: OFFICERS OF THE *SOCIETY* AND/OR BOARD OF DIRECTORS

Officers of the *Society* shall include a President (Chair of the Board), a President Pro Tempore, Regional Vice Presidents, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the President and/or Board of Directors may assign to them at their discretion.

Section 1. Election of Officers

The President of the *Society* elected by the general membership at the annual meeting shall also serve as Chair of the Board.

The Regional Vice Presidents elected by the general membership at the annual meeting may be eligible to serve additionally as Officers of the Board. Other Officers elected by the Board shall become ex officio Board members if they do not already hold that position.

All Officers excepting the President and Regional Vice Presidents shall be elected by the Board during the first regular Board meeting after the annual membership meeting or the first meeting after a vacancy occurs in one of the positions of Officer.

The officers shall serve the needs of the *Society* and the Board. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer elected by the Board may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President and/or Secretary without bias or predisposition to all rights, if any, of the *Society* under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation. Unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Section 2. Elected Officers of the Society and Board

The following officers shall be elected by the membership of the *Society* at its annual meeting: President, Regional Vice Presidents. These officers shall serve a term of two years and will take office at the first regular meeting of the Board following the annual membership meeting. *Regional Vice Presidents must live in their respective regions.*

The following officers shall be elected by the Board at its first regular meeting following the annual meeting of the *Society*: [President Pro Tempore](#), [Secretary](#), [Treasurer](#).

Only elected [Regional Vice Presidents](#) may serve as President Pro Tempore who will act for the President in the President's absence including chairing Board meetings.

Should the office of [President](#) become vacant, the previously designated President Pro Tempore will assume the office of President until the next election held at the membership annual meeting. Should any other elective office become vacant, the President shall appoint a successor to fill that office until the next election.

Section 3. Appointed Officers

The [President](#) shall, with the advice and consent of the [Executive Committee](#), appoint the following officers: [Membership Chair](#), [Society Archivist](#), [Parliamentarian](#), [Contest Chair](#), [Newsletter Editor](#), [Webmaster/Social Media Coordinator](#), and such other officers as needed and approved by the [Executive Committee](#). All vacancies in appointed positions will be filled as they occur.

Section 4. Vacancies

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office.

Section 5. Removal

If an elected or appointed officer fails to perform duties outlined in these bylaws, the [Executive Committee](#) of the Board may remove that officer by a three-quarters majority vote. The vacancy will be filled as outlined in these bylaws.

Section 6. Duties of Officers

President of the Society/Chair of the Board

It shall be the responsibility of the President/Chair of the Board, when present, to preside over all meetings of the Board of Directors and [Executive Committee](#). The President is authorized to execute, in the name of the *Society*, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the *Society*.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the *Society*, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the *Society*, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

The President shall be empowered to act, speak for, or otherwise represent the *Society* between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel (if any) excepting an Executive Director (if any), and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.

The President, at all times, is authorized to contract on behalf of the *Society* and to execute in the name of the *Society* all contracts and other documents authorized either generally or specifically by the Board to be executed by the *Society*, and to negotiate any and all material business transactions of the *Society*. The President may sign checks for the *Society* if the [Treasurer](#) is unavailable.

The President is an ex officio member of all committees except the Nominating Committee, and serves as the principal representative of the *Society*.

Regional Vice Presidents of the Society

Regional Vice Presidents shall each represent their established regions at meetings of the *Society* and of the [Executive Committee](#). The seven regions established as of 2019 are: Eastern, Southeastern, Central, Western, North Central, Northwestern, Northern.

Regional Vice Presidents are expected to participate in all [Executive Committee](#) meetings and are encouraged to attend *Society* meetings in other regions. They shall further the purpose of the *Society* in their regions by recruitment and retention of members and for developing local activities. They shall be responsible for arrangements of regional meetings. They shall follow the guidance of the [Treasurer](#) regarding the receipt and disbursement of monies for the meetings for which they are responsible, making full accounting to the Treasurer within thirty days after the meeting. Any shortfalls will be made up by the *Society*; any excess will be forwarded to the Treasurer for deposit to the account of the *Society*.

President Pro Tempore

The Board shall elect one of the [Regional Vice Presidents](#) to serve as President Pro Tempore who will serve in the extended absence of the President or as Chair of the Board in any given meeting when the President is unable to officiate.

Treasurer (Chief Financial Officer)

A Treasurer shall be elected by the Board at its first regular meeting following the annual membership meeting to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the *Society* including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer may sign all checks or other remit payments on behalf of the *Society*.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the *Society* as may be ordered by the Board of Directors, and shall render to the President and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the *Society*.

The Treasurer and the President shall have custody of the funds of the *Society*; shall invest the funds to the credit of The Poetry *Society* of Virginia in a financial institution that does business statewide in Virginia; shall invest the funds in a manner approved by the [Executive Committee](#); and shall withdraw funds only for *Society* purposes in accordance with policies approved by the [Executive Committee](#). The Treasurer shall submit to the [Executive Committee](#) at its meeting in July an account of all receipts and disbursements for the fiscal year, and submit a budget for the upcoming fiscal year. The Treasurer shall prepare a brief year-end Treasurer's Report for publication in the first *Society* newsletter of the new fiscal year.

The Treasurer shall give the *Society* a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the *Society* of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The *Society* shall pay the cost of any such bond.

Secretary

A Recording Secretary shall be elected by the Board at its first regular meeting following the annual membership meeting and shall be responsible for keeping a record of proceedings of business meetings of the *Society* and the [Executive Committee](#) and shall submit the minutes to the President within thirty days after the meeting for approval and further dissemination.

The Secretary or his/her designee shall be the custodian of all records and documents of the *Society*, which are required to be kept at the principal office of the *Society*, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings

on file in hard copy or electronic format. The Secretary shall attend to the giving and serving of all notices of the *Society* and shall see that the seal of the *Society*, if any, is affixed to all documents, the execution of which on behalf of the *Society* under its seal is duly authorized in accordance with the provisions of these bylaws.

Membership Chair

The Membership Chair shall be appointed by the President to advise and work with the [Regional Vice Presidents](#) and other members of the [Executive Committee](#) to develop and implement an effective program to recruit and retain members of the *Society*; shall develop informational and application materials; and shall provide upon request, and otherwise disseminate, information about and applications for the *Society*. The Membership Chair shall also maintain the membership list, send timely dues notices, and, in coordination with the [Treasurer](#), keep records of paid and unpaid memberships. The Membership Chair will provide membership lists, new member lists, and other specialized lists as needed and requested by [Executive Committee](#) members such as lists of those who do not renew, email lists, mailing labels, etc.

Society Archivist

The *Society* Archivist shall be appointed by the President to solicit and collect information about significant activities of the *Society* from officers and other *Society* members in order to develop a permanent history of the *Society*. The Archivist shall prepare a brief summary of the year's activities of the *Society* to be delivered to the [Executive Committee](#) at its meeting in July, and shall add appropriate documents to The Poetry *Society* of Virginia archives in the James Branch Cabell Library at Virginia Commonwealth University.

Parliamentarian

The Parliamentarian shall be appointed by the President to serve as an advisor to the President, the [Executive Committee](#), and the *Society* on procedural matters. Additionally, the Parliamentarian shall ensure that elections are conducted in accordance with these bylaws, and shall authenticate election results.

Newsletter Editor

The Newsletter Editor shall be appointed by the President to receive and edit copy from other officers and members, develop original copy, assemble the newsletter, and prepare copy for the printer (including announcements and forms for upcoming meetings), and ensure all necessary copy and materials are sent to the printer and the [Webmaster](#) in accordance with the schedule approved by the [Executive Committee](#).

Webmaster/Social Media Coordinator

The Webmaster shall be appointed by the President to maintain the *Society's* website, add new sections to the site and change old sections as needed.

The Social Media Coordinator shall be appointed by the President to coordinate and maintain the *Society's* social media presence, add new posts, edit posts, and add or change platforms as needed.

The President may choose to assign these responsibilities to one or more individuals.

Contest Chair

The Contest Chair shall be appointed by the President to chair the [Contest Committee](#) and coordinate planning, initiation, deadlines, and all related contest activities and tasks necessary for successful completion of the contest. Contest activities include announcing the opening date and setting a deadline (traditionally Edgar Alan Poe's birthday); creating a flyer and electronic advertisement; choosing judges for each category; ensuring that each category is adequately funded; choosing an ad hoc committee; reserving space for the announcement and ceremony and deciding whether the event includes a meal; managing any monies connected with such ceremony; emceeing the ceremony; managing the entries and categorizing them; forwarding them intact to each judge; contacting and following up with the [Treasurer](#) to write checks to the judges and winners for their receipt on the day of the ceremony; writing a report of the event to present at the next Board meeting.

ARTICLE VIII. COMMITTEES OF THE [BOARD](#)

All committees of the Board shall remain under the overall direction of the Board. Officers shall remain under the direction of the President and the Board. Standing Committee members (other than members of the [Executive Committee](#)) shall be named by the President and approved by an [Executive Committee](#) vote. Ad Hoc Committee members shall be appointed by the President, and shall remain under the immediate direction of the President.

The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of the Board if this were a membership vote;
- b) fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board;
- c) fix compensation of the directors serving on the Board or on any committee;
- d) amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;

- e) amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- f) appoint any other committees of the Board of Directors or their members;
- g) approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the *Society* otherwise than in the usual and regular course of its business; or revoke any such plan;
- h) approve any self-dealing transaction, except as provided pursuant to law.

Section 1. The Executive Committee of the Board.

The Executive Committee of the Board shall consist of the eight elected officers of the *Society* (President and seven [Regional Vice Presidents](#)) plus the [Treasurer](#). The [Secretary](#) shall serve in a nonvoting capacity.

The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the *Society* between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated above. The [Secretary](#) shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

The Executive Committee shall normally meet four times a year between regular Board meetings and also upon the call of the President or three members of the Executive Committee. Meetings may be in person and/or via mail, telephone, electronic, and any other kind of communication that may become available so long as decisions may be recorded and preserved.

As deemed necessary by the President, the Executive Committee may meet or vote on any issue and a vote may be cast ONLY by Executive Committee members in person, by mail, telephonically or electronically and will have the same authority as a vote cast in person at a meeting of the Executive Committee.

As with the Board entire or any other committee, a quorum of the Executive Committee for the transaction of business shall be one more than half of the current Executive Committee members present either physically or by telephone or other electronic means.

Section 2. Standing Committees

The **Finance Committee**, which shall consist of a minimum of three Board members and must include the [Treasurer](#). All members of the Finance Committee must be Board members. This committee will support the Treasurer in developing a proposed budget, monitoring the budget and investments, and recommending fiscal and financial policies to the Board.

The **Nominating Committee**, shall consist of a member from each region, appointed by the President in the summer with the approval of the [Executive Committee](#) with a chair also appointed by the President. Members of the Nominating Committee may not currently hold any elected office. The President shall appoint one member of the Nominating Committee as Chair. The Nominating Committee will seek out, solicit and develop candidates for Board positions and prepare a slate of nominees for all elected positions for vote by the general membership at its annual meeting. The Nominating Committee may also recommend to the President and the Board candidates for appointed positions.

The Chair of the Nominating Committee shall prepare an article for the January newsletter and web site listing the elective offices and requesting that members interested in running for an office contact the Chair prior to April 1. Through normal solicitation and responses to the article, the Chair shall prepare a slate of at least one nominee for each elective office and present the slate to the President for approval by the Board. The approved slate will be published in the May newsletter. Nominations also may be made from the floor by any member for a candidate for any elective office, provided the nominee is a member and has consented to serve. The [Parliamentarian](#) will establish the procedures for and will assist the President in conducting the election during the next Annual Business Meeting. Election shall be by a simple majority of active and paid-up *Society* members present or represented by proxy votes, mailed in ballots, or emailed ballots. Election results shall be authenticated by the [Parliamentarian](#). In the event of a disputed election for an elective office, the [Parliamentarian](#) shall authenticate the uncontested offices and refer the disputed office to the [Executive Committee](#) for a decision.

The **Contest Committee** shall be appointed by the [Contest Chair](#) and approved by the President. The committee will consist of contest judges and those who will support the advertising and promotion of the contests, the announcement of results, and awarding of honoraria.

Section 3. Ad Hoc Committees

Ad Hoc Committee members shall be appointed by the President and shall remain under the immediate direction of the President. Ad Hoc Committee Members may be selected/volunteered from the Membership at Large and may, but does not have to, include Board members.

Section 4. Committee Meetings

All committees will develop and submit to the President a list of meeting dates and times appropriate to the carrying out of its work with the exception of the [Executive Committee](#) and the [Finance Committee](#) which shall meet quarterly.

Committee members may meet and vote in person, by mail, telephonically or electronically and will have the same authority as a vote cast in person. A member of each committee will keep an accurate recording of votes and business and submit it within ten (10) business days to the [Secretary](#) of the *Society*.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall guide the *Society* in all cases to which they are applicable and in which they are consistent with these bylaws.

ARTICLE X. AMENDING BYLAWS

Amendments to these bylaws can be made at any regular meeting of the *Society* by a two-thirds majority vote of active members present, provided the proposed amendment has been approved by the Board of Directors by a simple majority and shall have been submitted to the recording [Secretary](#) at least thirty (30) days prior to the date of the meeting and distributed to the members no less than two (2) weeks prior to the meeting.

Members of the *Society* may vote electronically or by mail on the amendments and be counted as present at the Annual Business Meeting provided that their vote is received at least 24 hours prior to the opening of the meeting.

ARTICLE XI. DISTRIBUTION OF ASSETS

Should The Poetry *Society* of Virginia be dissolved, the assets of the *Society* shall be given the James Branch Cabell Library of the Virginia Commonwealth University which holds The Poetry *Society* of Virginia archives.

BYLAWS FOR THE POETRY *SOCIETY* OF VIRGINIA, approved at the September 1998 meeting; revised November 1999; revised September 2001; revised September 2002; revised May 2005; revised May 2007; revised September 2013; revised May 2021.