

**Bylaws of the
Virginia Organization of Consumers Asserting Leadership (VOCAL)**

Article I – Name & Purpose

Section 1.1 – Name of the Corporation

The name of the Corporation is VOCAL, Inc. (Virginia Organization of Consumers Asserting Leadership).

Section 1.2 – Vision

The vision of VOCAL is to achieve a peer-driven mental health system in the state of Virginia.

Section 1.3 – Mission & Purpose

The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or as amended. The Corporation shall be operated exclusively for the promotion of the common good and general welfare of the people of the community.

VOCAL’s mission is to create a climate in Virginia where peers are empowered to understand and find their own recovery through programs that achieve: a) personal transformation, b) community transformation, and c) systems transformation.

Section 1.4 – Organizational Values

We value and work for the full human rights and self-determination of every individual, regardless of their mental state or diagnosis.

We believe in the right of each member and member center to self-direction, and value all centers regardless of agency size, services, or programs.

We encourage individual input and operate by an inclusive process with open and honest communication.

We value each person’s individual process of recovery.

We value the worth and dignity of all people.

Article II - Membership

Peer Defined

This document defines the term peer to be anyone who identifies as having lived experience with a mental health challenge and in addition, may have co-occurring challenge(s).

Section 2.1 – Membership

There shall be three classes of membership in the Corporation:

- a. Peer membership shall be available to all peers residing in the Commonwealth of Virginia who have reached the age of majority, subscribe to the principles and purposes of the Corporation, and meet such other membership requirements as may be set forth in these bylaws or by the Board of Directors from time to time. Each individual member shall be entitled to attend the annual meeting, to cast one (1) vote upon any matter properly submitted to the members of the Corporation, and to all the rights and privileges of membership.
- b. Supporting membership shall be available to individuals or other organizations based upon the criteria as determined by the Board of Directors. Such supporting membership shall not carry voting privileges.

Section 2.2 – Membership Process

All interested individuals and organizations may join the membership of VOCAL by submitting an application. Membership applications may be submitted electronically, by mail, by phone, or in person.

Section 2.3 – Determination & Rights of Members

The authority of VOCAL resides with its voting members. This authority is exercised by voting members at the annual meeting and other business meetings. All peer members shall be eligible to be elected to the Board of Directors. Any member shall have the right to attend any Board meeting. Any member may present a proposal for action to the President of the Board at least ten (10) days prior to a scheduled meeting of the Board of Directors or of the members. Such a proposal shall then be added to the agenda of the scheduled meeting.

Section 2.4 – Membership List

The Secretary of the Board of Directors shall keep a membership list in which the names, addresses, and classifications of all current members shall be listed. Notice of changes to this list must be submitted to the Secretary of the Board of Directors by written notification or oral statement at any meeting of the membership. This membership list shall be accessible only to Board Members and staff for official business of the Corporation.

Section 2.5 – Annual Meeting of Members

The annual meeting of members of the Corporation, for the transaction of such business as may properly come before the meeting, shall be held at such time, place, and date as determined by the Board.

Section 2.6 – Notice of Meeting

Notice of the annual meeting of members shall be either in writing or by email and shall be mailed or transmitted electronically to the individual members of the Corporation at least thirty (30) days prior to the meeting. Notice of any meeting of members shall not be required to be given to any of the individual members who shall before or after such meeting waive notice thereof in writing. The notice of the annual meeting need not state the business to be transacted and at such meeting, any and all business may be transacted.

Section 2.7 – Member Quorum

At all meetings of the members of the Corporation, those members participating will constitute a quorum.

Section 2.8 – Voting

Each peer member of the Corporation shall be entitled to one (1) vote upon any question coming before any meeting of the members of the Corporation. There shall be no voting by proxy. At all member meetings of the Corporation, a quorum being present, all matters, except as otherwise provided by law or by the Articles of Incorporation, or by these Bylaws, shall be decided by a majority vote of those who participate and are entitled to vote.

Section 2.9 – Non-Liability of Members

A member of this Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 2.10 – Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

Membership is for life unless:

- a. Upon his or her notice of such termination delivered to the President or the Secretary of the Corporation personally or electronically by phone, by mail, or in person.
- b. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, and upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the

interests or purposes of the Corporation, any member may be expelled for cause according to the disciplinary procedures outlined in Robert's Rules of Order. A member is entitled to a fair and open hearing and legal representation in the determination of cause.

- c. Stipulating that the member is alive and lives in VA. Voting rights are terminated when a member dies or the member's residence moves out of Virginia. VOCAL, upon knowledge of the relocation, will change the member's status. Members are requested to inform VOCAL upon relocation.

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

Article III – Board of Directors

Section 3.1 – General Powers

On behalf of the voting membership, the Board of Directors shall conduct the business and affairs of the Corporation, subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Corporation.

Section 3.2 – Qualifications of Board Members

Each Director shall be a voting member of the Corporation.

Section 3.3 – Number of Board Members

The Board shall consist of no more than eleven (11) Directors and no fewer than five (5) Directors, of which four (4) will be Officers (President, Vice President, Treasurer, Secretary).

Section 3.4 – Tenure of Board Members

Each elected or appointed director may serve for a term of two (2) years. Any Director may be elected or appointed by the Board to no more than three (3) consecutive full terms. If a director is elected to fill a partial term of a previous board member and at least one (1) calendar year remains in that term, then that partial term will count toward the three (3) consecutive term limit. If a board member is required to leave the board due to the term limit above, then they will not be eligible to return to the board until six (6) months have passed, the six (6) months beginning on the day the board member leaves the board

Section 3.5 – Election of Directors

Except as otherwise provided in the Bylaws, the Directors shall be elected by ballot at the annual meeting of the membership.

Section 3.6 – Regular Meetings

The Board of Directors may provide, by resolution, the time and place of the holding of regular meetings without any further notice than such resolution. The Board of Directors shall meet at least quarterly; should a quorum not be present the board of directors will then meet no later than the next regularly scheduled board meeting. Meetings may be conducted either in person or by teleconference.

Section 3.7 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person who calls a special meeting of the Board of Directors may fix the time and place for the meeting.

Section 3.8 – Teleconferencing

A teleconference is a meeting of the Board in which Board members are in different locations, connected by electronic means, through audio, video or both. The Board may use teleconferences for all purposes in connection with any meeting within the Board's jurisdiction.

All votes taken during a teleconference meeting shall be by roll call. Board Members who attend a meeting by teleconference shall be considered present for purposes of determining a quorum and for all other purposes. All Board policies, administrative regulations, and bylaws shall apply equally to meetings that are teleconferenced.

Section 3.9 – Notice

At least ten (10) days prior notice shall be given to each Director of each special meeting of the Board of Directors. Written notice shall be given by return receipt email or by certified mail and shall state the place, date, time and purpose of the meeting. Confirmed receipt from 75% or more is required for the meeting to be held. The notifications and return receipts shall be given to the Secretary for proper documentation.

Section 3.10 – Directors Quorum

The majority of the voting Directors of the Board currently serving shall constitute a quorum. A quorum must be present for a vote to occur. The affirmative vote of a majority of the Directors present at a meeting shall be necessary and sufficient for the making of decisions by the Board of Directors, except as may otherwise be established by the Articles of Incorporation or by the Bylaws.

Section 3.11 – Vacancies

Any vacancies occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the full membership.

Section 3.12 – Non-Liability of Directors

A Director of this Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 3.13 – Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent by registered mail to the secretary of the Corporation within seventy-two (72) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.14 – Removal

According to the disciplinary procedures outlined in Robert's Rules of Order and upon an affirmative vote of a majority of the Board of Directors, any Director may be removed for cause. Cause includes not following the VOCAL bylaws, the Board member agreement, or the VOCAL Code of Conduct. A Director may also be removed for non-participation in two consecutive board meetings without proper notification to a member of the Executive Committee, electronically, by mail, by phone or in person. Written notice shall be given by return receipt email or by certified mail to the party under investigation within three (3) business days of the formation of the investigating committee. A Director is entitled to a fair and open hearing in the next regularly scheduled Board meeting and to legal representation during the hearing in the determination of cause.

Section 3.15 – Leave of Absence

A board member may request a leave of absence from the board to prevent a conflict of interest or for any other reasonable purpose, generally for no more than four months.

Article IV- Officers

Section 4.1 – Number and Eligibility

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Other officers as may be deemed necessary shall be elected Directors of the

corporation. Each of the officers must be a current or past voting member of the Board of Directors, in good standing. Service on the Auxiliary Committee will also meet the requirement of current or past voting members of the Board of Directors, in good standing, for purposes of being eligible for election to an officer position.

Section 4.2 – Election and Term of Office

The officers of the Board of Directors of the Corporation shall be elected for a two (2) year term. The President and Treasurer terms will commence in even years. The Vice-President and Secretary terms will commence in odd years. Officers are elected by the Board of Directors at the board's last meeting just prior to the annual meeting, to be effective beginning at the annual meeting. Elections shall be by ballot. If the election of any officer does not occur at such meeting, said election will be held at the next regularly scheduled Board meeting.

Section 4.3 – Removal

According to the disciplinary procedures outlined in Robert's Rules of Order and upon an affirmative vote of a majority of the Board of Directors, any officer may be removed from office and/or the Board for cause. Cause includes not following the VOCAL bylaws, the Board member agreement, or the VOCAL Code of Conduct. Written notice shall be given by return receipt email or by certified mail to the party under investigation within three (3) business days of the formation of the investigating committee. An officer is entitled to a fair and open hearing in the next regularly scheduled Board meeting and to legal representation during the hearing in the determination of cause. If the person who is the subject of the investigation is the President or Acting President they will relinquish leadership of these proceedings to another officer or Director.

Section 4.4 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other reason may be filled by the Board of Directors at the next regularly scheduled Board meeting or as soon as candidates are identified to fill the unexpired portion of the term.

Section 4.5-President

The Board President is expected to provide leadership to and manage VOCAL's Board of Directors and Executive Committee, ensuring that VOCAL's Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities. The Board President facilitates communication and decision-making within the board. Specific responsibilities include, but are not limited to:

1. Convening and facilitating board and Executive Committee meetings
2. Providing accountability regarding attendance, individual giving and other individual board member commitments
3. Ensuring the recruitment and orientation of new board members
4. Maintaining regular contact with the Executive Director and being available as needed

5. Ensuring annual evaluation of the Executive Director and board

Section 4.6-Vice President

The Board Vice-President is expected to provide leadership to VOCAL's Board of Directors, ensuring that VOCAL's Board fulfills its legal and financial obligations in conjunction with the treasurer and individual board members fulfill their board responsibilities. The Board Vice-President serves as a member of the Executive Committee and supports the Board President in his or her board leadership. Specific responsibilities include, but are not limited to:

1. Fulfill the roles and responsibilities of the President in the case of her or his inability or absence
2. Fulfill the roles and responsibilities of the Secretary in the case of her or his inability or absence

Section 4.8- Secretary

The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for board communication. The Board Secretary serves as a member of the Executive Committee. Specific responsibilities include, but are not limited to:

1. Overseeing the recording and distribution of board and Executive and other Committee meeting minutes
2. Keeping records of all official board communication (including but not limited board meeting minutes) and official and/or legal Organizational documents, such as bylaws
3. Ensuring bylaws, articles of incorporation and other key documents are up-to- date, and that board resolutions are integrated
4. Signing organizational documents as needed

Section 4.9-Treasurer

The Board Treasurer is expected to provide financial oversight and monitor the financial health of the Organization. The Treasurer serves as a member of the Executive Committee and is the chairperson of VOCAL's Finance Committee and of the fundraising subcommittee. Specific responsibilities include, but are not limited to:

1. Overseeing, in coordination with the Executive Director:
 - a. The creation, presentation and monitoring of the annual budget
 - b. The timely and accurate completion of the Organization's tax forms and annual external audit
 - c. The creation and distribution of financial reports prior to board meetings
2. Presenting financial information to the board and being available for questions
3. Monitoring compliance with fiscal and financial policies and procedures; suggesting changes and new policies as needed as well as performing as the internal auditor.

4. Providing regular financial oversight and alerting the Executive Committee immediately if concerns arise
5. The Treasurer shall have no direct access to funds in order to perform the duties of internal auditor; he/she shall have no approval authority over payments, not handle deposits nor sign checks.

Section 4.9 – Executive Director and Deputy Director

The Executive Director shall be employed by the Board of Directors and shall have direction of and supervision over the day to day affairs of the Corporation. The Executive Director shall prepare and submit to the Board of Directors an annual budget and work plan. Any changes to the Board-approved work plan and budget must be approved by the Executive Committee. The Executive Director shall serve as a nonvoting member of the Board of Directors.

The Deputy Director shall support the Executive Director in the direction and supervision of day to day affairs of the Corporation. The Deputy Director shall work with the Executive Director to prepare and submit to the Board of Directors an annual budget and work plan. The Deputy Director shall serve as the Executive Director's designee in the Executive Director's absence.

Section 4.10 – Compensation & Salaries

No compensation shall be paid to the Directors for their services as members of the Board of Directors. Directors may be reimbursed for actual expenses incurred in attending any meetings of the Board upon submission of proper vouchers. In addition, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

The Board of Directors shall determine the salary of the Executive Director. All other employees of the Corporation will have their salary determined by the Executive Director within the budget constraints as set by the Board of Directors.

Section 4.11 – Bonds

The Executive Director and any other person empowered to receive or dispense the funds of the Corporation may be bonded for the faithful discharge of his or her other duties in such sum and with such surety or sureties as the Board of Directors shall so determine.

Article V – Committees

Section 5.1 – Standing Committees

All committees will meet regularly and report to the Executive Committee and the Board of Directors. The chair of each standing committee shall be appointed from the Board by the President with the approval of the Board of Directors and will be a member of the Executive Committee.

- a. **Executive Committee** – Shall consist of President, Vice-President, Treasurer, Secretary, the Chairpersons of the Standing Committees; and nonvoting, the Executive Director and the Deputy Director.

The Executive Committee shall have the power and duty to act upon necessary matters of the corporation that require action between meetings of the Board of Directors, and shall exercise such other duties and powers as delegated by the Board of Directors.

Meetings may be called by the President, the Executive Director, the Deputy Director, or any member of the Executive Committee. A report of any actions taken by the Executive Committee shall be presented to the Board as soon as possible after the Executive Committee meeting. The minutes of the Executive Committee meeting shall be presented to the Board of Directors at the next regular Board meeting. A quorum of the Executive Committee shall be a majority of its voting members.

In addition to the Executive Committee, the Standing Committees of the Corporation and their responsibilities are:

- b. **Governance Committee** – Will educate board members through orientation and continued guidance, evaluate the board’s performance, and perform an annual review of the bylaws and other relevant documents.
- c. **Nominating Committee** – Identifies, selects, recruits, and orients Board members. The Committee shall consist of five (5) voting members, and shall prepare a slate of nominees for officers and Directors of the Corporation which shall, with any nominations from the floor, be voted upon at the annual meeting.
- d. **Finance and Fundraising Committee** – Shall determine fundraising policies and procedures, annual member and gift prospects, including but not limited to, individual, corporate, and foundation sources of support, and Government grants. This committee shall also develop fiscal policies and procedures, to include overseeing budget development, cost control, auditing, investments, insurance and bonding, as well as any other related issues that shall arise. The Treasurer shall be the chair of this committee.
- e. **Diversity, Equity, and Inclusion Committee** - Shall provide board and staff with tools, knowledge, leadership, engagement and opportunities for discourse regarding diversity, equity, and inclusion. The board and staff will identify competencies that are essential to foster a culture of open-mindedness, compassion, and inclusiveness. VOCAL supports full inclusion of all persons, believing in the worth and dignity of all individuals. The board and staff will engage in an active equity and inclusion process that promotes health and wellness for all members. We support social justice, and will not discriminate on issues including, but not limited to race, color, religion, creed, national origin or ancestry, ethnicity, citizenship, sex, pregnancy, gender, gender identity, sexual orientation, age, disability, past, current, or prospective service in the uniformed services, genetic information, atypical cellular or blood traits, or any other characteristic protected under applicable federal, state, or local laws and VOCAL’s policies. The committee will include, at minimum, one board member and two staff members. The

Executive Director shall appoint the staff members, and the committee shall be chaired by the board appointee.

- f. **Advocacy Committee** - The committee shall provide guidance and direction regarding the advocacy and lobbying efforts of board, staff, and members in their work at the local and state level. The committee will provide strategic advice and counsel regarding legislative and policy priorities. The committee will be comprised of, at minimum, one board member, one staff member, and the Executive Director.

Section 5.2 – Special AD-HOC Committees

Special Committees may be designated by the President, who shall specify powers and the term(s) of the Committee with the approval of the Board of Directors. The Executive Director shall be a nonvoting member of all Board committees.

Section 5.3 – Auxiliary Committee

An Auxiliary Committee may be formed, which will be strictly an advisory committee, made up of individuals who have professional experience in areas needed by the Board. These individuals may or may not be peers and shall serve at the discretion of the Board of Directors. This committee together will have one vote on the board.

Section 5.4 – Committee Rules

- a. All Committee chairpersons shall notify the Executive Committee in order to place meeting dates, times, and locations on the calendar.
- b. No committee or member shall have the power to incur obligations binding on the Corporation except as provided by the Bylaws or with the express approval of the Executive Committee or the Board of Directors.

Article VI – Contract, Loans, Checks and Deposits

Section 6.1 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2 – Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3 – Checks & Drafts

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and included in either the Fiscal Policies or Financial Policies.

Section 6.4 – Deposits

All funds of the Corporation not otherwise employed shall be deposited in accordance with the Fiscal or Financial Policies to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.5 – Inspection of Corporate Records

The financial records and other corporate records, including the minutes of all meetings, will be open to inspection by any Director upon request at reasonable times and for a purpose reasonably related to his or her interest as a Director of the Corporation.

Article VII – 501(c)(3) Tax Exemption Provisions

Section 7.1 – Limitations on Activities

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state or local laws.

The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would cause it to lose its exemption from federal income taxation as a Corporation described in 501(c)3 of the Internal Revenue Code of 1986, or as amended.

Section 7.2 – Prohibition Against Private Inurement

No part of the net earnings or assets of the Corporation shall inure to the benefit of any Director or officer, or any private individual (except that reasonable compensation may be paid for services rendered to the Corporation).

Section 7.3 – Distribution of Assets

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)3 or the Internal Revenue Code as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City or 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 VIII – Amendments & Distribution

Section 8.1 – Revision

Revisions or amendments to these Bylaws may be proposed by any voting member. Any such proposed revision or amendments shall be submitted in writing or electronic format to the membership no less than thirty (30) days prior to the date of the annual meeting of the membership. Proposed revisions or amendments shall be presented to the voting membership at that meeting. A two-thirds (2/3) vote of the voting members **present at the annual meeting** shall be required to revise or amend the Bylaws.

Section 8.2 – Distribution

A copy of the current Bylaws shall be distributed to each Board member upon assuming the duties of the Board office.

Article IX – Indemnification

Section 9.1 – Indemnification

The Corporation shall indemnify, to the fullest extent permitted and required by the Virginia Nonstock Corporation Act, as such Act exists now or may be hereafter amended, its Directors, Officers, and employees who are made party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

There shall be no liability for the acts or omissions of any Officer or Director of the Corporation in any proceeding brought by or in the right of the Corporation, unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct, pursuant to Section 13.1-870.1 of the Code of Virginia, or as amended.

Article X – Parliamentary Authority

Section 10.1 – Rules of Order

Robert's Rules of Order (current revision) shall be the parliamentary authority for all matters or procedure not specifically covered by these Bylaws or the specific rules of procedure adopted by the Corporation.

Article XI – Construction and Terms

Section 11.1 – Construction & Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Virginia State Corporation Commission, which were used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, or as amended.

CERTIFICATION

I, the undersigned, do certify that I am the duly elected President of the Virginia Organization of Consumers Asserting Leadership (VOCAL), and that the foregoing Bylaws constitute the Bylaws of the Corporation adopted at an annual membership meeting.



President, Board of Directors 09/30/2020
Date