

Bylaws¹
Blacksburg Virginia AARP
Chapter Number #2613

Revised 2016

ARTICLE I: OFFICES

The principal office of the Blacksburg Virginia Chapter #2613 (hereinafter referred to as Chapter) is located at the residence of the Chapter president. The official address of the Chapter is P. O. Box 10082, Blacksburg, VA 24062.

ARTICLE II: PURPOSE

The Chapter is a community of service whose purpose is to promote at the local level the priorities, programs and policies of AARP, a District of Columbia Nonprofit Corporation. In particular, Chapters are created to:

- Maximize member engagement in a broad menu of community service, information and educational activities and experiences;
- Add value for members by maximizing their opportunities for self-realization, personal growth and life-enriching fellowship and support;
- Demonstrate the contributions and potential of older Americans, encouraging their full participation in contemporary life and stimulating public interest in their issues.

ARTICLE III: MEMBERS

Section 1: Classes and Dues

There shall be three classes of members of the Chapter: individual, national organization and associate.

a. Individual members shall be persons

- i. who are members in good standing of AARP, their spouse/partner OR members in good standing of the National Retired Teachers Association Division (hereinafter NRTA) and
- ii. who pay in advance the annual chapter membership dues as prescribed by the Board of Directors.

Failure of any individual member to maintain membership in good standing in AARP shall automatically result in the termination of such individual's membership in the Chapter and such individual's spouse/partner membership, when based on such individual's membership.

b. The national organization members shall be AARP.

¹ The AARP Chapter Bylaws provide guidance on chapter operations and functions and provide for chapter compliance with IRS regulations. Additional information on chapter governance and operations is provided in the Chapter Handbook.

c. Associate members of the chapter shall be any associate members (persons who are less than 50 years of age) in good standing of AARP who care to join. Associate members of the chapter shall have the same rights as individual members, including the right to vote and hold elective office, and shall be subject to the payment of dues. The term “individual member” as used in these Bylaws shall be deemed to include associate members.

Section 2: Voting Rights

a. Each individual member shall be entitled to one vote on each matter submitted to a vote of the members.

b. Except as otherwise provided in Article IX of these Bylaws, the national organization member, AARP, shall have the right to vote on each matter submitted to a vote of the members relating to

- i. the amendment of the Articles of Incorporation of the Chapter,
- ii. a liquidation, dissolution, merger or consolidation involving the Chapter, and
- iii. the sale, exchange, mortgage, pledge, or other disposition of all, or substantially all, the assets and property of the Chapter.

The affirmative vote of the national organization member shall be necessary to decide any matter upon which the national organization member is entitled to vote.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Regular Meetings

Regular meetings of the Chapter shall be held on such dates as shall be determined by the Board of Directors of the Chapter and announced to the individual members at a Chapter meeting.

Section 2: Annual Meetings

The annual meeting of the members of the Chapter shall be held in the month of November on a date and at a time and place determined by the Board of Directors, for the purpose of electing officers and directors and the transaction of such other business as may properly come before the meeting.

Section 3: Special Meetings

Special meetings of the members may be called at any time by the President and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors or Officers or at the request in writing of a majority of the individual members.

Section 4: Place of Meetings

Meetings of the members are held on the third Tuesday of each month at the Blacksburg Community Center, 725 Patrick Henry Drive, Blacksburg, VA 24060 OR at such other place as the Board of Directors may select and designate in the notice of such meeting.

Section 5: Notice of Meetings

Notice of the annual and special meetings of members, stating the purpose for which the meeting is called and the time and place it is to be held, shall be delivered normally by regular distribution of the monthly Chapter newsletter not less than 10 days before any special meeting and not less than 30 nor more than 50 days before any annual meeting. III, Section 2, of these Bylaws; and for any meeting called after recognition of the Chapter has been withdrawn or suspended in accordance with Article IX of these Bylaws.

Section 6: Quorum

A quorum shall be considered to be the number of voting members present at any meeting of the Chapter.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Number, Election, and Term of Office

- a.** The number of directors of the Chapter, including the officers listed in (b) below, shall be in proportion to the overall size and needs of the Chapter and shall consist of not less than four as shall be determined by the Board of Directors prior to the Chapter meeting that receives the report of the Nominating Committee.
- b.** The following officers of the Chapter shall be directors for a term coterminous with their respective terms of office: President, Vice President, Secretary, and Treasurer.
- c.** The remaining members of the Board of the Chapter shall be elected from among the individual members in good standing of the Chapter by the vote of a majority of the members present in person and entitled to vote at the annual meeting of the members or as hereinafter provided. Each director shall hold office for a three-year term.
- d.** Any board member may be removed from office by a two-thirds vote of the chapter members present whenever, in its judgment, the best interests of the Chapter or AARP would be served thereby.

Section 2: Duties and Powers

The Board shall be responsible for the control and management of the affairs, property and interests of the Chapter; for keeping the national organization member informed of all activities of the Chapter; for complying with all reporting requirements of the national organization member; for guiding the Chapter so that the various provisions of the Articles of Incorporation, including the purposes for which the Chapter was organized set forth therein, are complied with; and for making recommendations and suggesting programs.

Section 3: Meetings of the Board

Meetings of the Board shall be held at least six times each year as scheduled or when called by the President or by one third of the number of directors, at such time and place as may be specified in the notice thereof. Normally, the Board of Directors meets on the first Tuesday of each month except July and August.

Section 5: Notice

Notice of any meeting of the Board of Directors normally shall be given at least five days in advance

Section 6: Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meetings at which there is a quorum present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Committee Chairs shall be allowed full parliamentary privileges including voting unless there is an objection by any elected Board member.

Section 7: Vacancies

Any vacancy occurring in the Board of Directors shall be filled, for the unexpired portion of the term, by a majority vote of the remaining directors though less than a quorum.

Section 8: Absence from Meetings

Any member of the Board who shall be absent from three consecutive meetings without adequate excuse acceptable to the Board shall be deemed to have resigned from the Board.

ARTICLE VI: OFFICERS

Section 1: Officers

The officers of the Chapter shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time deem advisable.

Section 2: Election, Term, Vacancies, and Removal

The officers of the Chapter shall be elected by the members at the annual meeting of members. The officers shall hold office for a term of one year. A vacancy in any office shall be filled by the Board, subject to approval of the members.

Any officer may be removed from office by a two-thirds vote of the chapter members present whenever, in its judgment, the best interests of the chapter or AARP would be served thereby.

Section 3: President

The President shall be the chief executive officer of the Chapter and, subject to the direction of the Board of Directors, shall supervise and control all of the business, affairs, and property of the Chapter and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board and shall appoint all chairpersons of committees, except the chairperson of the Nominating Committee. The President shall by virtue of the office be a member of all committees except the Nominating Committee.

Section 4: Vice President

In the absence of the President or in the event of an inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 5: Secretary

The Secretary shall record all the proceedings of the meetings of the Board and of the members in an electronic form suitable for publishing in the Chapter newsletter, on the Chapter web site, and for long-term storage and retrieval. The Secretary shall give or cause to be given notice of all meetings for which notice is required by these Bylaws and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Secretary shall be. If required by the law of the state of incorporation, a corporate seal for the Chapter shall be obtained. The Secretary shall have custody of such seal, and the Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by that officer's signature.

Section 6: Treasurer

The Treasurer shall have charge and custody of all funds and securities of the Chapter and all funds or securities in any way generated, collected or obtained in connection with Chapter activities, and the Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof.

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit all moneys and other valuable effects in the name and to the credit of the Chapter in such depositories as may be designated by the Board.

The Treasurer shall disburse funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its monthly meeting, or when the Board or the President so requires, an accounting of all the Treasurer's transactions and of the financial condition of the Chapter, and a full financial report, based on the books and the accounts audited annually by a certified or other public accountant or an auditing committee.

Section 7: Checks and Bond

The President, Vice President, Treasurer or any other officer designated by the Board shall be authorized to sign checks and drafts. When the average amount of chapter funds on hand at month-end exceeds \$1,000, the Chapter's Board of Directors should determine whether having a fidelity bond is a necessary component of the chapter's procedures for accountability and safeguarding of chapter funds.

ARTICLE VII-COMMITTEES

Section 1: Nominating Committee

The Nominating Committee shall consist of directors of the Board currently serving the third year of their three-year term. The committee shall select a chairperson from its three members. The Committee shall prepare a slate of officers and directors and submit the list for consideration by the Chapter members one month prior to the election.

Section 2: Committees of Directors

The Board may appoint such other committees of directors as may be required. Such committees should consist of three or more directors, shall have such powers of the Board as shall be set forth in the resolution establishing such committees and shall make recommendations to the Board and perform such other services as the Board may require, but they shall not have authority to modify any action taken by the Board.

Section 3: Standing and Other Committees

The Board of Directors may create standing committees as deemed important to the work of the chapter. The President shall appoint a chairperson for each standing committee to serve a 1-year term and may appoint other members of standing committees as appropriate to the functions of the committee. Standing committees shall be designated in a public manner such as on the chapter website and shall abide by duties and responsibilities as published annually in the chapter Program of Activities.

ARTICLE VIII: CHAPTER RESTRICTIONS

AARP and the Chapter are, and are intended to remain, independent organizations devoted to furthering the interests of older persons and to carrying out the purposes set forth in Article II of these AARP Chapter Bylaws. The Chapter's activities shall be conducted with the utmost observance of ethical standards and propriety of conduct.

The Chapter shall not independently arrange for or offer to Chapter members any commodities or services already offered by AARP to its members. Such activities, if carried on by the Chapter, would diminish the strength of the national Association, whose responsibility to the total membership the Chapter must support.

Neither the Chapter nor any committee, subdivision, director, officer, agent, representative or employee of the Chapter shall permit or suffer or hold himself or herself out as an agent or solicitor of any service offered by AARP to its members, including but not limited to insurance, travel, pharmaceutical or any other service or commodity.

ARTICLE IX: WITHDRAWAL OF CHAPTER RECOGNITION AND DISSOLUTION

The Chapter shall be organized and operated in conformity with the purposes set forth in Article II of these AARP Chapter Bylaws and the policies and standards formulated by the Board of Directors of AARP. The Board of Directors of AARP may withdraw or suspend recognition of the Chapter as a local chapter of AARP for:

- i. recurrent failure to conform to the policies and standards of AARP; or
- ii. a failure of the chapter to comply with any of the provisions contained in the Articles of Incorporation of the Chapter or these Bylaws.

Such recognition shall be withdrawn or suspended only after investigation of the situation by the Board of Directors of Blacksburg AARP. Withdrawal or suspension of recognition shall become effective immediately upon the decision by the Board of Directors.. In the event recognition is withdrawn or suspended, the Chapter shall have an opportunity to be heard by a committee of the Board of Directors.

In the event recognition is withdrawn or suspended, all funds and other property held by the Chapter shall be paid over to AARP to be distributed to the, AARP Foundation, or for other charitable purposes at the discretion of AARP.

ORGANIZATIONS OR ASSOCIATIONS

Holding office or being a director in another organization or association whose objectives and purposes are similar or related to those of AARP may lead to conflict with the responsibilities to the Chapter and to AARP of a Chapter officer or director. To avoid such conflict, a Chapter officer or director shall first obtain consent of the Chapter and of AARP (expressly or through written policy) to such service in another organization or association. Failure to comply with the provisions of this article shall be deemed the equivalent of and shall constitute the resignation of such person as an officer or director of the Chapter.

ARTICLE XI: RULES OF ORDER

All proceedings of the Chapter shall be governed by *Robert's Rules of Order Newly Revised* except when in conflict with these Bylaws.

ARTICLE XII: AMENDMENTS

Amendments to the Bylaws shall be approved by the Board of Directors..

Adopted the 5th day of January, 2016

Signed by: _____
Chapter President

ABOUT AARP: AARP is a nonprofit, nonpartisan membership organization that helps people 50+ have independence, choice and control in ways that are beneficial and affordable to them and society as a whole. We produce AARP The Magazine, published bimonthly; AARP Bulletin, our monthly newspaper; AARP Segunda Juventud, our bimonthly magazine in Spanish and English; NRTA Live & Learn, our quarterly newsletter for 50+ educators; and our website, AARP.org. AARP Foundation is an affiliated charity that provides security, protection, and empowerment to older persons in need with support from thousands of volunteers, donors, and sponsors. We have staffed offices in all 50 states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands.