

Revision 2 – June 2012

BY-LAWS OF THE VIRGINIA WILDERNESS COMMITTEE

ARTICLE I

Name and Place of Business

Section 1. NAME: Virginia Wilderness Committee, hereinafter referred to as the VWC.

Section 2. PLACE OF BUSINESS: The principal place of business of the VWC shall be located at such a place in the Commonwealth of Virginia as may be determined by the Executive Committee.

ARTICLE II

Purpose, Function, and Policies

Section 1. PURPOSE: The VWC is organized to coordinate the work of citizens who are endeavoring to preserve Virginia's natural areas and to encourage wider appreciation of the natural resources of the Commonwealth. The VWC is engaged exclusively in charitable, educational, and scientific activities, including the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. FUNCTION: Coordination of the creative ideas, manpower and financial resources of conservation-minded individuals in accord with this purpose through:

- a. Engaging in research in all areas of VWC concern.
- b. Promoting leadership among individuals to create and implement necessary action programs.
- c. Promoting public understanding and enlisting public support through dynamic programs of information and education in conservation matters.
- d. Maintaining effective communications among members, and with appropriate governmental agencies and the general public.
- e. Serving as an information clearing-house on all matters concerning wilderness and natural areas.
- f. Lending support to and seeking cooperation from, as appropriate, local, state, and national agencies.
- g. Representing members in accordance with the provisions of these By-Laws.

Section 3. POLICIES:

- a. The VWC shall be a non-profit civic association. It shall be non-partisan and shall not promote the candidacy of any person seeking public office.
- b. The primary role of the VWC shall be that of a service agency for its members.
- c. The VWC shall in no manner undertake to control the actions of participating individuals, except when they are acting in the name of the VWC.

ARTICLE III  
Membership and Operating Structure

- Section 1. **GOVERNING BODY:** The governing body of the VWC, empowered to determine all VWC policies and actions, shall be a Board of Directors as described in Article V. An Executive Committee of the Board, as described in Article VI, shall be authorized to carry out the day-to-day operations of the VWC
- Section 2. **MEMBERSHIP:** Membership in the VWC shall be open to any citizen of the United States who requests membership in writing, indicating his support for the principles of the VWC as provided in Article II.
- Section 3. **LISTING:** A list of all members shall be maintained in all offices of the VWC at all times, and shall be used for referenda, meeting notices, newsletters and other purposes.

ARTICLE IV  
Meetings

- Section 1. **ANNUAL MEETING:** An annual meeting of the VWC shall be held at such time and at such place, within the Commonwealth of Virginia, as is determined by the Executive Committee.
- Section 2. **ANNUAL REPORT:** The Executive Committee shall prepare and present an annual report to the Annual Meeting provided in Section 1 of this Article, including a financial report of all activities of the VWC for the preceding calendar year.
- Section 3. **SPECIAL MEETINGS:** Special meetings of the VWC may be called by the written request of at least 20 members or one-fifth (1/5) of the membership, whichever is less. The Executive Committee may, upon its own initiative, at any time, call a special meeting.
- Section 4. **QUORUM:** Any number of members shall constitute a quorum at any annual or special meeting of the VWC for the purpose of conducting normal business, provided that such business does not include amending these By-Laws.
- Section 5. **NOTICE:** Notice of any annual or special meeting of the VWC shall be distributed to all members at least fifteen (15) days but not more than fifty (50) days in advance of such meeting and shall contain an agenda and an order of business.

ARTICLE V  
Board of Directors

- Section 1. COMPOSITION: The Board of Directors shall consist of the officers of the VWC, past Presidents, and other members who may be elected from time to time. The Board may number from five (5) to fifteen (15) members.
- Section 2. CHAIRMAN: The President of the VWC shall serve as chairman of the Board of Directors.
- Section 3. ELECTION: Members of the Board of Directors, other than the Officers and past Presidents, shall be elected by the Board of Directors for a term of three (3) years with staggered rotation.
- Section 4. MEETINGS: The Board shall meet semiannually at the call of the chairman. One meeting may coincide with the annual meeting of the VWC.
- Section 5. DUTIES: The Board shall determine the policies of the VWC, support the work of the Executive Committee, and seek to secure the resources necessary for the continued success of the VWC.

ARTICLE VI  
Executive Committee

- Section 1. COMPOSITION: The Executive Committee shall consist of the officers of the VWC specified in Article VII and the immediate past President of the VWC.
- Section 2. CHAIRMAN: The President of the VWC shall serve as chairman of the Executive Committee.
- Section 3. MEETINGS: The Executive Committee shall meet at least three times annually at regularly scheduled times. A special meeting of the Executive Committee may be called at any reasonable time by the President or by two of the members of this Committee, provided that all members of this Committee be informed of the purpose, place and time of the meeting at least forty-eight (48) hours in advance.
- Section 4. MEETING NOTICE: The office of the Secretary shall give a reminder notice, by mail, e-mail, or telephone, of all regular meetings of the Executive Committee to all members of this Committee at least five (5) days in advance of any regular meeting. In the case of special meetings, notice shall be given by telephone, e-mail, or in person, at least forty-eight (48) hours in advance.

ARTICLE VII

Officers

- Section 1. OFFICERS: The officers of the VWC shall be the President, Vice-President, Secretary, and Treasurer.
- Section 2. ELECTION: At the annual meeting of the VWC, officers shall be nominated and elected from among the members of the VWC.
- Section 3. DUTIES OF OFFICERS: The duties of the officers shall be such as their titles, by general usage, would indicate; and such as may be assigned to them respectively by the Executive Committee.
- Section 4. TENURE OF OFFICERS: All elected officers shall assume office upon election and serve for one year or until their successors are elected.

ARTICLE VIII

Finances

- Section 1. SOURCES: Until such time as these By-Laws may be amended, there shall be no membership nor dues schedule. However, voluntary contributions by members will at all times be encouraged. The VWC may receive grants and contributions provided that no such grants or contributions shall be given or received so as to compromise or conflict with the aims and purposes of the VWC.
- Section 2. ANNUAL AUDIT: The books of the VWC shall be audited by an auditing committee or commercial accounting firm appointed or designated by the President at the end of the fiscal year and preceding the annual meeting. The audit report shall be available at the annual meeting.
- Section 3. DEPOSITS AND WITHDRAWALS: The funds of the VWC shall be deposited in such bank or trust company as the Executive Committee shall designate. Withdrawals shall be by check issued and signed by an officer or officers as designated by the Executive Committee. Vouchers, purchase orders, statements, or other evidence of purchase or obligation shall be a necessary condition for the issuing and signing of any check. The Treasurer shall have a current financial statement available at all regular meetings of the Executive Committee.
- Section 4. FISCAL YEAR: The fiscal year of the VWC shall be the calendar year.
- Section 5. DISPOSITION OF FUNDS IN EVENT OF DISSOLUTION: In the event of dissolution of the VWC, any funds remaining in the treasury after the payment of all debts owed by the VWC shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes. .

**ARTICLE IX**  
Referenda

Section 1. **PURPOSE:** In order to provide advice and counsel to the Executive Committee, if desired by either this Committee or a group of members, a referendum may be held as provided in this Article.

Section 2. **HOW ORDERED:** Upon the written petition of twenty (20) percent of the members, the Executive Committee shall submit any questions for a mail referendum vote. The Executive Committee may upon its own initiative order a referendum at any time.

Section 3. **VOTING RIGHTS:** Each member shall be entitled to one vote.

Section 4. **COMMITTEE OF TELLERS:** For the counting of votes in any referendum, the President shall appoint a committee of five (5) tellers at least three (3) of whom shall not be officers of the VWC.

**ARTICLE X**  
Amendments

These By-Laws may be amended at any annual meeting of the VWC, by two-thirds (2/3) affirmative vote of the members present, so long as written notice is given to all members at least ten (10) days prior to the annual meeting. Such notice shall clearly state the nature of the amendment(s) to be considered.

**ARTICLE XI**

Except as herein provided to the contrary, Roberts Rules of Order shall govern.

Officers of the Virginia Wilderness Committee Board and Immediate Past President

Laura Neale President	Date
Mark Miller Vice President	Date
Pete Bsumek Secretary	Date
Karen Waterman Treasurer	Date
J. James Murray Immediate Past President	Date