

Virginia Book Arts (VBA) bylaws

General Information

- The name of this organization is Virginia Book Arts (VBA). Virginia Book Arts is a Virginia nonstock corporation.
- Virginia Book Arts practices, preserves, and expands access to book arts through learning opportunities and participation in a creative community.

Governing board¹

- Virginia Book Arts is governed by a Steering Committee.
- The Steering Committee shall be responsible for formulating the organization's mission; developing, implementing, and informing VBA members about policies, standards, and programs for the organization; raising funds and approving budgets; and overseeing its operations.
- The Steering Committee shall consist of no less than 5 and no more than 14 members.
- Members of the Steering Committee shall serve a term of one year, beginning immediately upon election. Members may serve successive terms with no limitations.
- Members of the Steering Committee shall be elected by VBA members through closed ballot at the first meeting of the general membership each year. Current paying VBA members may nominate (or self-nominate) individuals to serve on the Steering Committee by submitting names in writing to the Executive Committee before the general meeting when elections are to be held or by putting forth names at the meeting.
- The Steering Committee shall meet regularly, in person or electronically. Two-thirds of the voting members of the Steering Committee, present or present by proxy, shall constitute a quorum for decision making.

¹ At present, the governing body is the Steering Committee; if we become a 501(c)(3), we will have to designate a board.



- The Steering Committee shall develop documents laying out policies, standards, and program requirements for the organization and shall make these documents available to the membership.
- A Steering Committee member may be removed for failure to adhere to VBA policies, standards, and program requirements.
- A Steering Committee member who resigns or is removed shall be replaced if the number of Steering Committee members falls below 5. A replacement shall be nominated by the Steering Committee and approved by a two-thirds vote of the Steering Committee.
- The Steering Committee has the authority to create or dissolve standing committees or special committees.

Leadership (Executive Committee)

- The Executive Committee shall manage the ongoing operations of Virginia Book Arts, determine the agenda for Steering Committee meetings, advise the Steering Committee, and ensure the organization adheres to policies and procedures established for its sound operation. The Executive Committee officers shall be members of the Steering Committee.
- The Executive Committee shall consist of the following officers: Chair, Vice Chair, two Co-Treasurers, and Secretary.
- The Executive Committee officers shall serve terms of one year. Officers may serve successive terms with no limitations.
- Members of the Steering Committee shall nominate individuals to serve as officers before the general meeting when elections are to be held. Executive Committee officers shall be elected by the Steering Committee.
- The Chair shall lead the Steering Committee, facilitate the meetings and interactions of the Steering Committee and VBA membership.
- The Vice Chair shall assist the Chair in carrying out the Chair's duties and succeed the Chair if the Chair becomes unable to fulfill their duties.
- The Co-Treasurers shall collect and disburse funds and maintain the organization's bank account, as authorized by the Steering Committee. The Co-Treasurers shall

report on the financial status of the organization at all Steering Committee meetings and general members' meetings or as necessary.

- The Secretary shall keep minutes of the proceedings of meetings of the Steering Committee and general membership. Minutes shall be presented to the Steering Committee, be subject to additions and deletions by Steering Committee members, and be approved at the beginning of the next meeting by general consent. The approved minutes shall be made available to the membership.
- Officers shall assume other duties as directed and approved by the Steering Committee.

Membership

- VBA membership shall be open to all, regardless of experience.
- Tiers of membership and dues for each tier shall be set by the Steering Committee. Individuals providing support as "Friends" of VBA shall not be considered members.
- Members must adhere to the policies, standards, and program requirements established and made available by the Steering Committee.

Meetings and voting

- At least one meetings of the general membership shall be held annually. The Steering Committee shall set dates and notify members of the meeting time and place at least two weeks before each meeting, unless it is an emergency meeting.
- Voting at the annual meeting will be conducted by those present.
- Meetings of the general membership shall be conducted according to generally accepted rules of order.

Other policies

- **Indemnification.** The organization shall indemnify and hold harmless any member of the Executive Committee or Steering Committee to the fullest extent permitted by applicable law against all liability and expenses, including attorneys' fees,



reasonably incurred in connection with any claim, action, suit, or proceeding in which they are involved by reason of their service to the organization.²

- **Political advocacy.** Projects, programs, events, and activities sponsored by VBA or work created as an official product of VBA shall not include lobbying efforts or direct or indirect intervention in any political campaign. This prohibition does not preclude individual members from participating in political advocacy activities or creating work with political content if these actions are not sponsored by VBA.
- **Conflict of interest.** A member of the Steering Committee has a conflict of interest in a matter before the Committee if the member has an existing or potential financial, business, or personal interest that could impair or might reasonably appear to impair their exercise of independent, unbiased judgment. Members must abstain from any vote on matters on which they have a conflict of interest.³
- **Changes in bylaws.** Any bylaw may be adopted or revised by an affirmative vote of at least two-thirds of the Steering Committee.

² We may need to run this by a lawyer.

³ This may need to be reworded based on policy documents being shared by Kevin.