

ARVOAD Bylaws

Approved 7.28.17

Article I – Name, Purpose, Objectives

The name of the organization is the Arkansas Voluntary Organizations Active in Disaster (ARVOAD). ARVOAD is the state counterpart to the National Voluntary Organizations Active in Disaster (VOAD).

- **Mission**

The mission of ARVOAD is to foster effective and efficient service delivery to people living in the state of Arkansas who have been affected by disaster.

- **Overview**

ARVOAD is a statewide association of independent, voluntary, 501c3 nonprofit, nonpartisan organizations who are active in disaster response. Each ARVOAD member organization will maintain its own identity and independence while working with other ARVOAD member organizations.

ARVOAD is not a fundraising organization. Any funds received will be used to meet the administrative expenses of the organization. In the event of the dissolution of ARVOAD, any remaining funds shall be disbursed to National VOAD Headquarters.

ARVOAD accomplishes its mission through communication, coordination, cooperation, and collaboration among the many voluntary organizations active in disaster response. The goal is to provide more effective and less duplicative services by organizing efforts before disaster strikes, during response, and throughout recovery.

Article II – Offices

The principal office of the ARVOAD shall be located at the Arkansas Department of Emergency Management (ADEM), Camp Robinson, AR, or such other location as the Executive Committee may designate.

Article III – Membership

A. Categories of Membership

1. State Membership

- a. Organizations with voluntary memberships and constituencies must be incorporated as nonprofits in Arkansas and qualified under 26 U.S. C. Section 501c3 of the U.S. Internal Revenue Code.
- b. Organizations must have a disaster response program and policy for commitment of resources to meet, without discrimination, some aspect of the needs of people affected by disaster.
- c. Organizations must be statewide in scope.
- d. Organizations must have, at minimum, been involved in disaster response in Arkansas over the past four years or be affiliated with a current National Member of VOAD.
- e. Organizations must be committed to fulfilling the purposes and objectives of the ARVOAD.

2. Associate Membership

An associate member is one that does not meet all the criteria required for State Membership, yet has disaster planning and operations responsibilities or capabilities or is a Community Organization Active in Disaster (COAD) at the regional, county, or local level.

3. Partner Membership

- a. Governmental Partner – Open to governmental agencies that bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.
- b. Private Partner – Open to private sector entities that bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.

Additional specific criteria for each category of membership may be defined from time to time by the Executive Committee.

B. Selection, Rights, Tenure

1. All Members shall be approved by a majority vote of the State Members present and voting.
2. State Members have the right to vote on all matters coming before the ARVOAD for a vote.
3. Associate and Partner Members shall be non-voting members.
4. The term of membership shall be perpetual, except as set forth in Article III C6.
5. A State Member representative may represent only one organization in ARVOAD.

C. Conditions and Responsibilities of Membership

1. State Membership

Each member organization shall execute the following State Membership practices:

- a.** Designate knowledgeable and authorized representatives to attend ARVOAD meetings and as organization contacts.
 - 1)** Each member organization shall designate the primary representative and one alternate representative.
 - 2)** Each member organization shall designate this representative to cast its vote at ARVOAD meetings.
 - 3)** The designated representative must be knowledgeable as to the resources of their organization and authorized to commit those resources.
- b.** Provide an annual information update.
 - 1)** Such update should include the name and contact information of the person and alternate appointed to represent the organization and to cast its vote at meetings of the ARVOAD.
 - 2)** The update should also include any changes in member organization information or resources.
 - 3)** Changes to this information, when necessary, may also be made by submitting the Interim Update Form to the Secretary at any time, with voting privileges effective immediately.
- c.** Pay annual dues.
- d.** Maintain participation in at least one ARVOAD committee.
- e.** Attend in person or by phone at least fifty percent of regular business, special, and emergency meetings in a twelve-month period. Attendance is credited for attendance by the primary representative, alternate representative, or duly appointed representative authorized by submitting to the Secretary a completed and signed ARVOAD State Member Temporary Representative and Proxy Voting Form.

Members meeting all the above criteria are deemed in good standing and are eligible to hold office and to serve on standing and ad hoc committees.

2. Associate Membership

Each member organization shall execute the following Associate Membership practices:

- a.** Bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.

- b. Designate representatives to attend ARVOAD meetings and as organization contacts.
 - 1) Each member organization shall designate the primary representative and one alternate representative.
 - 2) The designated representatives must be knowledgeable as to the resources and capabilities their organization may be willing to offer.
- c. Provide an annual information update.
 - 1) Such update should include the name and contact information of the person and alternate appointed to represent the organization.
 - 2) The update should also include any changes in organization information or resources.
 - 3) Changes to this information, when necessary, may also be made by submitting the Interim Update Form to the Secretary at any time, effective immediately.
 - 4) Attend in person or by phone at least fifty percent of regular business, special, and emergency meetings in a twelve-month period. Attendance is credited for attendance by the primary representative, alternate representative, or duly appointed representative authorized by submitting to the Secretary a completed and signed AR VOAD State Member Temporary Representative and Proxy Voting Form

3. Partner Membership

Each organization shall execute the following Partner Membership practices:

- a. Bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.
- b. Designate representatives to attend ARVOAD meetings and as organization contacts.
 - 1) Each member organization shall designate the primary representative and one alternate representative.
 - 2) The designated representatives must be knowledgeable as to the resources and capabilities their organization may be willing to offer.
- c. Provide an annual information update.
 - 1) The update should include the name and contact information of the person and alternate appointed to represent the organization.
 - 2) The update should also include any changes in organization information or resources.
 - 3) Changes to this information, when necessary, may also be made by submitting the Interim Update Form to the Secretary at any time, effective immediately.

- 4) Attend in person or by phone at least fifty percent of regular business, special, and emergency meetings in a twelve-month period. Attendance is credited for attendance by the primary representative, alternate representative, or duly appointed representative authorized by submitting to the Secretary a completed and signed AR VOAD State Member Temporary Representative and Proxy Voting Form

4. Membership Application Procedures

- a. Organizations requesting state, associate, or partner membership will send a completed application to ARVOAD.
- b. Organizations requesting state membership will include payment of the membership fee with their application. A one-time membership fee is set by the executive committee.
- c. Candidate organizations are encouraged to attend ARVOAD meetings during the pendency of their application.
- d. ARVOAD Executive Committee will determine category eligibility of candidate organizations according to ARVOAD bylaws and present eligible applications for discussion and approval at the next business meeting.
- e. State Members will vote after the application is presented and discussed to extend or deny an offer of membership to the candidate organization. (See Article VIII for voting rights.)

5. Dues

State Members pay annual dues at the beginning of the organization's fiscal year. Dues, which are used for operational purposes, are set by the membership.

6. Termination of Membership

An organization's membership may be terminated:

- a. Voluntarily by submission of a letter of withdrawal to the Executive Committee.
- b. When so recommended by the Executive Committee, with good cause shown, and with a two-thirds vote of State Members.
- c. Upon consistent failure to meet the conditions of membership.
- d. Upon failure to respond within 30 days to any letter concerning failure to meet conditions of membership.

Article IV – Meetings

The meetings of ARVOAD will be guided by *Robert's Rules of Order*, except as otherwise provided for in these bylaws. ARVOAD business meetings are open to the public.

A. Business Meetings

1. Business meetings will be held a minimum of four times a year on a schedule set by the ARVOAD.
2. The annual meeting will take place coincident with one of the regular meetings as determined by the Executive Committee and will be for the purpose of electing officers, considering such other business as needs attending to annually, and for the transaction of such other business as may come before any regular meeting.
3. Written, printed, or electronically transmitted notice, including the place, day, and hour of the meeting, shall be sent not less than 10 days, nor more than 60 days, before the date of the meeting at the direction of the Chair or the Executive Committee to each State Member of record. A meeting agenda and any additional pertinent documents shall likewise be sent not less than 3 days, nor more than 60 days, prior to the scheduled business meeting.

B. Special Meetings

1. Special meetings of the ARVOAD, for any purpose or purposes, may be called by the Chair or the Executive Committee or at the request of one third of State Members.
2. Notice must be made in the same manner as for business meetings and must also state the purpose of the special meeting.

C. Emergency Meetings

1. Emergency meetings to meet the needs of disaster events (or drills) may be called at any time by the Chair or Executive Committee with minimal notice.
2. Notice must be made by usual means and must state the purpose of the emergency meeting.

D. Committee Meetings

1. Committee meetings are limited to committee members.
2. Technical advisors may attend committee meetings at the request of the chair.
3. Committee meetings may be called by the committee chair in a manner discussed by the committee members and determined by the chair.

E. Places of Meetings

1. The primary place of meeting will be the principal office.
2. The Executive Committee may designate any place as the place of meeting for any regular, annual, special, or emergency meeting.
3. Meetings may be held via telephone conference. Members who call in to any regular, special, or emergency meeting are considered present.

4. Committee chairs may designate any place as the place of meeting for committee meetings.

F. Action Without a Meeting

Any action required or permitted to be taken by the ARVOAD at a meeting may be taken without a meeting if two-thirds of the State Members consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and consents of State Members shall be filed in paper form with the minutes of the proceedings of the ARVOAD.

Article V – Officers

- A. Officers are nominated and voted on at the annual meeting.
 1. At the second quarter state-wide meeting, officer recommendations are orally requested to be given to the Nominating Committee.
 2. The Nominating Committee makes contact with the nominees concerning willingness and availability to serve and makes recommendations to the Executive Committee and the ARVOAD based on findings.
 3. Nominating Committee recommends slate of officers to be published by mail, fax, or email two weeks prior to the annual meeting.
 4. At the annual meeting, Nominating Committee presents recommendations and nominations are taken from the floor. Any state member organization may nominate officers, which must be seconded if coming from the floor.
 5. Final slate of officers are elected by State Members at the annual meeting.
- B. The term of office is two years. Officers may not serve more than two consecutive two-year terms in a given position. Their term of office begins with the first meeting following the annual meeting. The Chair and Vice Chair will be elected on even years, and the Secretary and Treasurer will be elected on odd years.
- C. Individuals, not organizations, are elected. Officers and appointed assistants must be State Member representatives.
- D. No single State Member organization will be allowed to hold more than one officer position.
- E. No compensation is paid to ARVOAD officers.
- F. When an officer's position is vacated, the Chair or the Executive Committee shall call for nominations and an election within the next business meeting to serve the unexpired term. The Vice-Chair shall automatically assume the position of Chair for the unexpired portion of the term in the event of a vacancy in the office of Chair.
- G. Officers may be removed from office, for good cause, by a two-thirds vote of the Executive Committee and confirmed by the membership.

H. Officers are as follows:

1. Chair

- a.** Presides at meetings, acts as spokesperson, represents ARVOAD, delegates tasks as pertains to ARVOAD business, convenes meetings, and provides leadership.
- b.** Appoints assistants to the Secretary and Treasurer.
- c.** Serves as Chair of the Executive Committee and nominates Executive Committee members to be approved by vote of the Executive Committee.

Performs duties incident to the office of Chair and such other duties as from time to time may be prescribed by the Executive Committee.

2. Vice-Chair

- a.** Acts on behalf of the Chair in the absence of or at the request of the Chair.
- b.** Assumes the position of Chair in the event that the Chair fails to complete his/her term.
- c.** Serves as Chair of the Bylaws Committee.
- d.** Performs duties incident to the office of Vice-Chair and such other duties as from time to time may be assigned to him/her by the Chair or Executive Committee.

3. Secretary

- a.** Maintains organizational records, makes notifications, keeps minutes of meetings, disseminates minutes to the membership after meetings, and presents minutes at regular meetings.
- b.** Keeps attendance records of meetings.
- c.** Ensures a register of the complete contact information of member organizations and their designated representatives and alternates is current and complete.
- d.** Serves as Chair of the Membership Committee.
- e.** Performs duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Chair or Executive Committee.
- f.** An assistant to the Secretary may be appointed by the ARVOAD Chair.

4. Treasurer

- a.** Oversees the ARVOAD checking account.
- b.** Maintains financial records, oversees financial statements, and provides financial reports to membership at regular meetings.
- c.** Ensures custody of all funds and that monies due and payable to ARVOAD from any source are received and receipted.

- d. Ensures all monies are deposited in the name of ARVOAD in such financial institutions as selected in accordance with the bylaws, assuring all accounts payable are paid and documented.
- e. Serves as Chair of the Finance Committee.
- f. Performs duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or Executive Committee.
- g. An assistant to the Treasurer may be appointed by the ARVOAD Chair.

Article VI – Standing Committees

The following committees shall exist as the standing committees of the ARVOAD. Committees shall be representative of State Member organizations. Associate and Partner Member representatives may serve on standing committees in an ex-officio or advisory capacity, except as otherwise provided in these bylaws. All committee members, except officers serving as appointed, serve in a voluntary role.

A. Bylaws Committee

This will be a committee of State Members and will be chaired by the Vice-Chair. It will provide oversight, review, and submit recommended revisions of the bylaws to the membership for voice and to State Members for voting as deemed necessary, no less than every two years.

B. Executive Committee

The Executive Committee is responsible for establishing the strategic vision and providing oversight of the ARVOAD. The Executive Committee shall convene periodically at the request of the Chair or any two of its members with at least two weeks' notice to committee members. The Executive Committee conducts business and is authorized to exercise the powers and responsibilities of ARVOAD when that body is not in session. The Executive Committee is empowered to take any action that could be taken by the membership as a whole and will report on its activities in a timely manner to the full membership.

1. Elected Officers (Chair, Vice-Chair, Secretary, and Treasurer) will serve as the core membership of the Executive Committee and will have voice with vote.
2. Three At-large Members, elected in the same manner and serving under the same guidelines as found in Article V – Officers, will serve on the executive committee. They will be State Member representatives and will have voice with vote. At-large members will serve rotating three-year terms and may not serve more than one consecutive three-year term. At-large Members may serve additional three-year terms after rotating off at least one year or serving in another position on the Executive Committee.

3. Associate and Partner Member representatives may be called on to serve on the Executive Committee in an ex-officio capacity. They will have voice without vote. Partner Member Representatives from the Arkansas Department of Emergency Management and the Arkansas Department of Human Services (Emergency Support Function 6) serve in ex-officio capacity as collaborative advisors. They will have voice without vote.
4. The Immediate Past Chair will serve on the Executive Committee at the discretion of elected officers and upon availability for service of the Immediate Past Chair. Immediate Past Chair will assist the Executive Committee through expertise and experience, having voice without vote.

C. Finance Committee

This committee will be chaired by the Treasurer and is responsible for fiscal policy, dues collections, financial reports to the membership, and engagement of the auditing process. The Finance Committee will submit an annual budget for approval at the annual meeting including the following information: dues, projected income, projected costs of operation, projected costs of specific projects, and an outline of revenue and gaps that may occur.

D. Membership Committee

The Membership Committee will be chaired by the Secretary and consist of a minimum of three members with at least one member not currently on the Executive Committee. The Membership Committee is responsible for outreach to potential members, membership forms and processes, ARVOAD member information packet, orientation of new members, and the membership directory.

E. Nominating Committee

ARVOAD Chair shall appoint the Nominating Committee, which will consist of at least three members chaired by a State Member. The Nominating Committee is responsible for recommending State Member representatives to serve in leadership positions of ARVOAD prior to elections and as positions are vacated prior to expiration of term. Secretary will provide attendance records, and Treasurer will provide annual dues information to determine eligibility of nominees derived from organizations in good standing.

Article VII – Ad Hoc Committees

Ad Hoc Committees will be created and/or terminated, as needed, by the Chair or Executive Committee. Ad Hoc Committees might include, but are not limited to, these examples: Donations Management, Volunteer Management, Communications, Emotional and Spiritual Care, Mass Care, COAD/LTRG, and Public Policy.

Article VIII – Voting

- A.** Each State Member in good standing is entitled to one vote in any and all matters that come before the meetings of ARVOAD.
- B.** The State Member representative has voice for and votes for his/her organization at business meetings. Other representatives from the same organization have voice, when recognized by, and at the discretion of, the Chair. The intent is a reasonable exchange of ideas in a timely fashion without monopoly by multiple representatives of a single agency.
- C.** A State Member representative may represent only one organization when voting.
- D.** One third of State Members present at a properly-noticed meeting shall constitute a quorum to do business.
- E.** Associate and Partner Members shall be entitled to voice but shall not be entitled to vote.
- F.** Voting by proxy shall ~~not~~ be permitted with approved documentation from member organization. AR VOAD State Member Temporary Representative and Proxy Voting Form completed and signed by State Member shall be presented to the Secretary prior to or at any state-wide meeting prior to voting.
- G.** All votes, except as otherwise provided for in these bylaws, shall pass by state majority vote.
- H.** All votes (formal or consensus reached) will be recorded in the meeting minutes.
- I.** The vote upon any question before the meeting may be by secret ballot.
- J.** Voting Lists
 - 1.** Maintenance

The Secretary shall maintain an accurate and current list of the names and contact information of the members of ARVOAD eligible to vote. Such list of State Member representatives shall be available for inspection by State Members on request at any and all meetings of the members of the ARVOAD.
 - 2.** Determination

Each State Member shall provide to the Secretary for placement on the official list of voting members the name and contact information of the person appointed to represent it and to vote for it at meetings of the members of the ARVOAD.

Article IX – Business Operations

A. Contracts

The Executive Committee 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 ARVOAD. Such authority may be general or confined to specific instances.

B. Checks, drafts, etc.

The treasurer oversees the ARVOAD checking account. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of ARVOAD shall be approved by two officers of the Executive Committee and in such manner as shall from time to time be determined by resolution of the Executive Committee.

C. Deposits

All funds of ARVOAD not otherwise employed shall be deposited from time to time to the credit of ARVOAD in such banks, trust companies, or other depositories as the Executive Committee may select.

D. Audits

The financial accounts and records of ARVOAD shall be reviewed by the Executive Committee not less than once per fiscal year.

Article X – Fiscal Year

The fiscal year for ARVOAD will end on the last day of June each year.

Article XI – Amendments

Amendments to these bylaws must be recommended by the Bylaws Committee at a properly noticed business or special meeting to be voted on at the following business meeting.

Proposed amendments must be distributed to members at least thirty days prior to the date of the meeting at which they are to be considered and presented for adoption. Amendments to these bylaws must be approved by a two-thirds majority vote of the members entitled to vote.