

# **BY-LAWS**

## **of the Mid-Atlantic Facilitators Network**

### **PREAMBLE**

The following are the bylaws of the Mid-Atlantic Facilitators Network, a Virginia corporation hereafter referred to as "the Network." This is the second version of the Network's Bylaws, revised in March 2008, replacing the original Bylaws dated September 6, 2002.

### **ARTICLE 1 OFFICES**

#### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the Network is located in Fairfax County, Commonwealth of Virginia.

#### **SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the Network's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

7926 Edinburgh Drive, Springfield, VA 22155, Effective: 2002 - present

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

#### **SECTION 3. OTHER OFFICES**

The Network may also have offices at such other places, within or without its location of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

### **ARTICLE 2 NONPROFIT PURPOSES**

#### **SECTION 1. IRC SECTION 501(C)(6) PURPOSES**

This Network is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code.

#### **Section 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this Network shall be: to serve as a developmental community of group facilitators. To fulfill this purpose the Mid-Atlantic Facilitators Network

will educate, develop, and enable our members to **Grow Professionally** by increasing our capacity, capability, and the value as facilitators, **Develop Facilitation Opportunities** by identifying, sharing, and resourcing projects among members, and **Promote Facilitation** through community education to share the value that group facilitation can bring to the success of their group.

## **ARTICLE 3 MEMBERSHIP**

### **SECTION 1. ELIGIBILITY**

There shall be one type of membership, open to any individual with an interest in facilitation. All members enjoy the privileges of the Network including voting and holding office.

### **SECTION 2. DUES**

Membership dues shall be set by the Board of Directors and reviewed annually, payable upon joining and on the anniversary of joining. No member may vote or enjoy the privileges of the Network if their membership dues are not current.

### **SECTION 3. TERMINATION OF MEMBERSHIP**

Membership may be terminated by:

- a. Resignation. Any member in good standing may resign from the Network upon written notice to the Secretary. Resignation does not eliminate any outstanding debt the resigning member has to the Network. Dues obligations are considered a debt to the Network and they become incurred on the anniversary of the member joining the Network.
- b. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 30 days after the anniversary of the member joining, however the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid at the date of the meeting.

## **ARTICLE 4 VOTING, ELECTIONS, AND MEMBERSHIP MEETINGS**

### **SECTION 1. NOMINATIONS**

No person may be a candidate in the Network election who has not been nominated. During the month of February, the Board shall appoint a nominating committee consisting of three members. The Nominating Committee shall nominate at least one candidate for each officer and director position whose term is expiring. The Nominating Committee shall accept nominations from members. After securing the consent of each person nominated, the

Nominating Committee will report their nominations to the Secretary in writing in April. No person may be a candidate for more than one position.

## **SECTION 2. VOTING**

Each member in good standing whose dues are paid at the date of the vote shall be entitled to one vote in any vote of the membership. Voting shall be done electronically via email or other means as determined by the Board. Proxy voting will be permitted. The quorum for such a vote shall be 20% of the members in good standing. Information shall be made available to members sufficiently in advance of any vote of the membership to inform them of the vote and the issues or candidates to be decided in the vote.

## **SECTION 3. ELECTIONS**

Officers and directors shall be elected by secret, written ballot from among those nominated in accordance with Sections 1 and 2 of this Article. Elections shall occur in May. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. Each retiring Officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

## **SECTION 4. ANNUAL MEETING**

The Network shall hold an annual meeting in June at the final workshop of the Washington DC workshop series or at such other time and place as may be designated by the Board of Directors. Written notice of the meeting shall be provided via email. The officers and directors elected in May will be installed at the June annual meeting, and shall take office immediately upon conclusion of the meeting.

## **SECTION 5. SPECIAL MEETINGS**

The Network may hold special meetings of the membership as called for by the Board of Directors, at a time and place as may be designated by the Board. A special meeting is a meeting, other than an annual meeting, to conduct business of the Network requiring a vote of the membership. Written notice of the meeting shall be provided via email. The vote may occur at or subsequent to the meeting.

## **ARTICLE 5 DIRECTORS**

### **SECTION 1. NUMBER**

The Network shall have no more than 11 directors and collectively they shall be known as the Board of Directors, herein also referred to as “the Board.” The Board of Directors shall include officers and committee chairs.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in the Commonwealth of Virginia. They must maintain a current membership in good standing of the Network during their service as a director.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of the Commonwealth of Virginia 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 Network, the activities and affairs of this Network shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Board of Directors shall be led by an Executive Committee comprised of the officers. The officers of the Executive Committee are the only members of the Board who can obligate the Network.

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by the Board of Directors, by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Network;

(c) Supervise all agents and employees of the Network to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Network, and notices of meetings mailed, e-mailed, or telephoned to them at such addresses shall be valid notices thereof.

### **SECTION 5. TERM OF OFFICE**

Each director shall hold office for a period of 2 years and/or until his or her successor qualifies and is elected or appointed.

### **SECTION 6. COMPENSATION**

Directors shall serve without compensation. They may be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Directors are encouraged to participate in MAFN program activities and may do so at no fee.

### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the Network or at such other place as may be designated from time to time by the Board of Directors.

### **SECTION 8. REGULAR MEETINGS**

Regular meetings of directors shall be held approximately quarterly or as determined by the Board, on a day and at a time to be announced in advance.

### **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Vice Chairperson, the Secretary, by any two directors, or by the persons specifically authorized under the laws of the Commonwealth of Virginia to call special meetings of the Board. Such meetings shall be held at the principal office of the Network or at the place reasonably accessible to Board members designated by the person or persons calling the special meeting.

### **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. Notice will be given of any regular meeting of the Board of Directors one week in advance.

(b) Special Meetings. At least two week prior notice shall be given by the Secretary of the Network to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, or e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Network under provisions of the Articles of Incorporation, these Bylaws, or the law of the Commonwealth of Virginia, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall include at least one of the Executive Committee officers and shall consist of half of the current members of the Board of Directors, or four directors, whichever is less. A quorum can be satisfied with valid proxy statements. A written statement or email can be valid evidence of a proxy.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no decisions shall be made by the Board at any meeting at which the required quorum is not present.

#### **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present or represented by proxy at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

#### **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairperson of the Network or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Network shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by rules established by the Board insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) expiration of term, and (3) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Chairperson, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

The removal of any director may be initiated, with cause, by the Board of Directors, at any time. For elected directors, the majority of the current Board members may initiate a recall that will require a special meeting of the membership. This shall be initiated by a written statement with the signatures of the majority of the current Board members, made to the Board of Directors, stating the cause for the call for removal and the proposed time and place for the special meeting of the membership. Quorum and proxy rules shall apply to any vote conducted at or subsequent to the special meeting. For directors appointed by the Board, the Board may remove them for cause by a majority vote of the current Board members.

The Board shall notify members, on an annual basis, of available offices on the Board of Directors for the upcoming term. Members will be invited to self-nominate for Board membership. The voting and election procedures in Article 4 shall be observed.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **SECTION 15. NONLIABILITY OF DIRECTORS**

The directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the Network.

#### **SECTION 16. INDEMNIFICATION BY NETWORK OF DIRECTORS AND OFFICERS**

The directors and officers of the Network shall be indemnified by the Network to the fullest extent permissible under the laws of the Commonwealth of Virginia.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Network (including a director, officer, employee, or other agent of the Network) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Network would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### **ARTICLE 6 OFFICERS**

#### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Network shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. These officers shall be directors that comprise the Executive Committee of the Board of the Directors.

The Network may also have Assistant Secretaries, Assistant Treasurers, and other such roles with such titles as may be determined from time to time by the Board of Directors. These assistants shall not be members of the Board or the Executive Committee.

#### **SECTION 2. QUALIFICATIONS**

Any person that serves as officer of this Network shall be of the age of majority in the Commonwealth of Virginia and must maintain a current membership in good standing of the Network during their service as an officer.

#### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the membership, at any time, and each officer shall hold office for a period of two years, until they resign or are removed or are otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

The removal of any officer may be initiated, with cause, by the Board of Directors, at any time. For elected officers, the majority of the current Board members may initiate a recall that will require a special meeting of the membership. This shall be initiated by a written statement with the signatures of the majority of the current Board members, made to the Board of Directors, stating the cause for the call for removal and the proposed time and place for the special meeting of the membership. Quorum and proxy rules shall apply to any vote conducted at or subsequent to the special meeting. For officers appointed by the Board, the Board may remove them for cause by a majority vote of the current members of the Board.

Any officer may resign at any time by giving written notice to the Board of Directors through the Secretary of the Network. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No officer may resign if the Network would then be left without an officer in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the Commonwealth of Virginia.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy or until the next election of officers. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### **SECTION 6. DUTIES OF CHAIRPERSON**

The Chairperson shall be the chief executive officer of the Network and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Network and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the Chairperson shall preside at all meetings of the Board of Directors and all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Network, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE CHAIRPERSON**

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the Network, or at such other place as may be designated from time to time by the Board of Directors, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Network, or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Network and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Network.

Keep at the principal office of the Network or at such other place as the Board may determine a membership database containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. For documentation purposes, the Secretary shall maintain an annual archive of the membership database. The Chair of the Membership Committee shall be responsible for ongoing maintenance of the membership database.

Exhibit at all reasonable times to any director of the Network, or to his or her agent or attorney, on request therefore, the Bylaws, the membership database, and the minutes of the proceedings of the directors of the Network.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Network, and deposit all such funds in the name of the Network in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Network from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Network as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Network's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Provide copies of annual reports and filings to the Secretary for record keeping.

Exhibit at all reasonable times the books of account and financial records to any director of the Network, or to his or her agent or attorney, on request therefor.

Render to the Chairperson and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Network.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including annual tax filings.

Provide an annual report to the Board of Directors and the membership of the financial position of the Network, including revenues, expenses, assets, and liabilities.



In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Network, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 10. COMPENSATION**

Officers shall serve without compensation. They may be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Officers are encouraged to participate in MAFN program activities and may do so at no fee.

### **ARTICLE 7 COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Directors consists of the officers of the Network and may hold the powers and authority of the Board in the management of the business and affairs of the Network, to the extent permitted, and except as may otherwise be provided, by provisions of law.

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board.

#### **SECTION 2. OTHER COMMITTEES**

The Network shall have such other committees as may from time to time be designated by resolution of the Board of Directors. This shall include standing committees of Membership, Communications, and Professional Development, and ad hoc committees. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

#### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

The Committee chairs shall be responsible for calling, planning, conducting and reporting committee meetings. The substance of meetings and actions of their committees shall be reported to the Board periodically.

### **ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

A quorum of the Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Network to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Network, and such authority may be general or confined to specific instances. Unless so authorized, no director, agent, or employee shall have any power or authority to bind the Network by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Network shall be signed by the Treasurer or other officer of the Network.

From time to time the Board may establish a threshold amount under which is considered routine operations and under which the Treasurer or a single officer is authorized to make orders and disbursements. For any amount in excess of the threshold amount established by the Board,

payment of money or incurring of debt shall be signed by the Treasurer and countersigned by another officer of the Network.

### **SECTION 3. DEPOSITS**

All funds of the Network shall be deposited from time to time to the credit of the Network in such banks, trust companies, other depositories or as the Board of Directors may direct.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Network any contribution, gift, bequest, or devise for the nonprofit purposes of this Network.

## **ARTICLE 9**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Network shall keep at its principal office or at such other place as may be designated from time to time by the Board of Directors:

(a) Minutes of meetings of directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the Network's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Network at all reasonable times during office hours.

#### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Network or at such other place as may be designated from time to time by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Network and shall have such other rights to inspect the books, records and properties of this Network as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this Network has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Network, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Network, upon written demand on, and payment of a reasonable charge to, the Secretary of the Network, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to

the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Network or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the Network by the member, for a purpose reasonably related to such person's interests as a member.

The Board shall protect the privacy of members and not disclose the record of members' names and addresses without a reason deemed reasonable and appropriate by the Board. If the request is determined by the Board to not be reasonable or appropriate and to violate the privacy of members, then a notice to that effect shall be made to the requestor.

Members shall have such other rights to inspect the books, records and properties of this Network as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **SECTION 6. PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the Commonwealth of Virginia, the Federal government or to the members of this Network, to be so prepared and delivered within the time limits set by law.

### **ARTICLE 10**

#### **IRC 501(C)(6) TAX EXEMPTION PROVISIONS**

##### **SECTION 1. LIMITATIONS ON ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, this Network shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

##### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this Network shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Network shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Network.

##### **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this Network and after payment, or provision for payment, of all debts and liabilities of this Network, its assets shall be distributed to a 501(c)(6) or 501(c)(3) exempt organization or shall be distributed to the federal government, or to a state or local government. Such distribution shall be made in accordance with all applicable provisions of the Internal Revenue Code and the laws of the Commonwealth of Virginia.

### **ARTICLE 11**

#### **AMENDMENT OF BYLAWS**

##### **SECTION 1. AMENDMENT**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a vote of the current members

of the Network in good standing at the time of the vote. For votes to change the bylaws, a quorum shall be fifty percent of the current membership, and a majority of those voting is required to approve the change.

## **ARTICLE 12 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Network, 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 these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Network filed with an office of the Commonwealth of Virginia and used to establish the legal existence of this Network.

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 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 13 PARLIMENTARY AUTHORITY**

In all matters not covered by the Bylaws or any special rules of order the Network may adopt, participatory procedures based on best practices of group facilitation shall govern the Network when feasible; Robert's Rules of Order Newly Revised shall govern the Network if required to maintain order.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the current directors of this Network, and we consent to, and hereby do, adopt the foregoing revised Bylaws, consisting of 17 preceding pages, as the Bylaws of this Network.

Dated: March 7, 2008

Charles D. Markert, CPF

John Lesko, CPF

Wayne J. Vick, CPF

Becky Roberts, CPF

Laura English Jones

Fran G. Lowe, CPF

Cathy Hiebler