

BYLAWS

ARLINGTON GENERAL EMPLOYEES ASSOCIATION

ARTICLE I – NAME

The name of this organization shall be the Arlington General Employees Association hereinafter referred to as AGENA.

ARTICLE II – MISSION

AGENA is a state chartered organization dedicated to advocating for the best public policy for Arlington County employees on issues related to compensation, health benefits, retirement benefits, working conditions, and worker safety.

ARTICLE III – FISCAL YEAR

AGENA's fiscal year shall be January 1 through December 31.

ARTICLE IV – MEMBERSHIP

Any current Arlington County General Employee who has an interest in the mission of AGENA is eligible for membership. Upon the receipt of a completed membership application, which includes authorization for payroll deductions for membership dues, the applicant shall become a member of AGENA. Individual membership shall not constitute representation of any organization. Individual members receive full membership benefits, including voting rights.

Members of AGENA shall pay membership dues as determined by the membership. Membership dues may be changed by a simple majority at any special or regular meeting of the general membership where a quorum is present with notification to the general membership within two calendar weeks of the change in the dues amount. The Board of Directors shall decide the effective date of any change in the dues structure. AGENA requires automatic payroll deduction for dues payment.

Any member may resign by filing a written resignation with the AGENA secretary or by ceasing to pay the established dues. Resignation does not entitle a member to refund of dues paid. Any member who ceases to pay established dues shall forfeit all rights and privileges of membership and will be deemed to have resigned from AGENA.

ARTICLE V – BOARD OF DIRECTORS

The Board shall set the policy and direction of AGENA except where otherwise prohibited by these bylaws. The Board is AGENA's official representative and shall also make recommendations to the membership, set the time and place of meetings, and approve expenditures. Some actions may require immediate attention of the Board; such actions will be communicated to the membership in the next official minutes of record. The Board shall be subject to the purpose of the membership and its action shall be in agreement with the membership and AGENA's purpose and intent as outlined in the AGENA mission.

AGENA's Board of Directors shall consist of no fewer than five and no more than seven elected Directors. All Directors are required to be members in good standing. The Board of Directors, along with input from the membership, shall be responsible

for setting the tone and direction of AGENA. The term of office is one calendar year, from January 1 to December 31, or a fraction thereof, as may be the case when a director fills a vacated seat for an unexpired term; however, the sitting Directors shall remain in office until the transition of the newly elected Directors is complete. The newly elected board shall schedule a transition meeting with the outgoing board in a timely manner not to exceed 30 days of the notice of results of the elections.

The Board of Directors shall consist of a president, vice president, secretary, treasurer, membership recruitment director. The Board may, in addition to the elected directors, appoint a maximum of two members at-large to the Board, for a term not to exceed twelve months.

The Board shall hold regularly scheduled monthly meetings with the date to be determined by the board. The secretary will send meeting announcements at least one week in advance. Notices of special Board meetings shall be communicated to each Board member at least one week in advance of the special meeting; except that a minimum notice of two days may be deemed sufficient for matters deemed urgent and/or of an emergent nature. A majority of Board members are required to be present to constitute quorum.

ARTICLE VI – ADVISORY COUNCIL AND COMMITTEES

An Advisory Council may be created whose members shall be selected by the Board of Directors annually. An Advisory Council will consist of at least three active or retired AGENA members. The purpose of the Advisory Council is to provide expertise and continuity of organizational knowledge.

Committees may be established by the Board of Directors as needed for the purpose of accomplishing broadly defined or specific AGENA goals. The Board may select members of committees at its discretion. Established committees shall remain active until such time as the committee's task has been accomplished or disbanded by the Board. Committees shall consist of three or more members in good standing.

A majority of members of the Advisory Council or committee shall constitute a quorum.

ARTICLE VII – DUTIES OF BOARD OFFICERS

The officers of the Board shall perform the duties prescribed herein and/or elsewhere in the bylaws. Directors are also required to perform other duties which may arise to support the goals and missions of AGENA. Each officer shall provide a report on their activities at each monthly Board of Directors meeting.

The President shall preside at meetings of the general membership and Board meetings. The president is the official spokesperson for AGENA unless the president designates a spokesperson for certain areas of expertise. The president may approve expenditures for up to the amount so designated in the bylaws. The president with input from the Board members and the membership sets the tone and direction of the board and general meetings.

The Vice President shall perform the duties of the president in the absence of or inability of the president to perform such duties. The vice president shall

coordinate activities of appointed committees and shall coordinate the orientation of new members.

The Secretary shall record the minutes of the meetings; act as official keeper of AGENA's records; maintain the bylaws, code of ethics and procedures; ensure that all documents of record are current; ensure that the agendas and minutes are distributed to the Board and posted to the website in a timely manner; coordinate and provide notice of meeting arrangements; and ensure that required forms are filed with local, state, and federal governments in a timely manner.

The Treasurer shall receive and disburse AGENA funds; ensure that the funds are deposited in the financial institution of the Board's choice and that the institution is FDIC insured; write and sign checks; ensure that the banking records are current and appropriate; act as bank liaison; monitor the budget to ensure that expenditures are within the approved budget; provide a detailed itemized report of receipts and expenditures to the Board at regular meetings and at the semi-annual meetings of the general membership; provide other financial reports as requested by the Board or membership; and shall have final authorization for disbursements.

The Membership Recruitment Director (MRD) shall coordinate membership efforts and drives; maintain the membership roster and ensure that the Board secretary has accurate and current contact information for all active members and notice of any member separations; and notify the Board of membership changes. In addition, MRD shall prepare and update the Board biographies for inclusion on the website.

ARTICLE VIII - ELECTIONS

The AGENA general membership shall elect the Board of Directors. Elections shall be conducted by secret ballot. There shall be an election committee composed of three to five members in good standing, who are not currently serving as directors and who are not seeking election to board positions in the upcoming election.

Members of the Election Committee shall be selected from a pool of volunteers. The election committee shall be tasked with receiving nominations for the election; coordinating the collection of and counting of the ballots on the day of the election; making an accurate count of the number of votes received by each candidate; preparing a report of same and presenting said report to the membership prior to close of business on the day of the meeting.

Ballots shall also be distributed at the meeting on election day. Additionally, absentee ballots will be distributed upon request up to a week prior to election day. Completed absentee ballots must be received by 01:00 p.m. on election day.

Nominations may be made from the floor and shall be written in on the ballot at the election. Additionally, write-ins that are not nominated from the floor are allowed.

Votes shall be cast at the annual meeting by placing completed ballots into the ballot box before the close of the meeting. The seven candidates who receive the highest number of votes shall serve on the Board of Directors the following year.

The Elections committee shall count and certify the ballots; prepare a report and submit the report to the president. The president shall distribute the election report and declare the results of the election to the membership. The election report and results shall be presented at the following Board meeting and will be included in the official minutes. The newly elected Board of Directors shall, at its first official meeting, elect officers and determine the roles of members at-large.

Directors shall turn over all records, property, checks, debit cards, passwords, and other materials to their successors in a timely manner not to exceed 30 days.

ARTICLE IX – MEETINGS

AGENA shall hold at least two general meetings, including the annual meeting, each year. One meeting shall be held no later than August 31st; the annual meeting shall be held in December, on a day chosen by the 31st of October. At least two notices shall be sent for the biannual meetings: the first reminder 30 days prior to the meetings and the second reminder no less than two weeks prior to the meeting.

Special membership meetings may be called by a minimum of three Board Directors, or a minimum of ten percent of AGENA members in good standing. Notices of special membership meetings shall be communicated at least one week in advance; except that, a minimum notice of two days may be sufficient for matters deemed urgent and/or of an emergent nature.

For a general and special meetings, a quorum shall consist of ten percent of the members of AGENA in good standing. The purpose of the special meeting shall be stated in the call for the meeting. No business other than the purpose outlined in the call shall be discussed at the special meeting.

Minutes of the regularly scheduled meetings and special meetings shall be approved by the Board of Directors at its next scheduled meeting. A record of members in attendance at the bi-annual meetings shall be maintained. This record shall serve as verification of a quorum in attendance. This sign-in record shall be presented to the president and shall be included in the minutes of the bi-annual meetings.

ARTICLE X – FINANCES

The president, secretary, and treasurer shall be authorized to sign checks and authorize payment of approved invoices and expenditures. All such payments must be supported by invoice; except that no approval is required for recurring expenditures.

There shall be at least three signatories on the AGENA bank accounts. Amounts of \$500.00 and under, and all recurring expenditures, shall require the signature and authorization of only the treasurer or the president; in the absence of both the treasurer and president, the secretary shall be authorized to sign for such expenditures. Expenditures between \$500.00 and \$5000.00 inclusive shall require two signatures and approval of the Board of Directors. Expenditures above \$5000.00 shall require approval from the general membership and two signatures.

The treasurer shall present a financial report at each of the semi-annual meetings and each regularly scheduled Board meeting. The report shall, at a minimum, be a three-year comparative report showing any amount and reasons for any variances in budget line items. Any expenditure requests over or outside the budget amounts shall be presented to the Board for approval for payment. The treasurer shall notify the Board when necessity for transfers between line items becomes apparent inclusive of justification for such transfer. Such transfers shall be determined, approved and processed by the treasurer; after which, the treasurer shall present justification for the revisions to the Board.

ARTICLE XI – BYLAWS AMENDMENTS

These bylaws may be amended by a simple majority at any special or regular meeting of the general membership where a quorum is present. Presentation of the amendments to the general membership, require that the amendments have been first submitted to the Board for review and comments. In addition, the general membership must be given at least twenty-one (21) days prior notice of the meeting to allow for adequate study and review.