



**Virginia Federation of Chapters (VFC)
National Active and Retired Federal Employees
Association
(NARFE)**

CONSTITUTION AND BYLAWS

**Bylaws Revised April 2006
Constitution Revised April 2002**

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CONSTITUTION

Virginia Federation of Chapters of the National Active And Retired Federal Employees Association (NARFE)

ARTICLE I

Name

The name of this organization shall be the Virginia Federation of Chapters (VFC) of the National Active and Retired Federal Employees Association (NARFE).

ARTICLE II

Object

The objectives of the VFC shall be to accomplish objectives of the National Active and Retired Federal Employees Association as set forth in paragraph 3 of the Association's Certificate of Incorporation; to conform with the Bylaws of the National Association and operate in unity with the policies of the National Association; and to cooperate with other activities furthering the preservation of American institutions and ideals as espoused by the National Association and to:

1. Maintain a constant vigil upon the status of legislation in the Virginia General Assembly and the United States Congress, and to take action, and urge Chapters to take action, with respect to any legislation the Federation deems beneficial or inimical to annuitants and survivors in Virginia;
2. Support civic and patriotic activities in Virginia that are deemed to uphold American institutions and ideals;
3. Align the Federation with public agencies, private organizations and individuals devoted to solving problems related to the welfare and status of all the aged and aging in Virginia.

ARTICLE III

Membership

All Chapters within the State of Virginia that are in good standing with NARFE shall be eligible for membership in the VFC providing their current dues have been paid in accordance with provisions of the VFC Bylaws.

ARTICLE IV

Officers

The elected officers of the VFC shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer and Area Vice Presidents elected by Area Caucuses; and such other officers as designated in the VFC Bylaws. All officers, elected or appointed, shall be members of NARFE and a Chapter within the VFC.

ARTICLE V

Conventions

A convention shall be held annually for the purpose of fulfilling the objectives of this organization.

ARTICLE VI

Amendments

Section 1. Except for a 3/4's vote for adoption, this Constitution may be amended in accordance with provisions of the VFC Bylaws, Article XII, Amendment of Bylaws.

Section 2. Any amendment to the Constitution shall be approved by NARFE before becoming effective.

(Signed)

James C. Rice, President, VFC/NARFE

APPROVED BY THE
NARFE NATIONAL
SECRETARY

(Signed)

George Meek, Secretary, VFC/NARFE

April 24, 2002

BYLAWS

Virginia Federation of Chapters of the National Association of Active and Retired Federal Employees

PREAMBLE

The Virginia Federation of Chapters (VFC) of the National Active and Retired Federal Employees Association (NARFE) shall usually be called the Virginia Federation of Chapters or VFC. The objectives of the VFC shall be those set forth in the Constitution.

ARTICLE I Membership

Section 1. Any Virginia Chapter which is in good standing with the National Active and Retired Federal Employees Association (NARFE) shall, upon payment of dues, be a member of the Virginia Federation of Chapters (VFC); there shall be only one class of member.

Section 2. Dues

A. The Fiscal year of the Virginia Federation of Chapters (NARFE) shall begin on July 1st and end on June 30th of the following year.

B. Annual VFC dues shall be \$1.75 for each chapter voting member as defined by NARFE Bylaws. These dues shall be payable to the VFC Treasurer not later than May 31st each year. Dues shall be based upon the preceding December 31st membership. The Executive Committee may authorize a payment schedule for a chapter with financial problems. This schedule may not extend beyond June 30th of the following year.

C. On May 31st, the VFC Treasurer shall notify the Chapter President, Chapter Treasurer, and appropriate Area Vice Presidents of chapters whose dues are in arrears. Any chapter whose dues are not paid by August 31st shall be automatically suspended from membership unless the Executive Committee has authorized a payment schedule. A chapter shall be reinstated upon payment of annual dues.

D. Chapters are exempted from paying dues to the VFC for those chapter voting members who have been granted NARFE Honorary Life Membership and whose Chapter dues have also been waived, for all members who are considered to be non-voting national members (who do not pay national dues), and for those for whom chapter dues have been waived under National NARFE membership initiatives.

Section 3. Areas

The President, with the approval of the Board of Directors, shall be responsible for dividing the State into functional working areas. The division into areas shall consider chapter membership numbers as well as geography (access).

ARTICLE II
VFC Organizational Handbook

- Section 1. There shall be an Organizational Handbook, which shall contain the standing rules of the Virginia Federation of Chapters.
- Section 2. The Board of Directors shall have the responsibility for approving the *VFC Organizational Handbook* and any modifications thereof.
- Section 3. All proposed revisions to the *VFC Organizational Handbook* shall be forwarded to each chapter president for review at least 60 days prior to the next Board of Directors meeting.
- Section 4. All comments by the chapter presidents shall be forwarded to their Area Vice President at least two weeks prior to that meeting of the Board of Directors.

ARTICLE III
Officers

- Section 1. Elected Officers - The elected officers of the VFC shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and Area Vice Presidents.
- Section 2. Area Vice-Presidents - A Vice President from each Area shall be elected by Area Caucuses as scheduled at the annual convention.
- Section 3. Qualifications - Officers shall be members in good standing with NARFE and a Chapter within the VFC.
- Section 4. Duties of Officers - The duties of the officers shall be spelled out in the adopted parliamentary authority and the *VFC Organizational Handbook*.
- Section 5. Term of Office - Officers shall serve for a term of one year and until their successors are elected or appointed. The President shall not serve more than two consecutive terms. Other elected officers shall not serve more than six consecutive terms in a specific office. Terms of office shall begin at the close of the annual Convention. No member shall hold more than one elected office in the VFC at any one time.
- Section 6. Vacancy in Office - A vacancy in the office of the President shall be filled by the First Vice President; a vacancy in the office of the First Vice President shall be filled by the Second Vice President. All other vacancies in office shall be filled by appointment by the President. Appointments in vacancies of the Area Vice Presidents shall be filled in consultation with Chapter Presidents in the respective area.
- Section 7. Reports - All officers shall submit a written report to the President no later than 30 days before Convention.

ARTICLE IV
Nominations and Elections

- Section 1. Nominating Committee - The Nominating Committee shall consist of members elected by Area Caucuses at the Annual Convention. The Nominating Committee shall meet following the caucuses and elect its own chairman. No member may serve more than two consecutive terms. The Nominating Committee shall:
- A. Nominate at least one candidate for each of the elected offices of President, First Vice President, Second Vice President, Secretary, and Treasurer.
 - B. Send a report of the nominees to the President at least 60 days before Convention for inclusion in the Call to Convention.

Section 2. Additional nominations for statewide offices may be made from the Convention floor.

Section 3. Elections - Elections at the Annual Convention shall be by ballot. If there is only one candidate for an office, the ballot may be dispensed with and voting may be by voice.

Section 4. The procedures for nomination and election of Area Vice Presidents and Nominating Committee members and alternates are provided in Article V, Section 8.

ARTICLE V
Conventions

- Section 1. Annual Convention:
- A. The Annual Convention shall be held during March, April, or May, unless otherwise determined by the Board of Directors, for the purpose of transacting business of the VFC in accordance with these bylaws.
 - B. In the absence of an invitation for the succeeding convention, or in case of an emergency, the time and place for the convention shall be determined by the Executive Committee.

- Section 2. The Call to Convention shall be sent by the President to all members of the Board of Directors, the Chapter Presidents, and the Chapter Secretaries at least 45 days prior to Convention and shall include:
- A. Place and time of Convention.
 - B. Qualifications for delegates and alternates.
 - C. Report of Nominating Committee.
 - D. Proposed amendments to the Constitution or Bylaws with recommendations from the Constitution and Bylaws Committee.
 - E. All other resolutions.
 - F. Names of Convention Chairmen, including address, phone number, and Chapter.

- Section 3. The Voting Body of the Convention shall be:
- A. Delegates-at-Large shall have a full vote and are limited to members of the VFC Board and all Past VFC Presidents. If the Past President is also a Board member there will be only one vote. A Delegate-at-Large may also be a Chapter Voting Delegate and/or hold proxies.
 - B. Voting Delegates and Alternates:
 - 1. Each Chapter is entitled to one delegate for each 25 members or fraction thereof.
 - 2. Chapters may have alternates in number equal to the delegate strength.
 - C. Voting:
 - 1. In ballot voting, the designated chapter Voting Delegate shall cast the voting strength of the Chapter in accordance with prior instructions of the Chapter, or if uninstructed, by the Chapter Convention Delegation.
 - 2. All elections with more than one candidate shall be by ballot. In ballot elections one delegate (or proxy) shall cast the voting power of the Chapter in accordance with the direction of the Chapter delegation.
 - 3. Chapter with no attending Delegates may designate a Proxy to serve as its Chapter voting Delegate by notifying the VFC in writing.
 - 4. A Chapter that sends no delegate to Convention may give its voting power proxy, in writing, to another delegate.
 - 5. Delegate or Delegate-at-Large may vote not more than two Proxies.
 - 6. All voting for all contested officers as well as multiple contending Convention Sites shall be by ballot with elections controlled by the Ballots & Tellers Committee.

Section 4. Convention Committees: Convention committees appointed by the President shall include: Credentials, Convention Rules, Resolutions, Program, and Local Arrangements.

Section 5. Quorum: A quorum shall be the majority of the delegates who shall have been registered with the Credentials Committee provided that there are at least fifty delegates representing not fewer than 50% of the Chapters present.

- Section 6. Convention Expenses:
- A. Convention expenses shall be the responsibility of the VFC.
 - B. The Board of Directors shall determine the registration fee.

- Section 7. Resolutions:
- A. Resolutions may be originated by Chapters, Board of Directors or Committees, both Standing and Special.
 - B. All resolutions amending VFC Constitution or Bylaws shall be submitted to the VFC Secretary and to the Constitution & Bylaws Committee Chair at least 100 days before the Convention.
 - C. All other resolutions shall be submitted to the VFC Secretary at least 75 days before the Convention.

- D. The VFC President will receive all resolutions 70 days before the Convention for inclusion in the Call to Convention together with Committee assignments to committees
- E. Resolutions shall be presented to the Convention by the assigned Committee Chair with recommendations of the committee.

Section 8. Area Caucuses

- A. Each Area of the State shall caucus during Convention for the purpose of electing:
 - 1. An Area Vice President; and
 - 2. A member and alternate member for the Nominating Committee.
- B. If there is more than one candidate nominated, voting shall be conducted by ballot during the designated voting session.
- C. The caucus shall include presentations by, or on behalf of, statewide candidates for competitive positions, and such other matters as the caucus deems appropriate.
- D. Area Vice Presidents currently in office shall preside at caucus meetings; if absent, a chairman shall be elected by Area delegates present and voting.
- E. The presiding officer from each caucus shall report results of elections to the Secretary, who shall report to Convention.
- F. A designated time for Area Caucuses shall be included in the Convention schedule; the place shall be announced at Convention.

ARTICLE VI

Board of Directors

Section 1. The Board of Directors shall:

- A. Consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, Area Vice Presidents, the Immediate Past President of the VFC, and the chairmen of the National Legislation, State Legislation, Membership, Public Relations, Alzheimer's, and Service Committees.
- B. Have general supervision of the affairs of the VFC between Conventions and perform such other duties as prescribed in these Bylaws, including authorization of funds not covered in the budget..
- C. Be subject to the orders of NARFE. VFC actions shall not conflict with National action.
- D. Determine the amount of bond for the Treasurer and the Secretary, the cost to be borne by the VFC.
- E. Convene at least three times a year. Special meetings may be called by the President and shall be called upon written request of five members of the Board.
- F. Maximize the availability of specific information on VFC activities, as quickly as reasonable, to the chapters and interested chapter members.

Section 2. A quorum shall consist of a majority of the Board.

Section 3. Matters requiring action between meetings of the Board may be decided by mail, telephone, or other electronic procedures. Whenever reasonable and appropriate, some form of discussion among the Board members shall be undertaken in order to ensure a knowledgeable vote. Reasonable attempts shall be made to contact all Board members. All actions shall be reported at the next meeting of the Board and shall be recorded in the minutes of that meeting, including information concerning the degree of discussion and the method of voting.

ARTICLE VII Executive Committee

Section 1. The Executive Committee shall:

- A. Consist of the state-wide elected officers. The Parliamentarian shall attend meetings of the Executive Committee without vote, if deemed necessary.
- B. Have general supervision of the affairs of the organization between meetings of the Board of Directors.
- C. Authorize any expenditure of funds when deemed to be of a critical nature and time sensitive with subsequent review at the next board meeting.
- D. Report to the Board of Directors any action taken.
- E. Meet at the call of the President or upon written request of two of its members.

Section 2. The quorum shall be a majority of the committee.

Section 3. Matters requiring action between meetings of the Executive Committee may be decided as for the Board as specified in Article VI, Section 3. All actions shall be reported at the next meeting of the Executive Committee and shall be recorded in the minutes of that meeting.

ARTICLE VIII Committees and Duties

Section 1. The Standing Committees:

- A. The Standing committees shall be Constitution and Bylaws, Nominating, Membership, National Legislation, Public Relations, Service, State Legislation, and Alzheimer's.
- B. The President shall appoint the Chairman of all committees with the exception of the Nominating Committee not later than 30 days after Convention.
- C. The membership of committees, except the Constitution and Bylaws and Nominating Committees, shall be in accordance with the committee structure as described in the *VFC Organizational Handbook*.
- D. The Constitution and Bylaws Committee shall be composed of six members in addition to the Chairman, all appointed by the President. There shall be two members appointed each year. Each member shall serve three years. Every effort shall be made to have statewide representation.

Section 2. With approval of the Board, the President may appoint such special committees as are deemed necessary to carry out the work of the organization.

Section 3. The duties of the Standing Committees are defined in the *VFC Organizational Handbook*. The Constitution and Bylaws Committee shall have the responsibility to ensure that the VFC Constitution and Bylaws are in conformity with the National Articles of Incorporation, National Bylaws, and relevant government laws and regulations.

Section 4. Reports and Convention Duties of Standing Committee Chairmen:
A. Provide a written report to the President 30 days prior to Annual Convention.
B. Serve as Chairman of his/her respective committee at the VFC Annual Convention.

ARTICLE IX Indemnification

The officers and directors of the Federation and Chapters under its jurisdiction shall be reimbursed for costs incurred in connection with any civil legal action brought against them alleging civil liability for acts performed by them in connection with their official duties for the benefit of the Association. Excluded from this provision are acts of willful misconduct, criminal acts, and all acts related to the operation of motor vehicles. Reimbursements of costs shall be limited to actual costs or out of pocket expenses and only to the extent of Federation assets available at the time or by the amount payable under an insurance policy the Federation shall provide.

ARTICLE X Dissolution

In the event of dissolution of the VFC, the assets remaining after payment of all costs and expenses of such dissolution shall be transferred or conveyed to the National Association of Active and Retired Federal Employees, and none of its funds shall inure to the benefit of, nor be distributed to, an individual member. The Charter shall be returned to NARFE.

ARTICLE XI Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII
Amendment of Bylaws

Section 1. These Bylaws may be amended at the Annual Convention by a two-thirds vote provided:

- A. That the proposed amendments have been submitted by the Board of Directors, the Executive Committee, a Standing or Special Committee, or a Chapter to the Constitution and Bylaws Committee at least 100 days prior to Convention.
- B. That the proposed amendments are included in the Call to Convention with identification of the proposer(s) and the committee's recommendations.

Section 2. These Bylaws may be amended by unanimous vote provided previous notice is given at the opening meeting of the Annual Convention.

Section 3. Revision - These Bylaws may be revised only upon authorization of the Convention.

- A. Drafting an authorized revision shall be the duty of the Constitution and Bylaws Committee.
- B. The proposed revision shall be submitted in the Call to Convention.
- C. If a revision is authorized, there shall be no other amendments proposed to the existing Bylaws.

Adopted: April 29, 1987 – 33rd Annual VFC Convention
Amended: May 1989 – 35th Annual VFC Convention
Amended: April 1990 – 36th Annual VFC Convention
Amended: April 1991 – 37th Annual VFC Convention
Revised: April 1993 – 39th Annual VFC Convention
Amended: April 1995 – 41st Annual VFC Convention
Amended: April 1996 - 42nd Annual VFC Convention
Amended: April 1997 – 43rd Annual VFC Convention
Amended: April 1998 – 44th Annual VFC Convention
Amended: April 2001 – 47th Annual VFC Convention
Revised: April 2002 – 48th Annual VFC Convention
Amended: April 2005--51st Annual VFC Convention
Amended: April 2006—52nd Annual VFC Convention
Amended: April 2013 --- 59th Annual VFC Convention

(Signed)

Luther Santiful
President, Virginia Federation of Chapters

APPROVED BY THE
NARFE NATIONAL
SECRETARY

(Signed)

William A Schmidt
Secretary, Virginia Federation of Chapters

Date: April 25, 2013
[Dues changed to \$1.75 at 2013 convention] by amendment

Constitution and Bylaws Committee
E. D. (Mike) Michel, Chair (2006)
Charles Shuler (2006) Mary Swain (2006)
Helen Ahearn (2007) Howard Hjelm (2007)
Billie Casey (2008) George Hawkins (2008)
John Eaton, Parliamentarian/Advisor