

**AMENDED AND RESTATED BYLAWS
OF
NATIONAL VOLUNTARY ORGANIZATIONS
ACTIVE IN DISASTER, INC.**

Pursuant to a Special Meeting of the Members of National Voluntary Organizations Active in Disaster, Inc. (sometimes referred to as the "Corporation" and "National VOAD") held October 15, 2019, at which a quorum was present, at least two-thirds (2/3) of the Members entitled to vote at such Special Meeting approved and adopted the following Amended and Restated Bylaws:

ARTICLE I - CORPORATION

A. CORPORATE NAME

The name of the corporation shall be National Voluntary Organizations Active in Disaster, Inc.

B. PRINCIPAL OFFICE

The principal office and location of the Corporation shall be at such place as may be designated from time to time by the Board of Directors.

C. REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Virginia as the Board of Directors may from time to time determine.

D. PURPOSES

The purpose of the Corporation is to operate exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time, or any corresponding provision of any future United States Internal Revenue law (the "Code"), including, but not limited to, the following:

1. To foster more effective service to people affected by disaster through communication, coordination, cooperation, collaboration, convening mechanisms and outreach; and
2. In general, to carry on any business which is lawful and proper for a corporation organized and existing under the Virginia Nonstock Corporation Act; and
3. In general, to carry on any lawful purpose whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its property; and to do or take each and

every other action suitable or proper for the accomplishment of these purposes or to the attainment of any one or more of the objectives hereinabove enumerated, which at any time shall appear conducive to or expedient for the protection or benefit of the Corporation.

E. POWERS

The Corporation shall have the power to acquire by purchase, gift or otherwise, from time to time, such property, real and personal, as may be convenient for the successful carrying out of the objectives of the Corporation as herein above set out; and to own, manage and dispose of its property in such manner as the Corporation may deem best for accomplishing its said objectives; and the Corporation shall have the power generally to do all acts in its judgment adapted to carrying out its said objectives, which are not contrary to anything contained in these Bylaws, the Corporation's Articles of Incorporation or the constitution or laws of the State of Virginia.

F. RESTRICTION ON USE OF ASSETS

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Board of Directors, its officers, or other individuals except that the Corporation may make payments of reasonable compensation for services rendered to the Corporation and to make a payment or distribution in furtherance of the purposes set forth above.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Code.
3. Notwithstanding any other provision contained herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

G. DISTRIBUTION OF ASSETS ON DISSOLUTION OR LIQUIDATION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and as the Board of Directors shall so determine in accordance with the Virginia Nonstock Corporation Act or any other

applicable law. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE II - MEMBERS

A. CATEGORIES AND QUALIFICATIONS

Categories of membership and partners in the Corporation shall be identified in Exhibit A and incorporated herein by reference.

B. APPLICATION

Organizations exempt from Federal income taxation under Section 501(a) of the Code may apply for membership if their primary function and work is consistent with the Corporation and the organization has agreed to pay established dues.

C. DUES

Amount and structure of dues for all membership categories shall be proposed by the Board of Directors and approved by a majority vote of the Members present at the time of vote. The Board may adopt policies concerning late or non-payment of dues by Members.

D. SELECTION, RIGHTS AND TENURE

1. National Members, State/Territorial Members, Associate Members (hereinafter collectively referred to as "Members") and Partners shall be approved by a majority vote of the Directors present and voting.
2. National Members shall have the right to vote on all matters coming before the membership for a vote. State/Territorial and Associate Members shall be non-voting members, except as otherwise provided in these Bylaws.
3. The term of membership shall be perpetual, except as set forth in the following paragraph.
4. Upon a two-thirds (2/3) vote of the Directors present and voting, the membership of any Member may be terminated if that Member fails the specific criteria for each category of membership listed in these Bylaws or any additional specific criteria for each category of membership that may be defined by the Board of Directors.
5. Any Member organization, after having fulfilled all obligations to the Corporation, may resign by written notice, of the official member representative, to the President/CEO of the Corporation and the Chairperson. Resignation shall not release the resigning Member from payment of any outstanding dues, charges or other indebtedness to the Corporation.

E. ANNUAL MEETING

The annual meeting of the Members shall be held on a date to be determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the date designated for any annual meeting, or at any adjournment thereof, the Members shall cause such election to be held at a special meeting of the Members as soon thereafter as convenient.

F. SPECIAL MEETING

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairperson or the President/CEO, at their discretion. In addition, ten percent (10%) of the Members entitled to vote may, in writing, demand the call for a special meeting specifying the date and month thereof, which shall be provided not less than ten (10) nor more than sixty (60) days prior to the date of such written demand. Upon receiving the written demand the President/CEO shall give notice of such meeting to all voting Members stating the purpose. The purpose of the meeting shall be the only agenda item(s) for the meeting.

G. PLACE OF MEETING

The Board may designate any place, either within or without this State, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called pursuant to Article IV, D. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation. If so designated, any meeting may be held via telephone conference call or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall be deemed to constitute presence at a meeting.

H. NOTICE OF MEETING

Written, printed, or electronically transmitted notice stating the place, day and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be sent not less than ten (10) days nor more than sixty (60) days before the date of the meeting at the direction of the Chairperson, or the Secretary, to each Member of record entitled to vote at such meeting, and to each Director of the Corporation then in office. If such meeting is for the purpose of acting on an amendment to the articles of incorporation, a plan of merger, domestication, a proposed sale of assets pursuant to Virginia Code Section 13.1-900, or the dissolution of the corporation, then notice shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date. If mailed, such notices shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. If sent electronically, such notice shall be deemed to be delivered upon transmission. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

I. QUORUM

At any meeting of the Members, the presence of at least fifty-one percent (51%) of the Members entitled to vote, represented in person or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

J. PRESIDING OFFICER

The Chairperson shall serve as the presiding officer at meetings of the Members. If neither the Chairperson, nor the Vice Chairperson, nor the President/CEO, nor a person designated by the Board of Directors are present, the Members present shall appoint a presiding officer for the meeting. The presiding officer shall designate an appointee to act as the secretary of the meeting.

K. VOTING

1. Each National Member in good standing shall be entitled to one vote in any and all meetings of the Members of the Corporation. State/Territorial and Associate Members shall not be entitled to vote, except as otherwise provided in these Bylaws.
2. Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. The vote of a Member's representative shall constitute the vote of the Member.
3. Robert's Rules of Order, latest edition, shall govern as the manner in which to conduct any meetings of the Corporation. Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by secret ballot. The act of a majority of Members entitled to vote at a meeting at which a quorum is present shall be the act of the Members, except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.
4. The acting Member representative entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another person, directly affiliated with the Member organization, to act on behalf of said Member organization. Every proxy must be signed by the Member representative and include beginning and ending dates for the authorization period. Every proxy shall be revocable at the pleasure of the Member representative executing it, except as otherwise provided by law.

L. VOTING LISTS

In collaboration with the National VOAD staff, the Secretary of the Corporation shall maintain an accurate and current list of the names and addresses of the Members of the

Corporation eligible to vote. Such list shall be available for inspection at any and all meetings of the Members of the Corporation.

M. ACTION WITHOUT A MEETING

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

ARTICLE III - BOARD OF DIRECTORS

A. GENERAL AUTHORITY

The Board of Directors ("Board") is responsible for establishing the strategic vision and providing oversight of the Corporation. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper and which are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of this State.

B. NUMBER AND TENURE

There shall be twelve (12) voting Directors with staggered terms of three (3) years each. Three Directors shall represent the State/Territorial Members (one elected each year), and nine (9) Directors shall represent the National Members (three elected each year). The State/Territorial Member representatives shall represent and be elected by the State/Territorial Members (one each year). Each Director may be elected to only two (2) consecutive terms. A one (1) year absence from the Board must occur prior to becoming eligible following completion of a second consecutive term. Each term ends at the close of the annual Members' meeting held in the third year after his or her election. Notwithstanding the expiration of his or her term, each Director shall continue to serve in office until his or her successor shall have been duly elected and qualified, or until he or she shall have resigned or been removed from office. The President/CEO shall be an ex-officio non-voting member of the Board. There may be other non-voting members appointed by the Directors from time to time as the Directors deem appropriate.

C. NOMINATION AND ELECTION PROCESS

At the annual meeting of the Members, all of the National Members present in person or by written proxy and entitled to vote shall elect three (3) Directors, and all of the State/Territorial Members present in person or by written proxy and entitled to vote shall elect one (1) Director. Directors representing the National Members must be the designated representative of a National Member organization. Directors representing the State/Territorial Members must be a current officer in a State/Territorial VOAD, or an immediate past officer. Directors no longer serving as a current or immediate past officer in a State/Territorial VOAD, and seeking nomination for a

second consecutive term must be endorsed by the State/Territorial VOAD Board of Directors. All nominees to be considered for election will be qualified and selected by a nominating committee and presented to the Members for consideration and election at the annual meeting. There will be no provision for nominations from the floor at the election.

D. REGULAR MEETINGS

A regular meeting of the Board shall be held immediately after and at the same place as the annual meeting of the Members. The Directors may provide by resolution the time and place for the holding of additional regular meetings. Notice of all meetings shall be provided not less than ten (10) nor more than sixty (60) days prior to such meeting.

E. SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the Chairperson, the President/CEO, or a majority of the Board. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting. The purpose of the meeting shall be included in the notification of the meeting.

F. ELECTRONIC MEETINGS

The Board of Directors may permit any or all directors to participate in a Regular or Special Meeting by, or conduct the meeting through, the use of any means of communications by which all Directors participating may simultaneously hear each other during the meeting, and participation by such means shall be deemed to constitute presence at a meeting. These Regular and Special Meetings of the Board may be held by electronic means (such as Internet communication systems, telephone conferences, video conferences, etc.) subject to the following:

1. A majority of the Board members shall have access to the appropriate electronic meeting media as verified to their response. This majority shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.
2. The technology used for the electronic meetings shall allow the Board members full access to and full participation in all meeting transactions throughout the specified time of the meeting.
3. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of the votes cast shall be necessary for the adoption of motions.
4. Procedural rules and policies related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors

G. NOTICE

Written notice of a regular or special meeting shall be transmitted at least ten (10) days but not more than sixty (60) days prior thereto by mail or electronic transmission to each Director at his or her address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If sent electronically, such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of a meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

H. QUORUM

At any meeting of the Board, the presence of at least fifty-one percent (51%) of the Directors then in office shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

I. VOTING; MANNER OF ACTING

Each Director entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required under the Articles of Incorporation, these Bylaws or under any applicable laws of the State of Virginia.

J. VACANCIES

The vacancy of a seat on the Board of Directors may be filled by the election of a new Director by the Board of Directors for the remainder of the unexpired term, provided that such election is ratified by the Members at the next succeeding annual meeting. The Nominating Committee shall recommend to the Board a person to fill the vacancy. The Board shall approve the person to be appointed by majority vote of those present. That person shall have all the rights and responsibilities of a Board Member until they are brought before the Members for ratification at the next meeting of the Members. A Director filling the vacancy of a seat on the Board of Directors, regardless of the remainder of the unexpired term, shall constitute the equivalent of 1 full term.

K. REMOVAL OF DIRECTORS

A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Members present and voting. Such removal shall be effective upon the occurrence of such vote at any regular or annual meeting, or at any special meeting called for that purpose. Recall elections, held by the Membership, shall be conducted within thirty (30) days of the presentation to the Chairperson of a petition signed by one-half (1/2) of the Members qualified to vote. Such

removal or recall of a Director shall be without prejudice to the contract rights, if any, of the person so removed.

L. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the Chairperson, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

The seat of any Director whose direct affiliation with the Member ceases, or if such Director no longer serves as the duly-authorized representative of the Member, shall automatically become vacant.

M. COMPENSATION

No compensation shall be paid to Directors for their services as such, except that Directors may receive reimbursement for expenses incurred on behalf of the Corporation, if the Board so provides. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

N. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Directors of the Corporation at a meeting may be taken without a meeting if all of the Directors entitled to vote consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolutions and consents of the Directors shall be filed in paper form with the minutes of the proceedings of the Corporation.

ARTICLE IV - OFFICERS

A. NUMBER

The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Treasurer and a Secretary, each of whom shall be elected by the Directors from the membership of the Board. A President/CEO and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors. Such officers shall have the authority to and shall perform the duties prescribed, from time to time, by the Board of Directors.

B. ELECTION AND TERM OF OFFICE

The officers shall be elected at the first meeting of the Directors held after the annual meeting of all Members of the Corporation. Each officer's term shall be for one (1) year, ending at the next annual Directors' meeting. Each officer may be elected to only two (2) consecutive terms. Notwithstanding the expiration of his or her term, each officer shall continue to serve in office until his or her successor shall have been duly elected or until he or she shall have resigned or been removed from office. The President/CEO shall be elected as specifically provided in these Bylaws and the consecutive terms in office shall not be limited.

C. REMOVAL

Any officer or agent elected or appointed by the Board may be removed by a simple majority vote of the Directors, whenever in the Directors judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Recall elections may be held at the discretion of the Chairperson and must be held within thirty days of the petition of one-third (1/3) of the Directors. If the person is removed as an officer, they may remain on the Board of Directors, or they may be removed by another majority vote of the Board of Directors.

D. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board for the unexpired portion of the term, except that the Vice Chairperson shall automatically assume the position of Chairperson in the event of a vacancy in the office of Chairperson for the unexpired portion of the term. Election of any officer, filling a vacancy, shall be at the membership and tier level of the former officer.

E. CHAIRPERSON

The Chairperson shall preside at all meetings of the Members and of the Board. He or she shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time.

F. VICE CHAIRPERSON

The Vice Chairperson shall preside at meetings of the Members and of the Directors in the absence of the Chairperson. The Vice Chairperson shall assume the position of Chairperson in the event that the Chairperson fails to complete his/her term. The Vice Chairperson shall also perform such other duties as may be assigned by the Chairperson or by the Board of Directors.

G. SECRETARY

The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and (d) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her from time to time by law, the Board of Directors, the Chairperson, or these Bylaws. The Board may appoint an Assistant Secretary to assist the Secretary in the performance of his or her duties.

In addition, the Secretary shall insure the safekeeping of the minutes of all meetings of the Board of Directors and of the Membership of the Corporation. He or she will ensure that a register of the complete addresses of each Member, the designated representative of each Member, and of each Director which shall be furnished to him or her by such Member or

Director is kept by the Corporation. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required.

H. TREASURER

The Treasurer shall be the chief financial officer of the Corporation, and shall have custody of, and be responsible for, all the funds and securities of the Corporation. In such role, the Treasurer shall perform the following functions: (a) receive all contributions and other funds and securities payable to the Corporation and deposit and withdraw such funds in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Board of Directors; (b) pay all debts of the Corporation as they come due; (c) prepare current financial reports for the Corporation and submit them to the Board of Directors at its regular meetings; (d) prepare year-end financial statements for the Corporation and submit them to the Board of Directors at its Annual Meeting; (e) retain all financial records of the Corporation, including, without limitation, vouchers, receipts, bank statements and cancelled checks; and (f) perform such other duties and have such other responsibilities as shall be assigned to him/her from time to time by law, the Board of Directors, the Chairperson, or these Bylaws. The Board may appoint an Assistant Treasurer to assist the Treasurer in the performance of his or her duties.

I. PRESIDENT/CEO

The President/CEO shall be elected by an affirmative vote of two-thirds (2/3) of the Directors voting. The President/CEO shall be the chief administrative officer of the Corporation and, subject to the Board of Directors, shall have general charge of the Corporation's activities. In such role, the President/CEO shall be responsible for conducting the day to day programs, policies, administration, and fiscal functions of the Corporation as authorized by the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed and are in accordance with the policies and procedures set forth by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

J. DELEGATION OF AUTHORITY

The Board of Directors may from time to time delegate any of the functions, powers, duties, and responsibilities of any officer elected by the Board of Directors to any other officer elected by the Board of Directors or to any agent or employee of the Corporation or other responsible person. In the event of such delegations the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

ARTICLE V - COMMITTEES

The Board of Directors shall have the power to establish and designate, by resolution passed by a majority of the Board of Directors, such committees as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation and to delegate to such committees those powers which, in its discretion, it feels are necessary or desirable, except

to the extent limited by these Bylaws, the Articles of Incorporation of the Corporation, or the laws of the State of Virginia. A majority of the members of any such committee shall constitute a quorum thereof, and no acts of any such committees shall be valid unless approved by the affirmative vote of the majority of the committee members present at a meeting at which a quorum is present. Any committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors from time to time. Any such committee shall meet following appropriate notice to all of its members as further defined by policies and procedures set forth by the Board of Directors.

A. STANDING COMMITTEES

The following committees shall exist as the standing committees of the Corporation.

1. **BYLAWS** - This committee will be chaired by the Vice Chairperson and provide oversight, review and submit recommended revisions to the members for voting.
2. **NOMINATING** - This committee will be chaired by a current Director, have a minimum of three (3) members with at least one (1) member not currently on the Board.
3. **FINANCE** - This committee will be chaired by the Treasurer and is responsible for fiscal policy.
4. **MEMBERSHIP** - This committee will be chaired by a current Director, have a minimum of three (3) members with at least one (1) member not currently on the Board.
5. **NATIONAL VOAD CONFERENCE** – This committee will consist of two (2) Board members, the President/CEO, and a representative from each of the immediate past, current, and future conference host committees. This committee is responsible for oversight of the planning of the annual VOAD Conference
6. **EXECUTIVE** – The Executive Committee will minimally consist of the elected officers, and the President/CEO serving as ex-officio member having voice without vote. The Executive Committee may also include any other individuals in either an official (voting) or ex-officio (non-voting) capacity, as the Board deems necessary. The voting members of the Executive Committee must include representation from each voting member class. If each voting member class is not represented in the duly elected officers, then the Chairperson will appoint an at- large member of the Executive Committee to insure that all voting member categories are represented on the Executive Committee. The Executive Committee convenes periodically at the request of any of its members and is authorized to exercise the powers and responsibilities of the Board when that body is not in session. The Executive Committee is empowered to take any action that could be taken by the Board as a whole, and will report on its activities in a timely manner to the full Board. However, the Executive Committee shall not fill vacancies on the Board or any of its committees or approve a plan of merger not requiring member approval.

7. **AUDIT** - There shall be a standing audit committee consisting of no fewer than two Directors and one Member Representative not serving as a Director (none of whom shall be members of the Finance committee.). The committee shall have access to financial expertise, whether in the form of a single individual serving on the committee, or collectively among the committee members. Where it is deemed advantageous, additional persons who are not directors may be appointed as non-voting members to provide subject matter expertise. All members of the committee shall be appointed by the board Chairperson, with the advice and consent of the board. The committee reports to the full board and maintains lines of communication with management and the independent auditor. The Chairperson of the Board shall be an ex officio member of the committee.

8. **PERSONNEL** - There shall be a standing personnel committee consisting of no fewer than two Directors, two Member Representatives not serving as a Director, and the President/CEO; to assist the President/CEO in developing and managing policies and procedures related to personnel management in accordance with local, state, and federal laws. The President/CEO manages the staff in accordance with the policies and procedures in the Employee Handbook. The Personnel Committee will provide guidance and recommendations to the Board to ensure that the Chief Executive and staff are managed in accordance with established policies and procedures. It will also make recommendations on new and updated policies and procedures. Any new policies and procedures must be approved by the full board. Members of the committee should have demonstrated supervisory/management experience, and this is a requirement for non-Director members of this committee. The Chairperson of the Board shall be an ex officio member of the committee.

B. AD HOC COMMITTEES

Ad Hoc Committees may be created and/or terminated, as needed, by the Board. The mission, scope, composition, and term of such committees shall be determined by the Board.

C. TASK FORCES AND COUNCILS

Task Forces and Councils may be created and/or terminated, as needed, by the Board. The mission, scope, composition and term of such task forces and councils shall be determined by the Board.

ARTICLE VI- BUSINESS OPERATIONS

A. CONTRACTS

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

B. CHECKS, DRAFT, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President/CEO.

C. DEPOSITS

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

D. AUDITS

The financial accounts and records of the Corporation shall be audited not less than once per fiscal year by an auditor who shall be selected by the Treasurer with the advice and consent of the Board of Directors.

E. AGENTS AND EMPLOYEES

The Board of Directors may appoint agents and employees of the Corporation who shall have authority to perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

F. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of its accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31 of each year. The fiscal year can be changed by resolution of the Board of Directors.

ARTICLE VIII - WAIVER OF NOTICE

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these Bylaws or the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time when notice was required to be given, shall be

equivalent to the giving of such notice.

ARTICLE IX - INDEMNIFICATION

The Corporation will, to the fullest extent authorized by law, indemnify any present or former officers or directors of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she or his or her testator or intestate is or was a director or officer of the Corporation, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee- benefit plan), amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person, his or her testator or intestate may be entitled apart from this provision.

ARTICLE X - AMENDMENTS

A. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended, restated or repealed (and the Corporation thereby dissolved) by a vote of two-thirds (2/3) of the Members entitled to vote at any annual or special meeting of the Members when the proposed amendment, restatement or repeal has been set forth in the notice of such meeting.

B. BYLAWS

Any amendments to these Bylaws must be approved by a vote of two-thirds (2/3) of the Members entitled to vote at any annual or special meeting of the Members. Proposed amendments must be distributed to the Members at least thirty (30) days prior to the date of the meeting at which they are to be considered and presented for adoption.

EXHIBIT A

Membership and Partnership Categories

A. Membership Categories

1. National Membership is available to organizations that are national in scope and purpose, voluntary, and active in disasters (referred to as "National Member"). *A National Member shall meet one or more of the following criteria: total organizational budget in excess of \$1 million or total staff and volunteers in excess of 300.* Each National Member shall appoint a duly-authorized representative to represent it at meetings, serve as the primary point of contact and to be eligible for nomination to the Board of Directors. The representative shall be directly affiliated with the Member organization and shall be the Chief Executive or Director of the Member organization or the Chief Executive's or Director's designee as provided, in writing, to the National VOAD staff and the Secretary of the Corporation.

2. State/Territorial Membership, *one to each state or territory*, is available to coalitions of agencies that are statewide in scope and purpose, voluntary, and active in disasters (hereinafter referred to as "State/Territorial Member"). Each State/Territorial Member shall appoint a duly-authorized representative to represent it at meetings, serve as the primary point of contact and to be eligible for nomination to the Board of Directors. The State/Territorial member representative's designee shall be provided, in writing, to the National VOAD staff and Secretary of the Corporation.

3. Associate Membership is available to national organizations that have a vested interest throughout the disaster continuum and are able to actively contribute to the Corporation but are unable to meet the requirements of National Membership. Each Associate Member shall appoint a duly-authorized representative to represent it at meetings and serve as the primary point of contact for the Associate Member. The Associate member representative's designee shall be provided, in writing, to the National VOAD staff and Secretary of the Corporation.

B. Partnership Categories

1. Governmental Partnership is open to governmental agencies that bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.

2. Private Partnership is open to Private Sector entities that bring resources to the VOAD movement, demonstrate a commitment to support the VOAD mission, and agree to contribute to National VOAD (or the State/Territorial VOAD or Local/Regional VOAD, if a partner at that level). Additional specific criteria for each category of Membership and Partnership may be defined from time to time by the Board of Directors.