

**WEST VIRGINIA ASSOCIATION OF LICENSING BOARDS
BY-LAWS**

ARTICLE I

Name

The name of the Association shall be West Virginia Association of Licensing Boards.

ARTICLE II

Principal Office

The principal office of the Association shall be located at the office of the Secretary-Treasurer. The Association may have such other offices as may be designated by its members or its Executive Committee.

ARTICLE III

Membership

A. Membership

I. **Active:** Any licensing board created by the legislature under the statutes of West Virginia is eligible to become an active member of this Association, with full voting and other privileges, if qualified under such rules as the membership provides.

II. **Associate:** Any government agency employee can become an active, non-voting member of the Association.

III. **Corporate:** Any corporate entity can become an active, non-voting member of the Association.

B. Voting

Each active member shall be entitled to one (1) vote in the affairs of the Association. Each active member (licensing board) shall designate an individual who shall have the authority to cast the vote for said member.

C. Duration of Membership

Membership in this Association may terminate by voluntary withdrawal. All rights, privileges, and interest of a member in or to the Association shall cease on termination of membership. Membership shall be non-transferrable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawal shall be effective on fulfillment of all obligations to the date of withdrawal.

ARTICLE IV

Entrance Fee and Dues

A. Entrance Fee

There shall be no initial entrance fee other than the first year's dues.

B. Amount of Dues

The annual dues required for membership in the Association shall vary based on their membership category. Dues changes must be approved by a majority of the active members present at said meeting when discussed.

C. Invoices

Annual dues invoices will be distributed with the notice of

the annual meeting. Payment is due sixty (60) days from the date of receiving the invoice.

D. Hardship waiver

Any member may request a waiver of the annual dues due to hardship. This request must be submitted to and approved by the Executive Committee.

ARTICLE V

Meetings

A. Annual Meeting

There shall be an annual meeting of the Association unless otherwise ordered by the Executive Committee, for election of officers, receiving reports, and the transaction of other business. Meetings shall be open to all active members. Notice of such meeting, issued by the Secretary / Treasurer, shall be mailed to the last recorded address of each member at least fourteen (14) days before the time appointed for the meeting.

B. Quorum

A majority of the active members of this Association, present at any meeting, shall constitute a quorum.

C. Order of Business

The order of business at the annual meeting shall be as follows:

- (1) Call to order
- (2) Approval of minutes of previous meeting

- (3) Receiving communications
- (4) Reports of officers
- (5) Reports of committee heads and committee members
- (6) Unfinished business
- (7) New business
- (8) Election of officers (if applicable)
- (9) Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as defined in Robert's Rules of Order shall govern, when not in conflict with these By-Laws.

D. Special Meetings

Special meetings of the Association may be called at any time by the President, and must be called at any time by the President, or in his absence by the Vice-President or Secretary / Treasurer, on the written request of a majority of the Executive Committee, or on the written request of not less than ten (10) active members of the Association. Fourteen (14) days' notice of any special meeting must be given to the members of the Association, and the notice must state the object of the meeting.

ARTICLE VI

Officers

A. Elected Officers

The elected officers of the Association shall be a President, Vice-President and Secretary / Treasurer. Other offices and officers may be established and appointed by the active members of the Association at the regular annual meeting.

B. Terms

The President, Vice-President and Secretary / Treasurer shall take office thirty (30) days after their election and shall serve for a term of two (2) years and until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the Executive Committee.

C. President

The President shall be the chief officer of the Association and shall be present at meetings of the Association and of the Executive Committee. He / she shall be a member ex-officio of all committees. He / she shall communicate to the Association such matters and make such suggestions as may in his / her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office.

D. Vice-President

The Vice-President shall perform all duties of the President during the absence of the President. He / she shall be a member ex-officio of all committees.

E. Secretary / Treasurer

The Secretary / Treasurer shall keep an account of all monies received and expended for use of the Association, and shall make disbursements authorized by the Executive Committee or such other persons as the active Association members may prescribe. All sums received shall be deposited by him / her in the bank or banks

approved by the Executive Committee, and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only on the signature of the President or Secretary / Treasurer. The duties of the Secretary / Treasurer, upon the approval of the membership, may be delegated to the Vice-President.

The funds, books, and vouchers in his hands shall at all times be subjected to verification and inspection of the elective officers of this Association. At the expiration of his term of office, the Secretary / Treasurer shall deliver to his successor all books, money, and other property of the Association.

The administration and management of the Association shall be vested in the Secretary / Treasurer. He / she shall direct the activities of the Association and perform such other duties as may be defined by the Executive Committee. It shall be his / her duty:

- A. To give notice of and attend all meetings of the Association and all committees and to make provisions for the keeping of the record of proceedings;
- B. To conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed;
- C. To keep a list of the members of the Association;
- D. To establish a mechanism for the collection of dues and their payment to the Secretary / Treasurer ;
- E. To keep records as to any agents retained by the Association, and to take charge of and supervise the performance by them of their duties;
- F. To prepare, with the concurrence of the treasurer, an annual report of the transactions and conditions of the Association, and generally to devote his best

interest to the Association.

ARTICLE VII

Elections

A. Officers

The election of Association officers shall take place every two (2) years at the time and place during the regular annual meeting. The officers shall be elected by the active membership. Candidates who receive a majority of votes so cast shall be elected.

B. Members of Executive Committee

Members of the Executive Committee shall consist of the President, Vice-President and Secretary / Treasurer.

ARTICLE VIII

Committees

A. Standing Committees

This Association shall have at least two (2) standing committees: an Executive Committee of the three (3) officers of the Association and a membership committee of a minimum of three (3) persons. Additional standing committees may be established from time to time by a vote of the active membership. Members of these committees shall be elected at the annual Association meeting. Each standing committee shall have a chairman, who shall be responsible for directing and coordinating the affairs of his committee. Vacancies that occur on any committee by reason of death, resignation, or otherwise may be filled by the remaining members for the unexpired term.

B. Executive Committee

The Executive Committee shall have supervision, control, and direction of the affairs of the Association; shall execute the policies, and decisions of the active membership; shall actively promote the Association's objects; and shall have discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint subcommittees or agents to work on specific problems or reports. The Executive Committee shall have a regular meeting at the time and place of the annual meeting, and shall report to the membership on its activities. It shall meet on the call of the President or Secretary /Treasurer. It shall also meet on demand of a majority of the active members of the Association.

C. Membership Committee

The membership committee shall determine those qualifications required for membership in the Association. It shall also determine those qualifications for the person representing the active member (licensing board). It shall make imposition and amount of dues to be paid by members and the time of payment thereof. The membership committee shall report on matters of interest at annual meetings of the Association.

D. Ad Hoc Committees

The President and/or Executive Committee may create ad hoc committees by appointment. These appointments for an ad hoc committee may consist of any member of a member board to serve at the will and pleasure of the President and/or Executive Committee.

ARTICLE IX

Vote

When, in the judgement of the Executive Committee, any question shall arise that should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these By-Laws, submit the matter to the membership in writing by mail or email for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or email within one (1) week after such submission to the membership, provided that, in each case, votes of at least a majority of the members shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

ARTICLE X

Amendments

These By-Laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the active members at any duly organized meeting of the Association.

ARTICLE XI

Liabilities

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any member, officer, agent or employee of the Association; nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these By-Laws, excepting only acts or omissions arising out of his willful malfeasance.

ARTICLE XII

Funds

A. Finances

The Association is not a profit-making organization. This Association shall use the funds only for the objects and purposes specified in its corporate charter and these By-Laws.

B. Bonding

Persons entrusted with the handling of Association funds may be required, at the discretion of the Executive Committee, to furnish, at Association expense, a suitable fidelity bond.

ARTICLE XIII

Dissolution

The Association may be dissolved by the vote of a two-thirds (2/3) majority of its active members. In the event of dissolution, the property of the Association shall be distributed equally among the active members (licensing boards).

Approved: (February 8, 2008)