

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.

ARTICLE VIII- FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of June of each year.

ARTICLE IX - 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 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The Articles of Incorporation of the Corporation may be amended, restated or repealed (and the Corporation thereby dissolved) by a vote of two-thirds of the Members entitled to vote at any annual or special meeting of the Members when the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 by-laws must be approved by a vote of two-thirds 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 days prior to the date of the meeting at which they are to be considered and presented for adoption.

Secretary and Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

H. EXECUTIVE SECRETARY

The position of Executive Secretary shall exist at the discretion of the Board of Directors. If the Directors decide to fill such a position, the Executive Secretary shall keep the minutes of the Members' meetings and of the Directors' meetings in one or more books provided for that purpose. He or she shall perform such other duties as from time to time may be assigned to him or her by the President or by the Directors.

ARTICLE VI - COMMITTEES

The following committees shall exist as the standing committees of the organization:

A. Standing Committees

1. BY-LAWS - This committee will be chaired by the Vice President and provide oversight, review and submit recommended revisions to the members for voting.
2. NOMINATING - The nominating committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the board
3. FINANCE - This committee will be chaired by the Treasurer and is responsible for fiscal policy and engagement of the auditing process.
4. MEMBERSHIP - The membership committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the board.

B. Adhoc Committees will be created and/or terminated, as needed, by the Directors to deal with operational issues.

ARTICLE VII - BUSINESS OPERATIONS

A. CONTRACTS

The Directors may authorize any officer or officers, agent or agents, 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.

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.

expiration of his or her term, each officer shall continue to serve in office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall have resigned or been removed from office.

C. REMOVAL

Any officer or agent elected or appointed by the Directors 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 President and must be held within thirty days of the petition of one-third of the Directors.

D. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term, except that the Vice President shall automatically assume the position of President in the event of a vacancy in the office of President for the unexpired portion of the term.

E. PRESIDENT

The President shall be the principal executive officer of the Corporation and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Members and of the Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors 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. He or she shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

F. VICE PRESIDENT

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

G. SECRETARY-TREASURER

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. He or she shall receive and give receipts for moneys due and payable to the Corporation from any source. He or she shall deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws. He or she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required. He or she shall be the custodian of the corporate records and of the seal of the Corporation. He or she shall keep a register of the post office address of each Member, each representative of each Class A Member, and of each Director which shall be furnished to him or her by such Member or Director. He or she shall in general perform all of the duties incident to the offices of

G. VOTING

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. All elections shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

H. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

I. 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 or by paper ballot.

J. REMOVAL OF DIRECTORS

For good cause, a Director may be removed by a vote of four-fifths of all of the other Directors then in office. Recall elections, held by the Membership, shall be conducted within thirty days of the presentation to the President of a petition signed by one-half 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.

K. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary-Treasurer 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.

L. COMPENSATION

No compensation shall be paid to Directors for their services as such. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

ARTICLE V - OFFICERS

A. NUMBER

The officers of the Corporation shall be a President, a Vice President, and a Secretary-Treasurer, each of whom shall be elected by the Directors. An Executive Secretary and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors.

B. ELECTION AND TERM OF OFFICE

The officers of the Corporation shall be elected by the Directors 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 year, ending at the next annual Directors' meeting. Notwithstanding the

B. NUMBER AND TENURE

There shall be twelve directors who shall serve staggered terms of three years each. Three directors will represent state/territorial VOADs. At the annual meeting of the Members, all of the Members present in person or by written proxy and entitled to vote shall elect four Directors. Nominees will be selected by a nominating committee. Additional nominees may be added to the slate from the floor prior to the election. Each director's term shall be for three years, with a two consecutive term limit. A one 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 shall have qualified or until his or her death or until he or she shall have resigned or been removed from office.

C. REGULAR MEETINGS

A regular meeting of the Directors shall be held without other notice than this Bylaw 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 without other notice than such resolution. Any meeting of the Directors may be held via telephone conference call.

D. SPECIAL MEETINGS

Special meetings of the Directors may be called by or at the request of the President, or a majority of the Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding and special meeting of the Directors called by them. Any special meeting of the Directors may be held via telephone conference call.

E. NOTICE

Notice of a special meeting shall be given at least ten days prior thereto by written notice delivered personally or by mail 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. 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.

F. QUORUM

At any meeting of the Directors, fifty-one percent 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.

G. QUORUM

At any meeting of Members, fifty-one percent of the Members of the Corporation 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,

H. VOTING

1. Qualifications. Each Class A Member in good standing shall be entitled to one vote in any and all meetings of the Members of the Corporation. No Class B or Class C Member shall be entitled to vote.
2. Manner. 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. Each Member shall appoint a person to represent it and to cast its vote at meetings of the Members of the Corporation. Upon the demand of any Member, the vote upon any question before the meeting shall be by secret ballot. All elections shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

I. VOTING LISTS

1. Maintenance. The Secretary-Treasurer 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.
2. Determination. Each Class A Member shall provide to the Secretary-Treasurer for placement on the official list of voting Members the name and address of the person appointed to represent it and to vote for it at meetings of the Members of the Corporation. In the event of the absence of such notification or of conflicting notifications, the Secretary-Treasurer if anyone, should represent the Member in question at any meeting of the Members of the Corporation.

J. INFORMAL ACTION BY MEMBERS

Unless otherwise provided for by law, any action required to be, or which may be, taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken, is signed by at least four-fifths of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE IV - BOARD OF DIRECTORS

A. GENERAL POWERS

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board. They may adopt such rules and regulations for the conduct of their meeting 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.

2. Class A Members shall have the right to vote on all matters coming before the membership for a vote. Class B Members and Class C Members shall have no right to vote on any matter.
3. The term of membership shall be perpetual, except as set forth in the following paragraph.
4. Termination of membership.
 - a. Upon the vote of a majority of the Directors present and voting, any Class A Member's membership may be terminated if that Member fails:
 - i. to make an annual financial contribution to the Corporation's operating budget.
 - ii. to have organizational representation at two consecutive annual meetings of the membership of the Corporation.
 - b. The membership of any Class B or C Member may be terminated at any time by a vote of four-fifths of the Directors present and voting.

C. 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 appointing Directors and for the transaction of such other business as may come before a meeting.

D. SPECIAL MEETING

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of ten percent of the Members entitled to vote at such a meeting.

E. PLACE OF MEETING

The Directors 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 by the Directors. A waiver of notice signed by all entitled to vote at a meeting may designate any place, either within or without this State, unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principle office of the Corporation. If so designated, any meeting may be held via telephone conference call.

F. NOTICE OF MEETING

Written or printed 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 delivered not less than ten days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting, and to each Director of the Corporation then in office. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the books of the Corporation, with postage thereon prepaid.



NATIONAL VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, INC.

BYLAWS

As Amended March 18, 2002

ARTICLE I - PURPOSE AND OBJECTIVES

The purpose and objectives of the Corporation shall be to foster more effective service to people affected by disaster through communication, coordination, cooperation, collaboration, convening mechanisms and outreach.

ARTICLE II - OFFICES

The principal office of the Corporation shall be located at the office of the President or such other location as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Virginia (hereinafter referred to as "this State"), as the Board of Directors may designate or as the business of the Corporation may from time to time require.

ARTICLE III - MEMBERS

A. CLASSES AND QUALIFICATIONS.

There shall be three classes of membership in the Corporation as identified below.

1. Class A Members. Class A membership may be granted to any corporation, institution or other entity pursuant to the following principles:
 - a. The organization shall be national in scope and purpose.
 - b. The organization shall consist of voluntary memberships or constituencies, shall have a not-for-profit structure and shall have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States.
 - c. The organization shall have a disaster response program and policy for commitment of resources (i.e., personnel, funds and equipment) to meet the needs of people affected by disaster, without discrimination as to race, creed, gender or age.
2. Class B Members. Class B (or Associate) membership may be granted to any chartered state VOAD (Voluntary Organization Active in Disasters) group.
3. Class C Members. Class C (or Affiliate) membership may be granted to any organization with disaster planning and operations responsibilities or capabilities which does not meet the requirements for membership in Class A or Class B.

B. SELECTION, RIGHTS AND TENURE.

1. All Members in all classes of membership shall be selected by a majority vote of the Board of Directors present and voting.