

Final 06-15-21

Blacksburg Virginia AARP
Chapter Number #2613
Bylaws

The AARP Chapter Bylaws provide guidance on chapter operations and functions and provide for chapter compliance with IRS regulations. Additional information on chapter governance and operations is provided in the AARP Handbook for Chapters, and the AARP Blacksburg Standing Rules.

ARTICLE I: OFFICES

The principal office of the Blacksburg Virginia Chapter #2613 (hereinafter referred to as the Chapter) is located at the residence of the Chapter president. The official address of the Chapter is P. O. Box 10082, Blacksburg, VA 24062.

ARTICLE II: PURPOSE

The Chapter is a community of service whose purpose is to promote at the local level the priorities, programs and policies of AARP, a District of Columbia Nonprofit Corporation. In particular, Chapters are created to:

- Maximize member engagement in a broad menu of community service, information and educational activities and experiences;
- Add value for members by maximizing their opportunities for self-realization, personal growth and life-enriching fellowship and support;
- Demonstrate the contributions and potential of people over the age of fifty, encouraging their full participation in contemporary life and stimulating public interest in their issues.

Persons seeking membership in the AARP Blacksburg are welcome without regard to race, ethnicity, age, religion, national origin, political affiliation, gender, sexual orientation or abilities.

ARTICLE III: MEMBERS

Section 1: Classes and Dues

There shall be three classes of members of the Chapter: individual, national AARP organization and associate.

- a. Individual members shall be persons who pay the annual chapter membership dues as prescribed by the Board of Directors. A membership includes a spouse or partner.
- b. National organization member shall be AARP.

c. Associate members of the chapter shall be any associate members (persons who are less than 50 years of age) who care to join. Associate members of the chapter shall have the same rights as individual members, including the right to vote and hold elective office, and shall be subject to the payment of dues. The term individual member as used in these Bylaws shall be deemed to include associate members.

Section 2: Voting Rights

- a. Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- b. Except as otherwise provided in Article IX of these Bylaws, the national organization member, AARP, shall have the right to vote on each matter submitted to a vote of the members relating to:
 - i. the amendment of the Articles of Incorporation or Bylaws of the Chapter,
 - ii. a liquidation, dissolution, merger or consolidation involving the Chapter, and
 - iii. the sale, exchange, mortgage, pledge, or other disposition of all, or substantially all, the assets and property of the Chapter.

The affirmative vote of the national organization member shall be necessary to decide any matter upon which the national organization member is entitled to vote.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Regular Meetings

Regular meetings of the Chapter shall be held on such dates as shall be determined by the Board of Directors of the Chapter and announced to the members.

Section 2: Annual Meeting

The annual meeting of the members of the Chapter shall be held in the month of November on a date and at a time and place determined by the Board of Directors, for the purpose of electing officers and directors and the transaction of such other business as may properly come before the meeting.

Section 3: Special Meetings

Special meetings of the members may be called at any time by the President or shall be called by the President or the Secretary at the request of a majority of the Board of Directors or Officers or at the request of a majority of the members.

Section 4: Place of Meetings

Meetings of the members are held on the third Tuesday of each month at the Blacksburg Community Center, 725 Patrick Henry Drive, Blacksburg, VA 24060 or at such other place as the Board of Directors may select and designate in the notice of such meeting. Meetings may be held virtually.

Section 5: Notice of Meetings

Notice of the annual and special meetings of members, stating the purpose for which the meeting is called and the time and place it is to be held, shall be delivered by regular distribution of the Chapter newsletter, posted on the website or by email notification not less than 10 days before any special meeting and not less than 30 nor more than 50 days before any annual meeting. Notice shall be sent to the national organization member, AARP, at its office in Washington, DC, for meetings where the purpose for which the meeting is called is a matter upon which the national organization member is entitled to vote in accordance with Article III, Section 2, of these Bylaws; and for any meeting called after recognition of the Chapter has been withdrawn or suspended in accordance with Article IX of these Bylaws.

Section 6: Quorum

A quorum shall be considered to be the number of voting members present at any meeting of the Chapter.

Section 7: Voting

- a. Except as otherwise provided in these Bylaws, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which a quorum is present shall be necessary for the adoption thereof.
- b. Each member entitled to vote may vote only in person. If a meeting is held virtually, voting may be done by a show of hands or other means available in the electronic format being utilized. The national organization member, AARP, may vote in person or by written proxy. Such proxy shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Chapter.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Number, Election, and Term of Office

- a. The number of directors of the Chapter, including the officers listed in (b) below, shall be in proportion to the overall size and needs of the Chapter and shall consist of not less than

four as shall be determined by the Board of Directors prior to the Chapter meeting that receives the report of the Leadership Development Committee.

b. The following officers of the Chapter shall be directors for a term coterminous with their respective terms of office: President, Vice President, Secretary, and Treasurer.

c. The remaining members of the Board of the Chapter shall be elected from among the members of the Chapter by the vote of a majority of the members present and entitled to vote at the annual meeting of the members or as hereinafter provided. Each director shall hold office normally for a three-year term.

d. Board members may not hold more than one elected position with the chapter or serve in an elected position at more than one chapter simultaneously.

e. Any board member may be removed from office by a two-thirds vote of the chapter members present whenever, in its judgment, the best interests of the Chapter or AARP would be served thereby.

Section 2: Duties and Powers

The Board shall be responsible for the control and management of the affairs, property and interests of the Chapter; for keeping the national organization member informed of all activities of the Chapter; for complying with all reporting requirements of the national organization member; for guiding the Chapter so that the various provisions of the Articles of Incorporation, including the purposes for which the Chapter was organized set forth therein, are complied with; and for making recommendations and suggesting programs.

Section 3: Annual Meetings

The meeting of the Board of Directors just prior to the annual meeting of the Chapter members shall be considered the annual meeting of the Board.

Section 4: Other Meetings

Other meetings of the board shall be held at least six times each year as scheduled or when called by the President or by one-third of the number of directors, at such time and place as may be specified in the notice thereof. Meetings may be held virtually.

Section 5: Notice

All regular meetings of the Board of Directors shall be posted on the chapter website annually and in the January newsletter. Board meetings are open to all members.

Section 6: Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a

quorum present shall be the act of the Board of Directors.

Section 7: Vacancies

Any vacancy occurring in the Board of Directors shall be filled, for the unexpired portion of the term, by a majority vote of the remaining directors.

Section 8: Absence from Meetings

Any member of the Board who shall be absent from three consecutive meetings without adequate excuse acceptable to the Board shall be deemed to have resigned from the Board.

ARTICLE VI: OFFICERS

Section 1: Officers

The officers of the Chapter shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time deem advisable.

Section 2: Election, Term, Vacancies, and Removal

The officers of the Chapter shall be elected by the members at the annual meeting of members. The officers shall hold office for a term of one year. A vacancy in any office shall be filled by the Board, subject to approval of the members.

Any officer may be removed from office by a two-thirds vote of the chapter members present whenever, in its judgment, the best interests of the chapter or AARP would be served thereby.

Section 3: President

The President shall be the chief executive officer of the Chapter and, subject to the direction of the Board of Directors, shall supervise and control all of the business, affairs, and property of the Chapter and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board and shall appoint all chairpersons of committees. The President shall by virtue of the office be a member of all committees.

Section 4: Vice President

In the absence of the President or in the event of an inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as the Board may from time to time prescribe.

Section 5: Secretary

The Secretary shall record all the minutes of the meetings of the Board in an electronic form suitable for publishing on the Chapter website. The Secretary shall perform such other duties as may be prescribed by the Board or President.

Section 6: Treasurer

The Treasurer shall have charge and custody of all funds and securities of the Chapter and all funds or securities in any way generated, collected or obtained in connection with Chapter activities, and the Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof.

The Treasurer shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall disburse funds of the Chapter as approved by the Board. The Treasurer shall provide reports to the Board at its regular meetings, or when the Board or the President so requires. The Treasurer shall provide all records to the Finance Committee for the annual financial review.

Section 7: Checks and Bond

The President, Vice President, Treasurer, or any other officer designated by the board shall be authorized to sign checks and drafts. When the average amount of chapter funds on hand at month-end exceeds \$1,000, the chapter's board of directors should determine whether having a fidelity bond is a necessary component of the chapter's procedures for accountability and safeguarding of chapter funds.

ARTICLE VII-COMMITTEES

Standing Committees

Standing committees are: Finance, Leadership Development, Newsletter, Programs, and Website and Communications. The members of such committees shall be members of the Chapter, but need not be officers or directors and are appointed by the chairperson or liaison of such committee. Other committees are determined by the Board of Directors based on needs and are outlined in the AARP Blacksburg Chapter Standing Rules with specific descriptions or operations related to each committee.

ARTICLE VIII: CHAPTER RESTRICTIONS

AARP and the Chapter are, and are intended to remain, independent organizations devoted to furthering the interests of people over the age of fifty and to carrying out the purposes set

forth in Article II of these AARP Chapter Bylaws. The Chapter's activities shall be conducted with the utmost observance of ethical standards and propriety of conduct.

The provisions of the *Chapter Handbook* (and all attachments thereto), as in effect from time to time, and any successor thereto, are hereby incorporated by reference into these Bylaws. The chapter shall not independently arrange for or offer to chapter members any commodities or services already offered by AARP to its members. Such activities, if carried on by the chapter, would diminish the strength of the national AARP, whose responsibility to the total membership the chapter must support.

Neither the Chapter nor any committee, subdivision, director, officer, agent, representative or employee of the Chapter shall permit or suffer or hold himself or herself out as an agent or solicitor of any service offered by AARP to its members, including but not limited to insurance, travel, pharmaceutical or any other service or commodity.

ARTICLE IX: WITHDRAWAL OF CHAPTER RECOGNITION AND DISSOLUTION

The Chapter shall be organized and operated in conformity with the purposes set forth in Article II of these AARP Chapter Bylaws and the policies and standards formulated by the Board of Directors of AARP. The Board of Directors of AARP may withdraw or suspend recognition of the Chapter as a local chapter of AARP for:

- a. recurrent failure to conform to the policies and standards of AARP; or
- b. failure of the chapter to comply with any of the provisions contained in the Articles of Incorporation of the Chapter or these Bylaws; or
- c. failure to remain in compliance with the laws or regulations of the state in which the chapter is incorporated.

Such recognition shall be withdrawn or suspended only after investigation of the situation by the Board of Directors of AARP. Withdrawal or suspension of recognition shall become effective immediately upon the decision by the Board of Directors of AARP. In the event recognition is withdrawn or suspended, the Chapter shall have an opportunity to be heard by a committee of the Board of Directors of AARP.

In the event recognition is withdrawn or suspended, all funds and other property held by the Chapter shall be paid over to AARP to be distributed to the AARP Andrus Society, AARP Foundation, charitable foundations sponsored by AARP or for other charitable purposes at the discretion of AARP. In addition, notwithstanding any other provisions of the *Articles of Incorporation* of the Chapter or these Bylaws to the contrary, after withdrawal or suspension of recognition, all voting rights shall thereafter be vested solely in AARP, the national organization member. The voting rights that would otherwise be vested in the individual members shall thereupon cease, and AARP shall thereupon have the right to remove any officer or director, with or without cause, at any time.

Upon the withdrawal or suspension of its recognition, the Chapter shall not, without the express written consent of AARP, conduct its affairs or otherwise identify or hold itself out to the public as a local chapter or other affiliate of AARP.

Where the law of the state of incorporation of the Chapter permits, AARP, the national organization member, may at its discretion legally dissolve a Chapter after its recognition has been withdrawn or after a Chapter has otherwise voluntarily dissolved.

ARTICLE X: RELATIONSHIP WITH OTHER ORGANIZATIONS OR ASSOCIATIONS

Holding office or being a director in another organization or association whose objectives and purposes are similar or related to those of AARP may lead to conflict with the responsibilities to the Chapter and to AARP of a Chapter officer or director. To avoid such conflict, a Chapter officer or director shall first obtain consent of the Chapter and of AARP (expressly or through written policy) to such service in another organization or association. Failure to comply with the provisions of this article shall be deemed the equivalent of and shall constitute the resignation of such person as an officer or director of the Chapter.

ARTICLE XI: RULES OF ORDER

All proceedings of the Chapter shall be governed by *Robert's Rules of Order Newly Revised* except when in conflict with these Bylaws.

ARTICLE XII: AMENDMENTS

The members shall have the power to amend, with the approval of AARP, the national organization member, those portions of these Bylaws that establish annual chapter membership dues, the month in which the annual meeting of members of the Chapter will be held and the quorum required for the transaction of business at any meeting of members. Each proposed amendment of these Bylaws shall be approved by the affirmative vote of two thirds of the members of the Chapter present and entitled to vote at a meeting of the members called for such purpose in accordance with Article IV, Section 5 of these Bylaws. After approval by the members, the full text of the proposed amendment shall be submitted in writing to AARP, for its approval, at its office in Washington, DC.

Adopted the 15 day of June, 2021

Signed by: Leslie K. Pendleton

Chapter President [Leslie Pendleton](#)

AARP is a nonprofit, nonpartisan membership organization that helps people 50+ have independence, choice and control in ways that are beneficial and affordable to them and society as a whole. We produce AARP The Magazine, published bimonthly; AARP Bulletin, our monthly newspaper; AARP Segunda Juventud, our bimonthly magazine in Spanish and English; NRTA Live & Learn, our quarterly newsletter for 50+ educators; and our website, AARP.org. AARP Foundation is an affiliated charity that provides security, protection, and empowerment to older persons in need with support from thousands of volunteers, donors, and sponsors. We have staffed offices in all 50 states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands.

AARP

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