

Article II - Members

- §2.02 - Where in the Virginia Nonstock Corporation Act (the Act) does it require that the board of directors (board), instead of voting members, must approve member organizations?
 - If the Act does not require the board to approve member organizations, can the by-laws provide for voting members to approve member organizations?
- §2.01 - Where in the Act does it require that the board must approve members (voting and alternates), including replacement members (§2.03 of draft by-laws)?
 - If the Act does not require the board to approve members, can the by-laws delegate selection of delegates and alternates to member's organizations?

Article III - Directors

- Could you share an example of by-laws that lay out specific roles and responsibilities of boards of directors that would be analogous to our organization?
- §3.03 - Is there anything in the Act that prohibits ACCF from requiring that the board of directors and officers must be voting members or alternates?
- §3.02 - In the draft by-laws the criteria for compensation to board members for professional services (§3.02) differs from the criteria for compensation for officers, agencies and employees (§5.09)? Is there anything in the Act that would prohibit ACCF from applying the officers' compensation criteria to board members?
- §3.04 - Is there anything in the Act that prohibits the voting members, instead of the board, from electing the Nominations Committee?

Article IV – Committees and Advisory Boards

- §4.03 - Is there anything in the Act that prohibits alternates and members of member organizations from serving on a committee even though they are not voting members?
- §4.03 - The draft by-laws permit the board to establish standing committees, but does not mention other types of committees. Is there anything in the Act that prohibits the board from establishing other types of committees (e.g., Audit Committee, Awards Committee), task forces, working groups, etc.?

Article V – Officers

- §5.01 - Where in the Act does it require that the board must elect the officers?
 - Please explain the meaning of §13.1-846(B) and §13.1-852.1, both of which appear to indicate that Act permits members to elect officers.

Other questions

- If ACCF decides not to incorporate, but we have Directors and Officers liability insurance, what protection does that provide?
 - What additional protection, if any, would ACCF get by incorporating?
- Concerning nomenclature, is there anything in the Act that would prohibit ACCF from continuing to use the term Executive Committee instead of Board of Directors?
 - If not, could the by-laws state that “the Board of Directors will be known by its traditional name of Executive Committee”?
- Have you heard about civic organizations having difficulties in securing General Liability Insurance? If so, what advice can you provide?