

Comparison of ACCF and Proposed By-laws

ACCF By-laws	Proposed By-laws (Bold = change from current by-laws)	Discussion
Membership and Members	Membership Organizations and Members	
<ul style="list-style-type: none"> • <u>Member Organizations</u> - Membership Committee makes recommendation on application to Delegates. • Delegates must approve organization by 2/3rds vote. 	<ul style="list-style-type: none"> • <u>Member Organizations</u> – Board of directors (“BOD”) makes recommendation application to Members. • Voting Members must approve organization by 2/3rds vote. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement that Members approve Member Organizations.
<ul style="list-style-type: none"> • <u>Delegates/Alternates</u> - Member organizations select their own Delegates/Alternates. 	<ul style="list-style-type: none"> • <u>Voting Members/Alternates</u> - Member Organizations select their own Voting Members/Alternates. (“Members” collectively refer to Voting Members and Alternates acting in place of Voting Members). 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement that Member Organizations have sole discretion to select own Delegates/Alternates.
<ul style="list-style-type: none"> • <u>Dues</u> – Dues in in arrears Jan. 1. • Member Organization gets 30 days to cure arrears or be dropped. 	<ul style="list-style-type: none"> • <u>Dues</u> - Member Organizations have until Dec. 31 to pay dues or dropped. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement giving 6 months to pay dues, but eliminates additional 30-day grace period to cure arrears.
<ul style="list-style-type: none"> • <u>Contact Info</u> - Member Organization must certify Delegate/ Alternate names. 	<ul style="list-style-type: none"> • <u>Contact Info</u> - Member Organization must provide Voting Member/Alternate info before they can vote. 	<ul style="list-style-type: none"> • Proposed by-laws puts responsibility on Member Organizations to provide Voting Member/Alternate information.
Membership meetings	Membership meetings	
<ul style="list-style-type: none"> • <u>Voting</u> – No proxy votes. 	<ul style="list-style-type: none"> • <u>Voting</u> - Issues decided by majority vote of Members present and voting. • No proxies. 	<ul style="list-style-type: none"> • Proposed by-laws clarify voting and preserve current requirement against proxy voting.
<ul style="list-style-type: none"> • <u>Quorum</u> – 10 Delegates from 10 organizations. 	<ul style="list-style-type: none"> • <u>Quorum</u> – 10% of current Members. 	<ul style="list-style-type: none"> • Virginia Nonstock Corporation Act (“VNCA”) requires quorum of 10% of members.
<ul style="list-style-type: none"> • <u>Open Meetings</u> – Meetings open to public, but only Delegates/Alternates can speak/vote 	<ul style="list-style-type: none"> • <u>Open Meetings</u> – Meetings open to public, but only Members can vote. 	<ul style="list-style-type: none"> • Proposed by-laws do not prohibit non-members from speaking at meetings.
<ul style="list-style-type: none"> • <u>Annual Meeting</u> -- 1st Tuesday in June • Members elect Officers/Executive Committee. 	<ul style="list-style-type: none"> • <u>Annual Meeting</u> - Annual meeting required. • BOD selects date, June is default. • Members elect Officers/BOD 	<ul style="list-style-type: none"> • VNCA requires annual member meeting. • VNCA gives BOD flexibility in setting meeting date.
<ul style="list-style-type: none"> • <u>Regular Meetings</u> - 1st Tuesdays Sept. thru June unless Executive Committee Board decides otherwise. 	<ul style="list-style-type: none"> • <u>Regular Meetings</u> - BOD decides meeting schedule, but at least quarterly meetings. 	<ul style="list-style-type: none"> • VNCA gives BOD flexibility to set meeting number and dates.
<ul style="list-style-type: none"> • <u>Special Meetings</u> - President or 10 Delegates may call Special meeting. 	<ul style="list-style-type: none"> • <u>Special Meetings</u> - President/BOD chair or 1/20th of current Members may call Special Meeting. 	<ul style="list-style-type: none"> • VNCA requires 1/20th of members to call special meeting.

	<ul style="list-style-type: none"> • Meeting notices - Notice for Annual/Regular/Special meeting – 10 – 60 days in advance. • Notice for amending Articles, dissolving ACCF – 25 – 60 days in advance. • Notice by email (if consent) or mail. 	<ul style="list-style-type: none"> • Proposed by-laws add notice provisions VNCA requires.
	<ul style="list-style-type: none"> • Waiver of notice - Members may waive required notice by consent. 	<ul style="list-style-type: none"> • VNCA allows.
	<ul style="list-style-type: none"> • Action w/o meeting - Members may take action w/o meeting if action taken by all Voting Members. 	<ul style="list-style-type: none"> • VNCA allows.
	<ul style="list-style-type: none"> • Remote participation - If BOD authorizes, Members can participate remotely provided all can hear/speak. 	<ul style="list-style-type: none"> • VNCA allows such participation if BOD authorizes.
Executive Committee	Board of Directors	
<ul style="list-style-type: none"> • General Powers - Executive Committee has general supervision over ACCF affairs between member meetings. 	<ul style="list-style-type: none"> • General Powers - Management and control of ACCF affairs vested in BOD. 	<ul style="list-style-type: none"> • VNCA requires that ACCF power be vested in BOD.
<ul style="list-style-type: none"> • Number - 4 officers and 5 at-large. • Executive Committee (except Secretary) must be and remain Delegates/Alternates during term. 	<ul style="list-style-type: none"> • Number - 4 officers plus 5 - 9 at-large directors (13 max). • Members decide number of directors. • BOD must be and remain Voting Members/ Alternates during term. No exception for Secretary. 	<ul style="list-style-type: none"> • VNCA allows flexible number of directors and allows members to decide number. • Proposed by-laws preserve current requirement that officer/directors be Voting Members/Alternates. • Also requires Secretary be Voting Member/Alternate.
<ul style="list-style-type: none"> • Nominations - Delegates elect Nominations Committee to identify at least one candidate for each officer and ExCom position. 	<ul style="list-style-type: none"> • Nominations - Members elect Nominations Committee to identify at least one candidate for each officer and director position. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement that members elect Nominations Committee.
<ul style="list-style-type: none"> • Election - elect officers and 5 at-large ExCom members.at annual meeting. 	<ul style="list-style-type: none"> • Election - Members elect officers and at-large directors. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement that Members elect officers/BOD.
<ul style="list-style-type: none"> • Term - Officers/ExCom serve 1 year starting July 1 or until successor elected 	<ul style="list-style-type: none"> • Term - BOD (officers/directors) serve 1 year or until successor elected. • No term limits. 	<ul style="list-style-type: none"> • Proposed by-laws add no term limits provision.
	<ul style="list-style-type: none"> • Compensation – Directors shall not receive compensation, only out-of-pocket expenses. 	<ul style="list-style-type: none"> • VNCA allows compensation, but By-laws Subcommittee opposed.
	<ul style="list-style-type: none"> • Removal - Members can remove directors/officers by 2/3rds vote. 	<ul style="list-style-type: none"> • Proposed by-laws removal process consistent with VNCA
	<ul style="list-style-type: none"> • Resignation – Director/Officer may resign by written notice. 	<ul style="list-style-type: none"> • Proposed by-laws consistent with VNCA language.
<ul style="list-style-type: none"> • Vacancies - Members vote to fill officer/ExCom vacancies 	<ul style="list-style-type: none"> • Vacancies and Newly-Created Directors - Members fill vacancies on BOD and elect newly-created BOD positions. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement that member sill vacancies. • Proposed by-laws add process to fill new positions.

ExCom meetings	BOD meetings	
	<ul style="list-style-type: none"> • Quorum - Majority of directors in office immediately before meeting. • Quorum continues once attained even if BOD members leave. 	<ul style="list-style-type: none"> • Proposed by-laws consistent with VNCA language.
	<ul style="list-style-type: none"> • Voting - BOD decides action by majority. • Interested director counts toward quorum but does not vote. 	<ul style="list-style-type: none"> • Proposed by-laws consistent with VNCA.
	<ul style="list-style-type: none"> • Annual Meeting - BOD shall hold annual meeting. 	<ul style="list-style-type: none"> • VNCA allows annual BOD meeting.
<ul style="list-style-type: none"> • Regular Meetings - ExCom shall meet monthly. 	<ul style="list-style-type: none"> • Regular Meetings - BOD shall hold regular meetings at least quarterly. 	<ul style="list-style-type: none"> • VNCA gives BOD flexibility in setting meetings.
<ul style="list-style-type: none"> • Special Meetings - President/ExCom Chair/3 ExCom members can call Special ExCom meeting. 	<ul style="list-style-type: none"> • Special Meetings - President/Chair/ 1/3rd of BOD can call Special BOD meeting. 	<ul style="list-style-type: none"> • Proposed by-laws consistent with current requirement.
<ul style="list-style-type: none"> • Open Meetings - ACCF meetings open to public. Only Delegates/Alternates can speak/vote 	<ul style="list-style-type: none"> • All BOD meetings open to public unless BOD determines closed meeting necessary and in best interests of ACCF. • BOD may deliberate while meeting closed, but shall conduct any voting when meeting open to public. 	<ul style="list-style-type: none"> • Proposed by-laws include opening meetings but allows closed meeting in limited situation and sets process when closed session called.
	<ul style="list-style-type: none"> • Meeting notices - No notice required for regular planned BOD meetings. • Notice for special and other BOD meetings --3 – 90 days. • Notice by email (if consent) or by mail. 	<ul style="list-style-type: none"> • Proposed by-laws add notice provisions VNCA requires.
	<ul style="list-style-type: none"> • Waiver of notice - Notice not required if BOD member consents. 	<ul style="list-style-type: none"> • VNCA allows.
	<ul style="list-style-type: none"> • Remote participation - Any BOD member may participate remotely in board of directors meeting. 	<ul style="list-style-type: none"> • VNCA allows.
Committees	Committees	
	<ul style="list-style-type: none"> • BOD Committees - BOD may establish Committees of BOD members. • President shall appoint BOD Committee chairs. 	<ul style="list-style-type: none"> • VNCA allows BOD Committees.
<ul style="list-style-type: none"> • Committees - By-laws create 14 Standing Committees. • President may establish other committees as ExCom or Members deem necessary. • President appoint Committee chairs with ExCom approval. • Committee chairs must be Delegates/Alternates. • Delegates/Alternates/members of Member Organizations can be on committees. 	<ul style="list-style-type: none"> • Member Committees - President may establish one or more Member standing and other committees as a majority of the BOD or Members direct. • President appoints committee chairs with BOD approval. • Committee chairs must be Voting Members/Alternates. • Voting Members/Alternates/ Members of Member Organizations can be on committees. 	<ul style="list-style-type: none"> • Proposed by-laws provide flexibility to establish standing and other Member Committees instead of establishing specific committees. • Proposed by-laws preserve current requirements on committee chairs being Voting Members/Alternates and letting Voting Members/ Alternates/Member Organization members be on committees.
Officers	Officers	
<ul style="list-style-type: none"> • Officers - Delegates elect officers • ExCom Chair/ Vice Chair - ExCom 	<ul style="list-style-type: none"> • Officers - Members elect President, VP, Secretary, Treasurer and Other Officers as 	<ul style="list-style-type: none"> • Proposed by-laws preserve current requirement on

<p>elects chair/vice-chair from its members.</p>	<p>Members determine.</p> <ul style="list-style-type: none"> • <u>BOD Chair/Vice Chair</u> - elects BOD chair/vice chair. • Officers may hold more than one office, but only get one vote. • Officers and Board Chair/Vice chair may appoint assistant officers (but not BOD members and can't vote. 	<p>Members electing Officers and BOD electing Chair/Vice Chair.</p> <ul style="list-style-type: none"> • Proposed by-laws provide flexibility – allows election of other Officers, holding more than one office and appointment of assistant officers w/o By-laws change.
<ul style="list-style-type: none"> • <u>Term</u> – Officers/ExCom serve 1 year starting July 1 or until successor elected. 	<ul style="list-style-type: none"> • <u>Term</u> – Each officer hold 1 year term starting July 1 or until successor elected. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current term requirements.
	<ul style="list-style-type: none"> • <u>Removal</u> – BOD can remove BOD Chair/Vice Chair and assistant officers w/w/o cause. 	<ul style="list-style-type: none"> • Proposed by-laws removal process consistent with VNCA
<ul style="list-style-type: none"> • <u>President</u> – Preside at all member meetings. • Appoint Federation representatives to other organizations. • Represent ACCF. 	<ul style="list-style-type: none"> • <u>President</u> – Principal ACCF executive. • Responsible to carry out Board resolutions/directions. • May sign documents. • Perform duties customary of President. • Perform other duties BOD/Members assign. 	<ul style="list-style-type: none"> • VNCA does not establish duties of President.
<ul style="list-style-type: none"> • <u>Vice President</u> – Perform duties of President in absence of/vacancy in Presidency. • `Perform other duties President/ExCom assign. 	<ul style="list-style-type: none"> • <u>Vice President</u> – Perform duties of President in absence, inability or refusal of President. • Perform duties President, BOD, Members assign. 	<ul style="list-style-type: none"> • VNCA does not establish duties of Vice-President.
<ul style="list-style-type: none"> • <u>Secretary</u> - Record proceedings of Member/ExCom meetings. • Conduct ACCF correspondence. • Send out meeting notices. • Perform other duties President/ExCom assign. • Turn over records at end of term. 	<ul style="list-style-type: none"> • <u>Secretary</u> – Prepare/maintain custody of records/list of Voting Members/Alternates, minutes of Member/Board meetings. • Send/gives required notices. • Affix/maintain custody of corporate seal. • Perform other duties BOD/Members assign. • Perform duties customary to Secretary 	<ul style="list-style-type: none"> • VNCA does not establish duties of Secretary.
<ul style="list-style-type: none"> • <u>Treasurer</u> – Receive/disburse monies ACCF authorizes. • Notify Member Organizations of dues. • Give financial reports at Member meetings. • Maintain membership rolls. • Turn over records at end of term. 	<ul style="list-style-type: none"> • <u>Treasurer</u> – Responsible for ACCF funds • Keep accounts of receipts/disbursements/deposits • Render statement of accounts to BOD. • Make records/accounts available for inspection • Perform duties incident to Treasurer. • Perform other duties BOD/Members assign. 	<ul style="list-style-type: none"> • VNCA does not establish duties of Treasurer.
	<ul style="list-style-type: none"> • <u>Board Chair/Vice Chair</u> – Preside over BOD meetings. • Report on ACCF progress. • Answer questions of BOD. • Perform duties incident to Board Chair. • Perform other duties as assigned. 	<ul style="list-style-type: none"> • VNCA does not establish duties of Board Chair/Vice Chair.
	<ul style="list-style-type: none"> • <u>Compensation</u> – Officers, agents, employees shall not receive compensation, only out-of-pocket expenses. 	<ul style="list-style-type: none"> • VNCA allows compensation, but By-laws Subcommittee opposed compensation for officers.

	Administration	
	<ul style="list-style-type: none"> • <u>Fiscal year</u> – July 1 – June 30. 	<ul style="list-style-type: none"> • Proposed by-laws codify ACCF practice.
	<ul style="list-style-type: none"> • <u>Loans</u> - No loans to directors/officers/employees. 	
	<ul style="list-style-type: none"> • Checks signed by officer(s) as BOD directs. 	
	<ul style="list-style-type: none"> • BOD has authority to enter contracts/instruments on behalf of Federation. 	<ul style="list-style-type: none"> • VNCA allows.
	Corporate records, reports, seal	
	<ul style="list-style-type: none"> • ACCF will keep the following at its principal office: <ul style="list-style-type: none"> – Minutes of all meetings – Adequate and correct books -- Articles/By-laws 	<ul style="list-style-type: none"> • VNCA requires.
	<ul style="list-style-type: none"> • ACCF may have corporation seal 	<ul style="list-style-type: none"> • VNCA allows.
	<ul style="list-style-type: none"> • Member or BOD member may inspect records/documents of any kind 	<ul style="list-style-type: none"> • VNCA requires.
	Miscellaneous	
	<ul style="list-style-type: none"> • <u>Conflict of interest</u> - ACCF shall develop a conflict of interest policy. • ACCF not enter arrangement that might violate policy or benefit the private interest officer or BOD member. 	<ul style="list-style-type: none"> • ``VNCA requires.
	<ul style="list-style-type: none"> • <u>Indemnification</u> - No officer/director will be personally liable. 	<ul style="list-style-type: none"> • VNCA specifies.
	<ul style="list-style-type: none"> • <u>Insurance</u> – May purchase insurance for BOD/ officers/volunteers/ agents/ employees. 	<ul style="list-style-type: none"> • VNCA allows.
<ul style="list-style-type: none"> • <u>Amending By-laws</u> - Members may amend by-laws by 2/3rds vote. • Amendment must be presented at previous meeting. 	<ul style="list-style-type: none"> • <u>Amending By-laws</u> - Members may amend by-laws by 2/3rds vote. • Amendment must be presented at previous meeting. 	<ul style="list-style-type: none"> • Proposed by-laws preserve current prior notice and 2/3rds vote requirements.
	<ul style="list-style-type: none"> • <u>Dissolution</u> – ACCF may voluntarily dissolve/cease operation. 	<ul style="list-style-type: none"> • Proposed by-laws consistent with VNCA language.
	<ul style="list-style-type: none"> • <u>Construction and Severability</u> – If conflict between by-laws and articles of incorporation, articles govern. • If by-laws provision is unenforceable, other provisions not affected. 	<ul style="list-style-type: none"> • VNCA allows.