

Bylaws
of the
Virginia Professional Electronics Association, Inc.
As amended or revised June 2006

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ARTICLE I

Title & Object

SECTION 1 – The **Virginia Professional Electronics Association, Incorporated**, hereafter referred to as VPEA, corporation, organization, or association, is chartered pursuant to Chapter 2 of Title 13.1 of the Code of Virginia as a non-profit, non-stock corporation.

SECTION 2 – The purposes of the organization are as follows:

(A) To establish sound trade practices, encourage ethical principles, promote fair and honorable dealings and affect other beneficial business standards within the electronic service industry.

(B) To promote relations of mutual confidence and goodwill with the public, with manufacturers and retailers, and with all others identified and/or related to the electronics service industry.

(C) To cooperate and/or affiliate with other such organizations, which enhance, promote and safeguard the electronics service industry.

(D) To encourage the adoption and enforcement of realistic and responsible national, state and/or local legislation or ordinances, rules, regulations or standards, which will benefit the consumer of electronic services and/or the electronics, service industry.

(E) To promote increased understanding and better relationships between members and non-members, and between the profession and the industry at large.

ARTICLE II

Membership

SECTION 1 -- The Board of Directors shall confer membership. The classifications, qualifications, and privileges are as follows:

(A) **Active Voting Membership:** Available to businesses as indicated:

1. **Affiliate (Group) Membership:** Available to any established local electronics service association located within or adjacent to the state of Virginia, composed of four or more members, which purposes are similar to those of VPEA.

(a) Each local member of the Affiliate must be properly registered with the VPEA as an Affiliated Member.

(b) Affiliates should define their desired geographic boundaries of authority and responsibility and, upon approval of that area by the Board of Directors of the VPEA; no At-large Membership in the state association shall be accepted or renewed from within that area without specific written approval from the Affiliate.

(c) Affiliates shall select a representative from their local association to serve on the Board of Directors of VPEA and shall agree to abide by the Articles of Incorporation, the Bylaws, and the Working Rules of VPEA.

2. **Affiliated Membership:** Available to any duly-accredited electronics service business of good standing and character, located within the geographic boundaries of an Affiliate, which becomes accepted as a member in good standing with the local Affiliate, and becomes and remains properly registered with VPEA. Each Affiliated Member is recognized by VPEA as one part of the total Affiliate Membership and is represented by the Affiliate's State Director.

3. **At-Large Membership:** Available to any duly-accredited electronics service business of good standing and character located within the state of Virginia or within areas adjacent to the state, but not within an area claimed by a VPEA Affiliate unless specific written approval is obtained from the affected Affiliate.

(B) Honorary Non-voting Membership: Available to businesses or individuals as indicated below. Honorary Non-voting Members shall pay no dues and shall have no legal vote nor be allowed to hold elective office. However, any Honorary Member who presently is or becomes a representative in good standing of a VPEA member business shall be entitled to vote as the representative of that business.

1. **Honorary Membership:** May be granted on a temporary or continuing basis to an individual or business entity for special services to the association or the industry by a two-thirds (2/3) vote of the Board of Directors, or a majority vote of the members present at any General Meeting.

2. **Honorary Lifetime Membership:** May be granted for the lifetime of an individual or business entity or group deemed to have rendered exceptional services to the VPEA, the electronics service profession or the electronics industry. Awarded by a unanimous vote of the Board of Directors or by a two-thirds (2/3) majority of the quorum at any General Meeting.

(C) Honorary Lifetime Voting Membership: May be conferred by a unanimous vote of the Board of Directors or by a two-thirds majority vote at any General Meeting. Any Honorary Voting Member may cast an individual vote at any general membership meeting, and may be elected as an officer of VPEA, and cast any votes normally associated with that office.

1. **Lifetime Participating Membership:** May be granted for the lifetime of an individual who has rendered long-term exceptional services to the Virginia Professional Electronics Association, the electronics service profession, or the electronics industry. Lifetime Participating Members shall pay no dues as individuals, however, such service business or firms that are members of VPEA, and with which the honoree may be connected, shall continue to pay dues.

(D) Associate Membership: May be granted in the categories listed below to an individual or business entity not otherwise eligible for Affiliate or At-large Membership. Dues, if any, shall be set by the Board of Directors for each category. Associate Membership shall be non-voting. However, when three or more members exist within any one of the categories, they may elect one member from within their group to represent the interests of those collective members as an ex-officio voting member of the Board of Directors. That person, or his or her properly authorized alternate, may attend and be recognized and cast one vote at any meeting of the Board of Directors except when a Directors-only vote is called as specified in the bylaws. No votes shall be cast for or by Associate Members at any convention or membership meeting, but each individual member may attend and each Associate Group Representative may have floor privileges. All Associate Members must abide by all applicable VPEA rules of personal or professional conduct, ethics and professionalism.

1. **Associate Business:** Available to any duly licensed business in or outside of Virginia which does not meet the criteria for other forms of active membership in VPEA, or which chooses to participate as a sustaining but non-voting member.

2. **Associate Electronics Instructor:** Available to any professor, instructor or teacher of electronics theory and application or other subject deemed by the Board of Directors to be beneficial to the electronics service industry.

3. **Associate Industry:** Available to any person or firm engaged in a field related to, or of interest to electronics or electronics servicing, including such as manufacturing, distributing, broadcasting, etc.

4. **Associate Industry Employee:** Available to any employee of an Industry category company, whether or not the employer is an Industry Member.

5. **Associate Partner:** Available to a partner or other business associate of a VPEA Affiliated, At-large, or Associate Business member who chooses to participate as a sustaining but non-voting member.

6. **Associate Retired:** Available to a former owner or manager of a professional service company who has retired from the active business.

7. **Associate Student:** Available to any person who is currently enrolled in an accredited school or other institution for instruction in the servicing of electronic equipment, electronic service management, or other subjects as may be considered beneficial to the electronics industry.

8. **Associate Technician:** Available to any person of good moral character and reputation who is or has been employed for more than two years as a professional electronics technician or who has passed one or more approved test as a journeyman Certified Electronics Technician.

SECTION 2 — Business Requirements: Each Active Voting Member of VPEA, and Associate Business Member shall be actively engaged in the business of appliance, computer or electronics service and shall continue to maintain a good personal and business character and reputation. Each business member shall maintain all licenses required of such business, shall abide by the Bylaws and the Code of Ethics and shall cooperate with the official representatives of the VPEA in any reasonable investigations deemed necessary to establish or confirm the maintenance of members' qualifications.

SECTION 3 — Duration: All membership classification except Honorary Lifetime Members shall be for the duration of the fiscal year and shall be subject to renewal at, or prior to, the beginning of the next fiscal year. Honorary Lifetime Memberships may be revoked only by the concurrence of two-thirds (2/3) majority of the quorum at a General Meeting.

SECTION 4 — Privileges

- (A) All Voting and Associate Business members of VPEA may participate in and receive all programs or benefits which may be available to VPEA members generally, except where such services may contain certain qualifications for participation which may limit such participation. In such cases participation may be limited to those members who qualify.
- (B) Members of VPEA Affiliates who have been granted continuing membership in the Affiliate shall be eligible for benefits as outlined in subsection (A) above, provided he Affiliate submits proper certification to the state association of the member's qualifications under Article II, Section 1, A.
- (C) The fact of qualification and admission as a member of VPEA shall not confer upon any member any interest, right or privilege in or to any corporate property. After meeting any and all established probationary requirements, members shall be entitled to display the association emblem during the term of their membership in good standing, consistent with the association rules, and shall be entitled to any and all such other benefits due their membership status.

ARTICLE III
Application and Renewal

SECTION 1 — Applications for membership must be submitted on an approved application form and must be accompanied by any required initiation fee and/or advanced dues. All moneys paid in advance are subject to immediate refund upon rejection of the application by VPEA.

SECTION 2 — All membership applications and applications for reinstatement shall be acted upon by the VPEA Board of Directors at their next regular meeting. A two-thirds (2/3) majority vote of the quorum shall be required for acceptance.

SECTION 3 — The Board of Directors may grant authority to any designated official or committee to accept application from and confer conditional membership to At-large Members from areas not served by a local Affiliate, pending final confirmation by the Board as outlined in Section 2 above.

SECTION 4 — Renewals of all dues-paying members, unless challenged by two or more members of the Board, shall be automatic upon receipt by the treasurer of VPEA of the required dues and any required reports or forms within thirty (30) days of the due date.

SECTION 5 — Any and all specific information and statistical data of a confidential or privileged nature, when specified as such, received from any member or applicant shall not be divulged except by special written permission of the affected individual or firm.

ARTICLE IV
Fees, Dues, and Delinquencies

The required initiation fee, if any, for all applicants and the dues for each membership category shall be as determined by the Board of Directors, subject to approval by the general membership. Dues are payable in advance and shall be considered delinquent if not received by the Treasurer within 30 days of the due date.

ARTICLE V
Delinquents Suspensions and Terminations

SECTION 1 — Any members whose dues are delinquent by 30 days or more is considered to be a member not in good standing, and may not vote or hold elective office.

SECTION 2 — Any member having a total of one month's dues unpaid, and any affiliate which does not properly register and pay appropriate dues for each and every Affiliated Member in good standing within thirty days of the acceptance or reinstatement of each member, are subject to suspension, at the discretion of the Board of Directors. Properly submitted hardship cases may be considered as exceptions by the Board. When suspended, all membership rights and privileges cease but may be restored, retroactively, upon reinstatement.

SECTION 3 — Any Active Voting Member or Associate Member having dues delinquent for ninety days after appropriate and final notification, shall have their membership terminated.

SECTION 4 — Members may be expelled for any uncorrected violation or frequent violations of the VPEA Code of Ethics or willful or continued disregard for the Articles of Incorporation and bylaws of the VPEA. Except where otherwise provided in the bylaws, expulsion requires a two-thirds (2/3) vote of the quorum of the Board of Directors and may be appealed to the general membership.

Section 5 — All rights, title and interest of a member in this association shall cease immediately upon termination of membership for any reason. The association name and logo, however acquired, is and shall remain the property of the association. Upon cessation or termination of membership in VPEA, continued use of its name and logo, or any other form of falsely implying affiliation with VPEA shall incur a fee of \$100 per day and/or any other legal remedies available.

ARTICLE VI Organization

SECTION 1 — Control and specific management of the affairs of this association shall be vested in the Board of Directors which shall consist of all elective officers, the immediate past president, one director from each Affiliate, and any ex-officio Associate group representative. Each officer and representative shall have one vote.

SECTION 2 — The officers of VPEA, elected annually, shall be a President, First Vice President, Second Vice President, Third Vice President, Secretary General, Recording Secretary, and Treasurer. The President, First Vice President, Recording Secretary, Treasurer, and any non-voting executive personnel shall comprise the Executive Committee.

SECTION 3 — Each Affiliate shall select its own Director to serve as a member of the Board of Directors. The Affiliate Director is the primary liaison between the local Association and the State Association.

SECTION 4 — The Director's Advisory Panel shall be composed of all consenting and actively participating past presidents of the state VPEA who are still Active Members in good standing of the VPEA, or who are Honorary Lifetime Participating Members. The Panel and each of its members shall receive official notices due the members of the Board of Directors and may attend and participate with voice and vote at any and all functions of the Board of Directors. The panel is empowered to offer advice and counsel to the officers and/or the Board, and to render decisions on specific subjects when requested by the president or the Board of Directors. The Immediate Past President is considered to be the chairman except that, in the event he or she should decline or become ineligible, the chairmanship shall pass to the next most recent consenting active past president

SECTION 5 — The chairs of standing committees and directors of special projects or activities may be appointed by the president subject to the approval of the Board of Directors. Special committees may be appointed by the President or the Executive Director.

ARTICLE VII
Duties of the Board of Directors

SECTION 1 — The Board of Directors shall:

(A) Perform all duties necessary to carry out or further the object of VPEA.

(B) Make rules and regulations and take whatever action, consistent with the bylaws, is necessary to protect the property of the association and to control and manage its affairs and funds.

(C) Employ, provide duties, and establish compensation and length of employment for executive and/or other employees needed to further the aims of the association, subject to the approval of the general membership.

(D) Engage legal counsel for the association as needed, and fix the compensation and length of employment.

(E) Approve or disapprove all disbursements and funds in excess of two hundred dollars (\$200).

(F) Authorize the borrowing of money on behalf of the association, subject to the approval of the general membership.

(G) Fix and/or approve surety bonds for the officers, directors and/or any and all employees, at its discretion.

(H) Meet at least one (1) time each fiscal year and as often as is necessary to conduct its duties.

(I) Abide by and enforce adherence to the working rules of this Association when not in conflict with the bylaws or the best interest of VPEA.

(J) Receive reports, conduct such business, and take action as is necessary to maintain the association or to further its expressed purposes.

ARTICLE VIII
Duties of Officers

SECTION 1 — **The President** shall act as the presiding officer; enforce rigid adherence to the Articles of Incorporation, the bylaws, and working rules; sign all duly authorized orders for money, or delegate with approval of the Board; appoint chairmen to standing and special committees when desirable; convene special meeting of the association and perform any other duties required by his or her office, the bylaws, and the working rules, or a vote of the association. He/she shall be chairman of the Board of Directors and ex-officio member of all committees appointed by him. He shall ensure that an agenda is prepared for each regular meeting as is required by law or by the working rules of this Association.

SECTION 2 — **The First Vice President** shall assist the president at all times and shall be prepared to conduct the meetings and perform the president's duties during his/her absence.

SECTION 3 — **The Second Vice President** shall assist the president and first vice president and shall be prepared to conduct the meetings and perform their duties during their absence.

SECTION 4 — **The Third Vice President** shall assist the president and other vice presidents in carrying out their duties and shall perform any other duties assigned by the president or the working rules.

SECTION 5 — The Secretary General is the corresponding secretary and the literary assistant to the president. He or she shall be responsible for transmitting any internal or external correspondence, bulletins or notices required by his office, the president, the Board of Directors, or the working rules of the association. He/she shall see that a membership card and/or certificate is properly prepared and promptly issued to each new member and that membership information and identification material is made available to each VPEA member. Copies of all official correspondence transmitted by him/her shall be simultaneously given to the president and recording secretary.

SECTION 6 — The Recording Secretary shall maintain neat and accurate records of VPEA activities. He or she shall accurately record minutes of each general meeting and each meeting of the Board of Directors. He/she shall promptly transmit copies of all minutes upon completion of the meeting or as directed by the Board of Directors or in accordance with procedures outlined in the working rules of the Association. He/she shall be prepared to read all or portions of the minutes of any previous meeting held during his term of office at any time when called upon by the Board of Directors or the general membership. He/she shall prepare advance meeting notices and/or perform other duties required of the office by the Board of Directors or the working rules. He/she shall surrender all official books and records to his or her successor immediately at the expiration of his/her term of office.

SECTION 7 — The Treasurer shall have charge and custody of and be responsible for all funds of the Association.

(A) He or she shall receive and issue receipts for all moneys due and payable to the association and shall deposit such money in the name of the Virginia Professional Electronics Association, Inc. in an officially approved depository.

(B) He/she shall pay any properly submitted, just and due bill, not in excess of two hundred dollars (\$200) in accordance with the working rules.

(C) He/she shall pay all bills authorized by the Board of Directors or by a majority vote of the members present at any general meeting.

(D) He/she shall receive itemized invoice and/or receipts for all funds dispersed and shall maintain a complete and accurate record of each financial transaction.

(E) He/she shall be prepared to furnish monthly to the Executive Committee, quarterly to each member of the Board of Directors, annually to each member who attends the General Meeting, and to anyone at any time designated by the Board of Directors or a vote of the general membership, a completely itemized accounting of all income, expenses and balances.

(F) He/she shall be bonded according to the needs of the association as determined by the Board of Directors.

(G) He/she shall maintain a complete membership roster and provide a copy of same to the president, secretary general and/or executive director upon request. A complete and accurate listing of all officers and directors, including business names, addresses and home and office telephone numbers shall be furnished to the president, secretary general and executive director and made available to each and every member of the Board of Directors.

(H) At the expiration of his/her term of office, he/she shall immediately surrender to the succeeding treasurer any balance, books and records belonging to VPEA.

SECTION 8 — Duties of the secretary general, recording secretary and/or treasurer may be apportioned in whole or in part to employed executive personnel by the Board of Directors.

ARTICLE IX
Salaries And Other Compensation

SECTION 1 — All elected officers and directors, committee chairmen and members shall serve without salary or compensation, except that reasonable direct expenses incurred in the required or authorized transaction of VPEA business or for direct benefit of VPEA or at the specific request of the membership or Board, may be refunded from the treasury upon receipt of properly itemized vouchers, subject to the approval of the Board of Directors.

ARTICLE X
Executive and Other Employees

SECTION 1 — Executive personnel and/or other salaried employees may be hired, and tenure and compensation established by the Board of Directors, subject to approval by the general membership.

ARTICLE XI
Duties of the Executive Director

SECTION 1 — An executive director, executive vice president, executive secretary or other such executive personnel, may be employed by the corporation as in Article X above. The duties shall be prescribed by the Board of Directors and the working rules, consistent with the bylaws.

SECTION 2 — The Executive Director shall strive to expedite the business matters for VPEA and shall abide by the instruction of the Board of Directors. All official or binding actions proposed by the executive officer shall first be approved the Board of Directors.

SECTION 3 — The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. He or she may appoint special committees, subject to approval by the Board of Directors, to assist in fulfillment of his/her duties.

ARTICLE XII
Duties of Affiliate Directors

SECTION 1 — A director from each recognized Affiliate shall participate in activities of the Board of Directors. The Director or an officially designated alternate shall attend each regular and special general and board meeting, whenever possible.

SECTION 2 — The Affiliate Director is responsible for liaison between his Affiliate and the state association. He/she shall provide the recording secretary and treasurer with a listing of the principal and business names and addresses, including zip codes, plus telephone, cell phone and facsimile numbers, e-mail addresses, etc., where known, of each member of his affiliate. He or she shall also provide a listing of all officers of the affiliate and shall furnish his/her own reliable personal contact information for important matters or emergencies.

SECTION 3 — Reports of local affiliates' activities, including meeting reports, if any, should be transmitted monthly to the VPEA president, the director of communications, and/or to any other person or persons designated by the Board of Directors or the working rules.

ARTICLE XIII Meetings and Quorums

SECTION 1 — General Membership Meetings:

- (A) There shall be an annual meeting of the general membership at a place and time designated to each member of the association no later than sixty (60) days in advance of such meeting.
- (B) Officers and directors shall be elected at this general meeting and the policies, business, and affairs of the corporation shall be determined by a majority vote of the quorum.
- (C) Business sessions will be open to all members. Invited guests shall be permitted as observers but upon a call for a closed session by any two members of the executive committee, the voting membership may elect to limit any portion of the business session to members only, or to members and specially designated guests only.

SECTION 2 — Special Membership Meetings: Special meetings of the membership may be called by the president with the concurrence of, or at the request of the Board of Directors. Written notice of such special meeting, including the date, time, location, and agenda, shall be given to each Affiliate and to each At-large Member no later than thirty (30) days in advance. Only business in accordance with the call shall be transacted at any special meeting.

SECTION 3 — Emergency E-Mail Membership Meetings: The president or the executive director may conduct emergency meetings of the general membership by e-mail, with the approval of the Board of Directors. A proposition on any subject may be e-mailed to all members whose e-mail addresses are known, providing the known addresses constitute at least fifty one percent (51%) of the Active and Honorary Voting Members. The issue will be resolved by a majority of votes registered within seven days of the originating question. Paper copies of the original message and all votes cast shall be maintained and presented to the general membership at its next following meeting where the results may be ratified or rejected.

SECTION 4 — Regular Board Meetings: The Board of Director shall meet at least once annually or as prescribed in the association working rules, but may meet as often as is necessary in the opinion of the Board. Notice shall be given as to the date, time, location, and agenda of each meeting no later than thirty (30) days in advance.

(A) Any VPEA member in good standing may attend any regular Board meeting but shall have no legal vote unless otherwise entitled. At the discretion of the Chair, floor privileges may be limited to members of the Board and those indicated in sub-section (B) below.

(B) Designated committee chairmen and members of the Director's Advisory Panel are ex-officio members of the Board of Directors, but shall have no legal vote unless otherwise entitled. Informative votes may be allowed or solicited by the chair as long as they do not decide or affect the outcome of any issue.

SECTION 5 — Special Board Meetings: Special meetings of the Board of Directors may be called by the president or at the request of the executive director or the Board of Directors. Notice of the date, time, site, and agenda should be given to each member of the Board no later than fifteen (15) days in advance of such meeting. Only business in accordance with the call may be transacted at special meetings.

SECTION 6 — Emergency E-Mail Board Meetings: Emergency meetings of the Board may be conducted by the president at any time. A proposition on any subject may be e-mailed to all members whose e-mail addresses are known, providing the known addresses constitute at least fifty one percent (51%) of the Board members and ex-officio members (which includes designated committee chairs and members of the Director’s Advisory Pane. The issue will be resolved by a majority of votes registered within seven days of the originating question. Paper copies of the original message and all votes cast shall be maintained and presented to the Board at its next following meeting where the results may be ratified or rejected.

SECTION 7 — Quorums:

- (A) At all general and/or special membership meetings, a quorum shall consist of twenty five percent (25%) representation of the total Active Voting Members. Representation of Affiliated Members shall be by an Affiliate Director, delegate, or alternate. For emergency e-mail meetings, the quorum shall be fifty one percent (51%) of the Voting Members.
- (B) At all regular and/or special Board of Director meetings, a quorum shall consist of twenty five percent (25%) of the voting members of the Board.
- (C) At any emergency E-mail Board meeting, a quorum shall consist of e-mailing to at least fifty one (51%) of the Board and ex-officio Board members.

SECTION 8 — Meeting Conduct: All meetings shall be conducted according to the Articles of Incorporation, the bylaws, and the working rules, and in accordance with “Robert’s Rules of Order, Recently Revised” when not in conflict. The order of business shall be as prescribed in the working rules.

**ARTICLE XIV
Absentees and Vacancies**

SECTION 1 — In the absence of the president at a meeting or function, the duties of the president shall be assumed by the first, second, or third vice president, in that order. In the absence of the president and vice presidents, the group will be called to order by the secretary general, recording, secretary, treasurer or director from the largest Affiliate, in that order, and a chairman pro-tem will be elected for that function only. The president or chairman may appoint a member or members to assume the duties of any other absent officer.

SECTION 2 — When a vacancy occurs in an elective office, such vacancy shall be filled by a special election at the next meeting of the Board of Directors, following appropriate general notification. The position may be temporarily filled by a presidential appointment.

SECTION 3 — When a vacancy occurs among the Affiliate Directors, it shall be filled by the local Affiliate with the vacancy. A director may be removed and replaced by another member from the same local Affiliate at the discretion of that Affiliate, but a certification of change must

be given to the VPEA recording secretary before the new director may assume those duties.

SECTION 4 — When an Affiliate Director is absent from a meeting or function; his or her place and vote may be assumed by an authorized or recognized alternate director, who must be a member in good standing of the same Affiliate.

ARTICLE XV Voting Procedures

SECTION 1 — Each service establishment firm that is a member in good standing shall be entitled to one (1) vote at each General Meeting.

SECTION 2 — At all general membership meetings, including the annual convention, special meetings, meeting by mail and elections, each local Affiliate shall be entitled to the number of properly and currently registered local Affiliate Members in good standing.

(A) The votes of participating Affiliates in good standing shall be cast by the Affiliate Director, alternate or designated delegate from that Affiliate.

(B) Affiliated Members who attend the general meetings may instruct their Affiliate Director or delegate as to how their individual vote shall be cast on each issue and, after proper notification is also given by member to the recording secretary and treasurer of VPEA prior to the first exercise of voting option, the member's vote shall be cast precisely as directed.

SECTION 3 — Each At-large Member in attendance at any General Meeting or annual convention may cast one vote. At-large Members in attendance may band together and may be entitled to select a Delegate to cast each of their votes as directed and who may have floor privileges.

SECTION 4 — At general meetings, including the annual convention, floor privileges may be confined to officers, directors, duly designated alternates and delegates only.

SECTION 5 — At all general meetings, officers and directors shall have no vote, other than their single membership vote which may be cast by their Affiliate Director as outlined in Sections 2 (B), or 3 above.

SECTION 6 — At all regular, special or emergency meetings of the Board of Directors, each attending member of the Board shall be entitled to one (1) vote only. To cast its vote, the Affiliate's Director or duly authorized or recognized alternate must be present

ARTICLE XVI Electing Officers and Directors

SECTION 1 — The election of officers shall be annually at the General Convention. Only a VPEA member in good standing or Lifetime Participating Member may serve as an officer or member of the Board of Directors of VPEA

SECTION 2 — No person shall be elected as president of VPEA without having first served as a member of the Board of Directors of the state association or as a president or secretary of an Affiliate in good standing for a period of not less than one year.

SECTION 3 — Nominations of consenting candidates may be legally entered by the Nominating Committee. Nominations may be furnished to the Nominating Committee or made at the general convention by any member in good standing and seconded by any other member in good standing, providing the verifiable consent of the nominee has been obtained.

SECTION 4 — The President shall not be eligible for more than two consecutive terms in the office of President.

SECTION 5 —

(A) Each officer shall be elected by a majority of votes legally cast. In the event of multiple nominations, where no candidate receives a majority of votes cast, a runoff election will be held between the two candidates who received the most votes.

(B) Affiliate Directors, if elected at the general convention, will be chosen as decided by the rules of the Affiliate or by majority decision of votes cast from within the Affiliate. Affiliate Directors, however or whenever chosen must be announced at the general convention.

SECTION 6 — Voting shall be by a roll call, but may be by a secret ballot when requested by an Affiliate. All election votes shall be tabulated by a balloting committee, consisting of not less than three members appointed by the president or chairman. No two members of the balloting committee may be from the same Affiliate or area of the state.

ARTICLE XVII

Installation of Officers and Directors

SECTION 1 — All newly elected or re-elected officers and members of the Board of Directors shall recite the oath of office before assuming the office to which they have been elected.

SECTION 2 — The oath of office shall be administered to the president-elect by the retiring president, and then by the president-elect to the remaining officers-elect and directors. Alternatively, the installation oath for all officers may be administered by a person agreed to by the president-elect, or by the Board.

SECTION 3 — The oath of office shall be as follows: “I _____, do solemnly affirm that I shall faithfully discharge the duties and responsibilities of my office to the best of my ability, that I shall honor, obey and enforce the rules of the Virginia Professional Electronics Association. I shall conduct myself at all times without thought of special personal advantage and in a manner consistent with the best interest of the membership of VPEA and of the electronics service industry.”

SECTION 4 — Elective Officers and Directors shall serve a term of one (1) year or until their successors are elected and qualified, except as otherwise provided.

ARTICLE XVIII
Impeachment, Suspension or Expulsion

SECTION 1 — Failure to perform duties in accordance with the oath of office, the bylaws or working rules, or the directives of the Board or the Membership, shall be considered grounds for impeachment.

SECTION 2 — A two-thirds (2/3) vote by the Board of Directors shall be necessary to impeach an officer or director.

SECTION 3 — Any officer or member who shall not conform to or be governed by the established order of business and the recognized rules of order governing conduct of meeting, or the instruction or decision of the president or presiding officer in accordance with the established rules of VPEA shall, after due notice or warning, be excluded from the meeting, reprimanded, suspended and/or expelled as the Board of Directors may decide.

SECTION 4 — Any officer or member who maliciously disparages or files unsubstantiated charges against the profession, the association or another officer or member, or who, after filing such charges, fails to appear as directed by the Board of Directors to present all facts, information and evidence in his possession to sustain or prosecute such charges, shall be guilty of misconduct and may be reprimanded, suspended and/or expelled by the Board of Directors, as the evidence may warrant.

SECTION 5 — Inactive standing committees may be terminated and/or inactive committee chairmen may be removed by the president, subject to the approval of the Board of Directors.

ARTICLE XIX
Amendments

SECTION 1 — Bylaws Amendment With Notification: These Bylaws may be altered, suspended or amended by the concurrence of two-thirds (2/3) of the quorum at any general membership meeting, or a special meeting called for this purpose, provided that written notice and/or a copy of the proposed alteration, suspension or amendment is given to the entire voting membership at least forty-five (45) days prior to its being voted on.

SECTION 2 — Bylaws Amendment Without Notification: These bylaws may be altered, suspended or amended without advance notification by the unanimous vote of the quorum at any general meeting or by the concurrence of two-thirds (2/3) of the votes cast by the quorums at two successive general and/or special meetings.

SECTION 3 — Working Rules Amendments: The working rules of the association may be amended at any time by a two-thirds (2/3) vote of the Board of Directors at a regular Board of Directors meeting or by a majority vote of the membership at a general meeting. No working rule shall be in violation of any of the bylaws of the association.