

# Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

## BYLAWS

*Revised: November 2022*

650 Ponce De Leon Avenue, Suite 300 #1717

Atlanta, GA 30308

[info@atlantacova.org](mailto:info@atlantacova.org)

[president@atlantacova.org](mailto:president@atlantacova.org)

[www.atlantacova.org](http://www.atlantacova.org)

Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

**BYLAWS**

**TABLE OF CONTENTS**

Article I – NAME.....4

Article II - PURPOSE, AFFILIATIONS AND POLICIES.....4

Section 2.1 – Mission.....4

Section 2.2 – Purpose.....4

Section 2.3 – Affiliations.....4

Section 2.4 – Policies.....4

Article III – MEMBERSHIP.....4

Section 3.1 – Active Members.....4

Section 3.2 – Honorary Members.....5

Section 3.3 - Advisory Members.....5

Section 3.4 – Dues.....5

    Section 3.4.1 – Membership Period.....5

    Section 3.4.2 – Notice for Renewal.....5

    Section 3.4.3 – Transferable Membership.....5

Section 3.5 Category of Membership.....5

Section 3.6 – Removal from Membership.....5

Article IV – Officers.....5

Section 4.1 – Composition.....5

    Section 4.1.1 – President.....5

    Section 4.1.2 – Vice President.....6

    Section 4.1.3 – Secretary.....6

    Section 4.1.4 – Treasurer.....6

Article V – BOARD OF DIRECTORS.....6

Section 5.1 – Composition.....6

Section 5.2 – Executive Committee.....6

Section 5.3 – Professional Network Liaison.....6

Section 5.4 – Parliamentarian.....7

Section 5.5 – Budget.....7

Section 5.6 – Attendance.....7

Section 5.7 – Replacement of Board Members.....7

Article VI – COMMITTEES.....7

Section 6.1 – Executive Committee.....7

Section 6.2 – Standing Committees.....7

    Section 6.2.1 - Finance Committee.....7

    Section 6.2.2 – Hospitality Committee.....8

    Section 6.2.3 – Long-Range Planning Committee.....8

    Section 6.2.4 - Membership Committee.....8

    Section 6.2.5 - Nominations Committee.....8

Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

**BYLAWS**

Section 6.2.6 - Program Committee.....8  
Section 6.2.7 - Public Relations Committee.....8  
Section 6.2.8 – Special Events Committee.....9  
Section 6.2.9 – Training and Development Committee.....9  
Section 6.3 – Composition.....9  
Section 6.3 – Position Responsibility Descriptions.....9

Article VII – FISCAL POLICIES.....9  
Section 7.1 – Fiscal Year.....9  
Section 7.2 – Change in Tax Exempt Status.....9  
Section 7.3 – Budget.....9  
Section 7.4 – Membership Dues.....9

Article VIII – MEETINGS.....9  
Section 8.1 – Location.....10  
Section 8.2 – Board Meetings Schedule.....10  
Section 8.3 – Executive Committee Meetings Schedule.....10  
Section 8.4 – Annual Meeting.....10  
Section 8.5 – Special Meetings.....10

Article IX – NOMINATIONS AND ELECTIONS.....10  
Section 9.1 – Nominations Committee.....10  
    Section 9.1.1 – Composition.....10  
    Section 9.1.2 – Qualifications.....10  
    Section 9.1.3 – Duties.....10  
Section 9.2 – Nominations Process.....10  
    Section 9.2.1 – Call for Nominations.....11  
    Section 9.2.2 – Nominations Slate.....11  
    Section 9.2.3 – Length of Term.....11

Article X – QUORUMS.....11  
Section 10.1 – Membership Meetings.....11  
Section 10.2 – Board Meetings.....11

Article XI – AMENDMENTS TO BYLAWS.....11  
Section 11.1 – Amendment Conditions.....11

Bylaws Amendment Changes.....12-27

Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

**BYLAWS**

**ARTICLE I**

**NAME**

The organization shall be known as the Council of Volunteer Administrators of Metropolitan Atlanta, Inc. (COVA).

**ARTICLE II**

**PURPOSE, AFFILIATIONS AND POLICIES**

Section 2.1 – Mission.

The Council of Volunteer Administrators of Metropolitan Atlanta, Inc. (COVA), formed in 1972, is an organization of volunteer administrators dedicated to advancing the professional management of volunteer services in metropolitan Atlanta.

Section 2.2 – Purpose.

The Council of Volunteer Administrators of Metropolitan Atlanta, Inc. (COVA) is an organization of volunteer administrators (both paid and unpaid) and volunteers/community leaders. Its purpose is to develop leadership and sound management practices for volunteer administration and to promote volunteer administration as a profession. The organization provides assistance and advocates volunteerism to the community through the following means:

- a) Initiates and participates in the sharing and exchange of knowledge/experience in the creative use of volunteer services; develops and provides technical assistance; facilitates broad community development objectives; and markets sound volunteer management practices.
- b) Encourages and cooperates with other agencies, individuals, and organizations in developing professional education and training for coordinators and others involved with volunteers; encompasses a membership as broad and as widely representative of its entire volunteer community as possible;
- c) Holds regular meetings and
- d) Encourages the recognition and proper utilization of volunteer skills and services and enhances the role and dignity of volunteer skills and voluntary service.

Section 2.3 – Affiliations.

The Council of Volunteer Administrators has affiliations with national, state and local organizations in alignment with COVA's mission of advancing the professional management of volunteer services.

Section 2.4 – Policies.

The Council of Volunteer Administrators (COVA) does not discriminate on the basis of race, religion, national origin, age, disability, gender, gender identity or sexual orientation. All meetings and functions of COVA shall be held at facilities which do not discriminate against people on the basis of race, religion, national origin, age, disability, gender or sexual orientation. COVA shall also make efforts to hold all meetings and functions in facilities that provide full handicap accessibility and which do not discriminate based on gender identity.

**ARTICLE III**  
**MEMBERSHIP**

Section 3.1 – Active Members.

Active members shall be persons whose primary purpose is the overall responsibility for the administration of a volunteer program and other involved paid or unpaid staff and volunteers or community leaders whose

# Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

## **BYLAWS**

affiliation with COVA can be mutually beneficial. Active members shall be of two categories: individual or organization. Active members shall be entitled to all rights and privileges of COVA without restriction.

### Section 3.2 – Honorary Members.

Honorary members shall be individuals who, in the unanimous opinion of the board, have rendered unusual and outstanding service to COVA. Individuals so honored shall not vote, hold elective office or pay dues.

### Section 3.3 – Advisory Members.

Advisory members shall be persons who can offer resources to COVA. They may include individuals from the business, government, and academic communities, and past COVA Presidents. The list of advisory members should include the past president and a maximum of nine other advisory members. These members may be proposed by the nominating committee and approved by the Board.

### Section 3.4 – Dues.

#### Section 3.4.1 – Membership Period.

Membership period shall cover one year and be renewed annually.

#### Section 3.4.2 – Notice for Renewal.

Notice for renewal will be sent out 30 days before membership period ends. Members whose dues are not paid within 60 days of written notice shall be dropped from the active membership roster.

#### Section 3.4.3 – Transferable Membership

If an organization has paid an individual's membership dues and the individual is no longer active with the organization, the organization may replace the member with another representative for the organization for the remainder of the membership period by sending the change in writing to the membership chairperson.

### Section 3.5 – Category of Membership.

Dues paid for an individual membership entitle that individual to one vote and inclusion on the list for periodic mailings (e.g., meeting minutes, newsletters, announcements, or other materials). Dues paid for an organization membership entitle one voting member from the paying organization and receipt of mailings by all members.

### Section 3.6 – Removal from Membership.

Any COVA member may be removed from membership, for cause, by a 2/3 vote of the Board of Directors after fifteen (15) days from written notice. Except in cases of non-payment of dues, a member shall have a prompt opportunity for a hearing before the Board of Directors (the "Board"), when requested within the fifteen (15) day period or the member shall be removed automatically.

## **ARTICLE IV OFFICERS**

### Section 4.1 – Composition.

The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. All officers shall have served on the Board or on a COVA Committee prior to being an officer.

#### Section 4.1.1 – President.

The President shall preside at all general meetings of membership, the Board and Executive Committee. The President shall appoint the chairpersons of standing and ad hoc committees and at large members. The President shall also appoint the Professional Network Liaison and the

# Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

## **BYLAWS**

Parliamentarian. The President shall be an ex- officio member of all committees. The President shall have the authority to assign special projects to the other officers and members of the Board. The President shall sign all contracts and obligations authorized by the Board. The President shall formulate plans with the Board for continual growth and development of COVA. The President shall be responsible for familiarizing the Vice President with responsibilities of the office. The President shall be an active member of national, state and local organizations in alignment with COVA's mission of advancing the professional management of volunteer services.

### Section 4.1.2 –Vice President.

The Vice President shall assist the President as requested and become thoroughly acquainted with the COVA bylaws, presidential duties, and committee structures and functions. The Vice President shall assume the duties of the President in the President's absence or incapacitation. The Vice President shall assist the President in coordinating the work of COVA committees as directed. It is also the responsibility of the Vice President to plan the annual meeting and chair the Long-Range Planning Committee.

### Section 4.1.3 –Secretary.

The Secretary shall be responsible for all correspondence (including checking mailbox), notification of meetings, keeping accurate minutes of all meetings of COVA, the Board and Executive Committee, and shall be the depository of all official papers and documents of COVA. The Secretary shall prepare and present the annual report at the first member meeting in August. The Secretary shall distribute minutes via email or COVA website.

### Section 4.1.4 – Treasurer.

The Treasurer shall keep an accurate record of COVA's income and disbursements, acknowledge receipt of funds, and make payments upon receipt of approved vouchers. The treasurer shall furnish a financial update at each monthly executive board meeting and yearly in the annual report. The Treasurer shall be responsible for presenting a proposed budget, which reflects the fiscal needs of all committees and functions of the organization to the COVA Board by the beginning of the fiscal year for approval. The Treasurer shall be responsible for any taxes and government forms which must be filed and meet quarterly with the Finance Committee. If a Finance committee is not in place, the treasurer will have to meet quarterly with the President and Vice President.

## **ARTICLE V BOARD OF DIRECTORS**

### Section 5.1 – Composition.

The Board of Directors shall consist of the officers, the chairpersons of all standing committees, immediate Past President as ex officio, the Professional Network Liaison, Parliamentarian, and a maximum of three at large members.

### Section 5.2 – Executive Committee.

The Executive Committee (or Executive Board) shall consist of the officers (see Article IV, sect 4.1).

### Section 5.3 – Professional Network Liaison.

The liaison shall provide information on all current issues and legislation affecting our profession. The liaison shall be an active member of any organization, both local and national, deemed necessary by the board and in alignment with the mission of COVA. The liaison's goal shall be to keep COVA members in the forefront of volunteerism through the exchange of information and research at the monthly COVA

# Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

## **BYLAWS**

meetings. The liaison shall be appointed by the President annually. Service term on the committee shall run no more than two consecutive years by annual appointment of the President.

### Section 5.4 –Parliamentarian.

The Parliamentarian shall be a non-voting position appointed by the President. Service term shall run no more than two consecutive years by annual appointment of the President. The Parliamentarian shall determine quorum and monitor the meetings for timeliness and procedural effectiveness. Shall be responsible for advising and training all members on conduct of Robert's Rules, ensuring compliance with COVA bylaws, rules and procedures. When appropriate shall access an active list of members to determine voting rights. Shall propose bylaw changes to the membership body. Shall serve as the chair of the Nominations Committee.

### Section 5.5 – Budget.

The Board is responsible for formulating and approving the budget. Each standing committee must submit their proposed budget to the board at the Board Retreat in the summer and in the event, there is not a board retreat the first board meeting at the beginning of the fiscal year.

### Section 5.6 – Attendance.

Any member of the Board who fails to attend two consecutive meetings or four meetings during the fiscal year may, at the discretion of the President, be called upon to explain such absences in writing to the Board. The remaining members of the Board shall determine at the next regularly scheduled or called meeting whether such absences are excused. If not, the Board may require by majority vote the resignation of the unexcused member from the Board.

### Section 5.7 – Replacement of Board Members.

The Board may, with majority vote, recommend replacing any officer or chairperson of a standing committee who, in the estimation of the Board, is not fulfilling the stated requirements and duties of the position in question, or who has resigned. The President will appoint a replacement based on the recommendations of the nominations committee.

## **ARTICLE VI COMMITTEES**

### Section 6.1 – Executive Committee.

The Executive Committee shall act in emergencies when a called meeting of the Board is deemed necessary.

### Section 6.2 – Standing Committees.

Standing committees are appointed annually as needed. They are the Finance, Hospitality, Strategic Planning, Membership, Nomination Committees (see Article IX for description), Program, Public Relations, Special Events, and Training and Development. Ad hoc committees may be established at the discretion of the Board.

#### Section 6.2.1 - Finance Committee.

The Committee Chair shall be appointed annually by the President. Service term on the committee shall be determined by the Executive Board. The Finance Committee shall meet quarterly for the purpose of determining whether COVA financial goals are being met. A prime responsibility of the committee shall be monitoring budget performance and seeking new investment venues. The committee shall be composed of the Treasurer, at least one other board member appointed by the President, and two non-board members appointed by the President. Experience in accounting,

## Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

### BYLAWS

financial planning and budget preparation shall be important criteria for membership on this committee.

#### Section 6.2.2 – Hospitality Committee.

The Committee Chair shall be appointed annually by the President. Service term on the committee shall be determined by the Executive Board. The Hospitality Committee shall provide a welcoming social setting for informal interaction among COVA members and guests at the regular meetings, workshops, and conferences through the use of refreshments and other creative ways. The committee shall be responsible for the coordination of the COVA Buddy Program, pairing a new member with a seasoned COVA member.

#### Section 6.2.3 – Strategic Planning Committee.

The Past President shall serve as Committee Chair, unless otherwise appointed by the President. Service term on the committee shall be determined by the Executive Board. The committee shall oversee the evolution of COVA's strategic 3-year plan. The committee shall assess COVA's current and future needs and guide the Board to ensure relevancy and mission focus. The committee shall conduct a annual member survey, with the assistance of the Nominations and Membership committees.

#### Section 6.2.4 - Membership Committee.

The Committee Chair shall be appointed annually by the President and serve on the COVA Board. Service term on the committee shall be determined by the Executive Board. The Membership Committee shall promote membership in COVA, maintain a correct list of active members, publish an annual membership directory or maintain an updated online directory and coordinate, with the Program Committee, the membership meeting in August. The committee shall work in tandem with the Finance Committee to review and/or develop a fee structure for COVA membership. The committee shall be responsible for recruiting new organizational members and for providing an orientation for the member organizations' representatives.

#### Section 6.2.5 - Nominations Committee.

The Committee Chair is also the Parliamentarian and shall be appointed annually by the President. Service term on the committee shall be determined by the Executive Board. The Nominations Committee shall directly oversee and develop the slate of candidates for the officers on the Executive Board whose terms will be expiring, including those on the Nominations Committee. The Nominations Committee shall assist the Board in filling committee vacancies throughout the year and will work very closely with members. The Nomination Committee shall consist of the following five people; the Chair and four active members.

#### Section 6.2.6 - Program Committee.

The Committee Chair(s) shall be appointed annually by the President and shall serve on the COVA Board. Service term on the committee shall be determined by the Executive Board. The Program Committee shall plan monthly for educational curriculum for COVA meetings and maintain an active listing of Professional Development Units (PDU) acquired for all members in attendance. The committee shall be responsible for confirming PDU status and providing Certificates as requested. The committee shall focus on the implementation of the programs that meet the mission of COVA and provide added value for its members and their respective organizations. The committee shall be responsible for coordinating the monthly member spotlight agencies.

#### Section 6.2.7 - Public Relations Committee.

The Committee Chair(s) shall be appointed annually by the President shall serve on the COVA Board. Service term on the committee shall be determined by the Executive Board. The Public



Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

**BYLAWS**

Relations committee shall promote public awareness of COVA’s mission, and provide appropriate promotional support for COVA activities, including programs and special events. The committee shall be responsible for developing a regular newsletter and press releases (as needed), maintaining COVA’s website, social media and displays, attending social networking events and conferences (when appropriate), and developing other appropriate tools and marketing materials.

Section 6.2.8 – Special Events Committee.

The Committee Chair shall be appointed annually by the President. Service term on the committee shall be determined by the Executive Board. This committee shall plan all social networking activities outside of monthly COVA meetings and the annual volunteer opportunity. The committee shall assist with member outreach and retention.

Section 6.2.9 – Training and Development Committee.

The Committee Chair shall be appointed annually by the President. Service term on the committee shall be determined by the Executive Board. The Training and Development Committee shall be responsible for coordinating the COVA Training & Development Workshop for the Metropolitan Atlanta area – with the assistance of the Program Committee. The committee shall be responsible for securing workshop location, trainers, lunch, parking and providing a workshop evaluation report at the annual meeting. The committee, in conjunction with the Public Relations committee, shall be responsible for workshop promotion to COVA and non-COVA members.

Section 6.3 – Composition.

Each committee is to have a Chair and optional Vice Chair and may have more members as deemed necessary.

Section 6.4 – Position Responsibility Descriptions.

Position responsibility descriptions shall be developed and revised if necessary, for each standing Committee Chairperson and reviewed annually. See also ARTICLE IV COMMITTEES.

**ARTICLE VII  
FISCAL POLICIES**

Section 7.1 – Fiscal Year.

The fiscal year of COVA shall be July 1<sup>st</sup> to June 30<sup>th</sup>. A copy of the financial report through June shall be included in the annual report and distributed on the website to membership.

Section 7.2 – Change in Tax Exempt Status.

COVA immediately shall send to the membership evidence of any change in COVA’s status as a tax-exempt organization under section 501(c) 3 of the United States Internal Revenue Code.

Section 7.3 – Budget.

Any expenses of \$100.00 or greater beyond the budget must go through the President for approval.

Section 7.4 – Membership Dues.

Annual dues shall be payable to COVA by all members. Advisory and Honorary members are exempt from payment of membership dues. Dues increases shall be approved by two-thirds (2/3) vote of the active membership present at an announced COVA meeting.

**ARTICLE VIII  
MEETINGS**

Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

**BYLAWS**

Section 8.1 – Location.

COVA shall hold regular meetings at such time and place as may be agreed upon by majority vote of the members present at any prior meetings or by a two-thirds (2/3) majority of the Board of Directors.

Section 8.2 – Board Meetings Schedule.

The Board of Directors shall meet monthly and at other such times as may be deemed necessary by the President.

Section 8.3 – Executive Committee Meetings Schedule.

The Executive Committee shall meet at the discretion of the President.

Section 8.4 – Annual Meeting.

COVA shall hold its annual meeting in June.

Section 8.5 – Special Meetings

Special meetings shall be held whenever called (i) by resolution of the board or (ii) by written request to the secretary from 10% of the members of the organization. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Discussion at the meeting shall be limited to the purpose state in the notice.

**ARTICLE IX  
NOMINATIONS AND ELECTIONS**

Section 9.1 – Nominations Committee.

Section 9.1.1 – Composition.

The Committee Chair is also the Parliamentarian and shall be appointed annually by the President. Service term on the committee shall be determined by the Executive Board. The Nominations Committee shall directly oversee and develop the slate of candidates for the officers on the Executive Board whose terms will be expiring, including those on the Nominations Committee. The Nominations Committee shall assist the Board in filling committee vacancies throughout the year and will work very closely with members. The Nomination Committee shall consist of the following five people; the Chair and four active members. See also ARTICLE VI COMMITTEES, Section 6.2.5. – Nominations Committee.

Section 9.1.2.—Qualifications.

Members of the Nominations Committee shall have been active individual COVA members for at least one year. Efforts should be made to assure diverse representation on the Nominations Committee.

Section 9.1.3 – Duties.

At least 120 days before the annual meeting, the Chair of the Nominations Committee shall submit to the Board candidate(s) for election to the Nominations Committee. At least 30 days before the annual meeting, the Nominations Committee shall submit to the membership a candidate for each vacant office.

Section 9.2 – Nominations Process.

Council of Volunteer Administrators of Metropolitan Atlanta, Inc.

**BYLAWS**

**Section 9.2.1 – Call for Nominations.**

Three months before the annual meeting, the Nominations Committee Chair shall issue a call to all active members for nominees for each office. This call shall be distributed to all members in writing. The Nominations Committee must receive the following in writing from candidates: (1) consent, (2) a biographical sketch and (3) acceptance of responsibilities of the particular position.

**Section 9.2.2 – Nominations Slate.**

The Nominations Committee shall verify each nominee's eligibility and secure consent before placing a name on the slate. The slate shall be approved by the Board and then emailed to each active member at least 30 days before the annual meeting and shall include the name of at least one nominee for each office. There shall be no absentee ballots. Upon receipt of the initial slate, members have one month in which to submit additional nominations.

**Section 9.2.3 – Length of Term.**

Each elected officer shall hold office for a two-year term commencing following the Annual Meeting when such officer was announced or elected. The President and Vice President shall be elected in the same year, with the Treasurer and Secretary being elected in opposing years. All other board members are nominated annually. To start the first cycle, the President and Vice President will serve a special one-year term and the Secretary and Treasurer will serve two-year terms.

**ARTICLE X  
QUORUMS**

**Section 10.1 – Membership Meetings.**

Twenty-five percent (25%) of the active members shall constitute a quorum for conducting business at a meeting of the membership.

**Section 10.2 – Board Meetings.**

A simple majority of the Board of Directors (in which each active committee has one vote) shall constitute a quorum for conducting business at a board meeting.

**ARTICLE XI  
AMENDMENTS TO BYLAWS**

**Section 11.1 – Amendment Conditions.**

The bylaws shall become effective upon adoption, unless otherwise indicated, and shall not be amended, altered or repeated except under the following conditions:

- a. Proposed amendments shall be emailed to each active member at least 30 days prior to any regular meeting.
- b. At the next regular meeting, any change adopted by two-thirds (2/3) vote of the active members present shall become effective immediately unless otherwise stipulated.