

VIRGINIA ASSESSMENT GROUP

BYLAWS

ARTICLE I – MISSION AND PURPOSE

Virginia Assessment Group (referred to herein as "VAG") is a Virginia non-stock, member corporation. The mission and purpose of VAG is to: (1) to promote the continued high quality of higher education in the Commonwealth of Virginia through assessment practices; (2) to serve as a forum for the expression of ideas about assessment practices; (3) to serve as a network for communication and collaboration among public and private institutions and state agencies; (4) to promote the professional development of its members; (5) to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended (hereinafter "the Code"); and (6) to the extent consistent therewith, for the conduct of any or all lawful affairs, not required to be stated specifically in these Bylaws, for which nonstock corporations may be incorporated under Chapter 10 of Title 13.1 of the Code of Virginia, as amended.

This corporation and the Board are committed to incorporating the values of diversity, equity, and inclusion ("DEI") in its governance and operations. These values shall be codified in a DEI policy adopted by the Board.

ARTICLE II - MEMBERSHIP

Section 1 – Membership/Qualifications: Membership in VAG is open to: a) all faculty and staff from both public and private institutions of higher education; b) staff of the State Council of Higher Education; c) staff of the Virginia Community College System; and d) any person who has a professional interest in assessment in post-secondary education. Membership shall include all individuals who formally register for the VAG Annual Conference within the membership year. There shall be no membership discrimination against any person on any basis prohibited by federal, state, local or other applicable law, including (without limitation) race; color; ethnicity; national origin; religion or religious practice; gender, gender identity, and gender expression; sexual orientation; age; disability; marital status; and military status. Membership is individual and not transferable.

Section 2 – Membership Year: The membership year shall extend from the start of the annual conference until the day before the following year's conference.

Section 3 – Voting Rights: Each member shall have one vote in all matters that come before the members of VAG in accordance with these Bylaws.

Section 4 – Annual Meeting: An annual meeting of the members shall be held at such time and place as may be determined by the Executive Board. Notice of the date, time and place of the annual meeting shall be given no less than ten (10) nor more than sixty (60) days before the meeting date.

Section 5 – Quorum: Members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. A majority of the members present

or represented by proxy at any meeting of the members at which a quorum is present shall decide any question that may come before the members.

ARTICLE III - EXECUTIVE BOARD

Section 1 - General Powers: The affairs of VAG shall be managed by its Executive Board which affairs shall include, but not be limited to: a) Determining goals for VAG activities and programs; b) Approving plans and locations for the annual meeting and spring workshop; c) Approving membership and other fees; and d) Promoting improvements in assessment practice and reporting.

Section 2 - Qualifications and Number: The Executive Board shall consist of the following directors: the seven (7) Officers listed in Article IV; three Directors-at-Large including one member representing private institutions, one representing four-year public institutions, and one representing two-year public institutions; one representative from the State Council on Higher Education in Virginia; one representative from the Virginia Community College System; and one representative for Historically Black Colleges and Universities (“HBCUs”). Other representatives or advisors may be appointed at the discretion of the Board.

Section 3 - Election/Tenure: The Executive Board, except for those officers listed in Article IV, Section 2, shall be elected by majority vote of the members at the annual meeting. Each director shall hold office for a period of one year, except for the treasurer who will serve a three-year term. Any vacancy occurring in the Executive Board between Annual Meetings shall be filled by appointment of the president.

Section 4 - Manner of Acting: A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 5 - Meetings: Meetings of the Executive Board, regular or special, may be held at such time, day, and place and upon such notice as the directors may determine. Notice of any meeting may be waived by a writing signed by each director and shall be equivalent to the giving of such notice.

Section 6 - Action Without a Meeting: Any action required to be taken at a meeting of the Executive Board or which may be taken at such meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Virginia State Corporation Commission.

ARTICLE IV – OFFICERS

Section 1 – Qualifications and Number: The officers of VAG shall consist of the President, President-Elect, Past-President, Secretary, Treasurer, Journal Editor, and Marketing and Communications Director. Officers must be current members of VAG.

Section 2 – Election/Tenure: The President-Elect and Secretary shall be elected by the members at the business session of the Annual Meeting by a majority vote of those members present or represented by proxy and voting from a slate of officers prepared by the Nominating Committee. Nominations for these offices may also be taken from the membership. If there is more than one nomination for each office, the voting shall be by written ballot. The positions of Treasurer, Marketing and Communications Director, and Journal Editor shall be elected by a majority vote of the Executive Board. Elected officers shall serve for a term of one year, except for treasurer who will serve a three-year term.

In the event of a vacancy in the office of President, the President-Elect shall serve. Any other vacancy shall be filled by appointment of the President. Any individual appointed to serve an unexpired term shall be eligible to succeed him/her/themself and serve a full elected term.

Section 3 - Duties of Officers:

A. The President shall:

- i) Act as spokesperson for VAG;
- ii) Receive resolutions/position statements from members/institutions and coordinate their presentations at the Annual Meeting;
- iii) Consult in planning the Annual Meeting;
- iv) Preside at the business session of the Annual Meeting;
- v) Call and chair meetings of the Executive Board;
- vi) Perform any duties necessary to assist VAG in achieving its purpose;
- vii) Serve as an ex-officio member of each standing and special committee of the Executive Board;
- viii) Represent VAG in relations with other professional and educational organizations and with government agencies; and
- ix) Serve as Past-President in the year following his/her/their term as President.

B. The Past-President shall:

- i) Assist in the orderly transition of the change of Officers;
- ii) Serve as chairperson of the Nominating Committee;
- iii) Advise the President and Executive Board of policies and procedures, as necessary; and
- iv) Perform other duties as assigned by the President.

C. The President-Elect shall:

- i) Represent the President when the President is unable to perform the duties specified above; and
- ii) Chair the Annual Conference Planning Committee.

D. The Secretary shall:

- i) Prepare and maintain custody of the minutes of the business session of the Annual Meeting of the members and meetings of the Executive Board;
- ii) Authenticate records of VAG; and
- iii) Assist with dissemination of information to the VAG membership as needed.

E. The Treasurer shall:

- i) Collect registration fees for the Annual Meeting and for the spring workshop;
- ii) Safeguard and disburse VAG funds as necessary;
- iii) Prepare a financial statement and submit it at the Annual Meeting;
- iv) Monitor and plan for the continued financial viability of the organization;
- v) Maintain the VAG membership database; and
- vi) Publish participant's lists for each VAG meeting.

F. The Journal Editor shall:

- i) Issue at least two issues of Research and Practice in Assessment per year; and
- ii) Annually nominate an editorial staff.

G. The Marketing and Communications Director shall:

- i) Provide VAG members with regular updates of VAG events and information;
- ii) Assist the Executive Board in developing effective communication and marketing strategies.

- iii) Develop and maintain the VAG website; and
- iv) Assist the Executive Board in utilizing the web to streamline objectives, workflow, and business processes.

Section 4 – Compensation: Except for any officer or director employed by VAG, no officer or director shall be entitled to compensation for his or her services as either an officer or director. Directors and officers shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of their duties

ARTICLE V – COMMITTEES

The committees of the Executive Board shall be standing and special. The standing committees shall be the Nominating Committee, the Annual Conference Planning Committee, and the Practitioners’ Workshop Planning Committee. The respective chairs shall appoint their own committees.

Section 1- Quorum: At a committee meeting, a quorum shall be a majority of the voting members of the committee.

Section 2 – Meetings: Meetings of any committee meeting shall be called by the chairman of the committee thereof and shall be held at such time and place and upon such notice as the chairman may determine. Notice of any meeting may be waived by each committee member by a writing signed by the member and shall be equivalent to the giving of notice.

Section 3 – Nominating Committee: The Nominating Committee shall:

- 1. Be chaired by the Past-President; and
- 2. Present a slate of officers for the VAG membership to vote upon at the Annual Meeting.

Section 4 – Annual Conference Planning Committee: The Annual Conference Planning Committee shall:

- 1. Be chaired by the President-Elect; and
- 2. Plan, coordinate, and publicize the Annual Conference, including: selecting the site for the conference and planning the schedule; and selecting papers to be presented, workshops and invited speakers.

Section 5 – Practitioner's Workshop Planning Committee: The Practitioner's Workshop Planning Committee shall:

- 1. Be composed of the three At-Large representatives; and

2. Plan, coordinate, and publicize the practitioners' workshop; including: selecting the site for the workshop and planning the schedule; and selecting papers to be presented, workshops and invited speakers.

Section 6 – Other Committees: The Executive Board may create such special committees as it may deem appropriate and appoint to membership any persons, whether they be members of the Executive Board or not, and may fix and prescribe their rights, duties, power, authority, and terms of office.

ARTICLE VI - INDEMNIFICATION OF BOARD AND OFFICERS

Section 1 - Indemnification of Directors: VAG shall indemnify its directors and the officers, employees and agents of VAG in accordance with the provisions set forth in §§ 13.1-875 through 13.1-883 of the Code of Virginia, as may from time to time be amended, or in any successor statute thereto, as long as such individual meets the standards of conduct required for indemnification as set forth in Section 13.1-876. In addition, VAG shall pay for or reimburse reasonable expenses incurred by a director, officer, employee or agent of VAG who is a party to a proceeding in advance of a final disposition of the proceeding if the prerequisites of Virginia Code Section 13.1-878 are met.

Section 2 - Directors and Officers Liability Insurance: VAG, with the approval of the Executive Board, may purchase and maintain insurance on behalf of any person who is or was a director or officer of VAG, whether elected or appointed, against any liability asserted against him or her or VAG and incurred by him or her or VAG in any such capacity, or arising out of his or her status as such, whether or not VAG would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VII - MISCELLANEOUS

Section 1 - Fiscal Year: The fiscal year of VAG shall begin on the 1st day of January each year.

Section 2 - Change of Bylaws: These Bylaws may be amended, repealed or altered, in whole or in part, by i) a majority vote of the VAG Members in attendance or represented by proxy at the Annual Meeting; or ii) a majority vote of the respondents of VAG Members to a mail or web ballot. Written notice of any proposed amendment recommended by the Executive Board shall be sent to the VAG Members at least thirty (30) days prior to the Annual Meeting or the mailing or distribution of the mail or web ballot.

Revisions recommended by the Board of Directors in November 2021 and July 2022

These foregoing revisions were approved by the members to be effective the 3rd day of April, 2023.

