

## BYLAWS

### ARTICLE I – OFFICES

The Twig, the Junior Auxiliary of Inova Alexandria Hospital (hereinafter referred to as The Twig) may have such offices, either within or without the City of Alexandria, Virginia as the Board of Directors may designate or as the business of The Twig may require from time to time.

### ARTICLE II – MEMBERS

**Section 1. Classes of Membership.** The Twig shall have four (4) classes of membership:

#### A. Provisional Membership

##### 1. Recruitment of Provisional Members

- a) Prospective candidates for membership must attend a prospective member function, along with their Twig Sponsors, before being considered for Provisional membership.

##### 2. Application to Provisional Membership

- a) Candidates for membership shall be **sponsored** by a Twig Member who has been Active for at least six (6) months or by a Sustaining Member. A Member may sponsor only one (1) candidate per Provisional Class.
- b) Candidates for membership shall be **endorsed** by two (2) Twig members, one of whom has been Active for at least six (6) months. The second Endorser may be in Active, Sustaining, or Honorary status. An Endorser may endorse an unlimited number of candidates per Provisional Class.
- c) The President and Vice-President may not sponsor candidates but may endorse candidates.

##### 3. Election to Provisional Membership

- a) The Membership Committee shall receive and review all applications for Provisional membership and from among them shall propose candidates to the membership. Such proposals shall be made and presented to the membership in writing or electronically.
- b) Elections of candidates to Provisional membership shall take place following the receipt of applications. Dissenting votes in the number of fifteen percent (15%) of the total voting membership shall prevent election. The results shall be reported to the membership.

#### 4. Requirements of Provisional Membership

- a) Following their election to membership, Provisional Members shall attend an orientation of obligations and privileges of membership conducted by the Chairwoman of the Membership Committee.
- b) Provisional membership shall last for a period of three (3) months beginning the first of the month following orientation.
- c) Provisional Members shall participate in all required activities of The Twig and shall fulfill all obligations of Provisional membership, as stated in the Bylaws, but shall have no voting rights.
- d) Provisional Members must attend all membership meetings unless excused in advance by the Secretary.
- e) Provisional Members are required to work two (2) shifts per month at the Thrift Shop, to work one (1) shift per month on the Thrift Shop Stock Committee and to attend required orientations.
- f) Provisional Members shall serve one (1) shift at any special event designated mandatory by the Board of Directors and shall purchase a ticket for such event (whether attending or not).
- g) Provisional members shall make a one-time nonrefundable donation to The Twig as set annually, by the Board of Directors

#### 5. Election to Active Membership

- a) After satisfactorily completing the Provisional membership obligations and receiving the recommendation of the Membership Committee, Provisional Members shall be invited, in writing, to become Active Members of The Twig.
- b) The Membership Committee may recommend to the Board of Directors that an extension of three (3) months be granted to a Provisional Member who, for unavoidable reasons, has been unable to satisfactorily complete Provisional membership. Such a recommendation must be approved by a two-thirds (2/3) vote of the Board of Directors.
- c) Upon recommendation of the Membership Committee, a member failing to meet Provisional membership requirements shall be dropped from membership, upon a two-thirds (2/3) vote of the Board of Directors.

### B. Active Membership

#### 1. Privileges of Active Membership

- a) Active Members shall be individuals who have satisfactorily fulfilled all obligations prescribed for Provisional membership and who have been invited by the Membership Committee to become Active Members.
- b) Active Members are voting members. They shall vote to elect The Twig's officers and Board of Directors, to approve candidates for Provisional membership, to approve the annual budget, and to approve pledges to Inova Alexandria Hospital, in accordance with Article VII, Section 4. They shall act on any proposed amendments to the Articles of Incorporation and/or Bylaws and vote to approve all proposed changes to the number of Thrift Shop shifts Active Members are required to work each month and on any other matter brought before the membership by the Board of Directors.
- c) Active Members have the right to participate in all activities of The Twig and, when eligible, may serve as officers, directors or committee chairs.
- d) Active Members have the right to request a Leave of Absence or a Change in Membership status in accordance with the terms outlined in Article II, Section 2.
- e) Active Members may remain in Active Member status indefinitely providing they continue to fulfill all Active Member requirements as outlined in the following section.

## 2. Requirements of Active Membership

- a) Active Members are expected to attend all membership meetings unless excused in advance by the Secretary and may have no more than three (3) unexcused absences during a Twig year. Active Members with two (2) unexcused absences shall be notified by the Secretary of this requirement.
- b) Any Active Twig who, as of June 30, 2006, was afforded a lesser membership meeting attendance requirement due to length of service shall retain that privilege.
- c) Active Members are required to work a minimum of two (2) shifts per month at the Thrift Shop.
- d) Active Members are required to serve actively on one (1) committee of The Twig and are expected to support other Twig projects. Membership on the Board of Directors may serve as a committee assignment.
- e) Active Members shall serve one (1) shift at any special event designated mandatory by the Board of Directors and shall purchase a ticket for such event (whether attending or not).

## 3. Sponsoring and Endorsing Candidates for Provisional Membership

- a) Twigs who have been Active Members for at least six (6) months may sponsor one (1) candidate for Provisional membership per Provisional Class.

- 1) As a Sponsor, an Active Member shall accompany a prospective member to a Membership Committee social function for prospective members. If the prospective member subsequently continues as a Provisional Member, the Sponsor is expected to accompany the Provisional to membership meetings and work with her at her first Thrift Shop shift.
  - 2) A Sponsor is required to remain an Active Member for the duration of the candidate's Provisional membership.
- b) Twigs who have been Active Members for at least six (6) months may endorse any number of prospective candidates for Provisional membership.

### C. Sustaining Membership

#### 1. Privileges of Sustaining Membership

- a) Sustaining Members shall be former Active Members of The Twig. Sustaining membership shall be limited to Active Members of The Twig who apply after seven (7) years of Active membership.
- b) Sustaining Members are non-voting members, with the exception of the Chairwoman of the Sustainers Committee who shall have one (1) vote on the Board of Directors.
- c) Sustaining Members may attend membership meetings and may serve on committees but are not required to do so.
- d) Sustaining Members may sponsor one (1) prospective candidate for Provisional membership per Provisional class and may endorse any number of prospective candidates for Provisional membership. However, no application for membership shall contain more than one (1) Sustaining Endorser.
  - 1) As a Sponsor, a Sustaining Member shall accompany a prospective member to a Membership Committee social function for prospective members. If the prospective member subsequently continues as a Provisional Member, the Sponsor is expected to accompany the Provisional to membership meetings and work with her at her first Thrift Shop shift.
  - 2) A Sponsor is required to remain a Sustaining Member (or return to Active status) for the duration of the candidate's Provisional membership.
- e) Sustaining Members may return to Active membership upon request to the Membership Chairwoman and approval of the Membership Committee.

#### 2. Requirements of Sustaining Membership

- a) Sustaining Members shall work one (1) shift per month at the Thrift Shop.
- b) Sustaining Members are required to purchase a ticket to a special event only if attending.

#### D. Honorary Membership

1. A Twig member who has served in good standing for at least ten (10) years may apply for Honorary membership.
2. There shall be no obligations of Honorary membership and no voting rights.
3. Honorary Members may not sponsor a candidate for Provisional membership.
4. Honorary Members may endorse an unlimited number of prospective candidates for Provisional membership. However, no application for membership shall contain more than one (1) Honorary Endorser.

#### E. Failure to Meet Membership Requirements

1. Members who fail to meet the requirements of any category of membership as specified above in a timely manner may be removed from the membership rolls at the recommendation of the Membership Committee and the discretion of the Board of Directors.

### **Section 2. Changes in Membership Status.**

#### A. Leave of Absence

1. Active or Sustaining Members may submit a written request for a Leave of Absence to the Membership Committee Chairwoman for consideration and approval by the Membership Committee. Members who wish to request leave are referred to the Guidelines for Leave of Absence located on The Twig website.
2. Emergency Leave may be granted by the Membership Chairwoman or President.
3. Members on a Leave of Absence shall have their privileges and obligations of membership temporarily suspended.
4. Time spent in Leave of Absence status shall be deducted from time in Active or Sustainer status.

#### B. Applications for Transfer from Active to Sustaining Status

1. Active Members who have accumulated at least seven (7) years of Active membership in The Twig (minus time spent in Leave of Absence) and who are in good standing may request a transfer to Sustaining membership status.
2. Change of Status Requests must be made in writing to the Membership Committee Chairwoman at least forty-five (45) days in advance of the effective date. All schedule and financial obligations shall be met prior to the effective date of transfer.

#### C. Applications for Transfer to Honorary Status

1. Members who have accumulated at least ten (10) years of membership in The Twig (minus time spent in Leave of Absence) and who are in good standing may request a transfer to Honorary membership status.
2. Change of Status Requests must be made in writing to the Membership Committee Chairwoman at least forty-five (45) days in advance of the effective date. All schedule and financial obligations shall be met prior to the effective date of transfer.

D. Resignations

1. Requests for Resignation in Good Standing must be made in writing to the Membership Committee Chairwoman at least forty-five (45) days in advance of the effective date. All schedule and financial obligations shall be met prior to the date of resignation.

E. Reinstatements

1. Active or Sustaining Members who have resigned from The Twig and who wish to return to membership may file an Application for Reinstatement with the Membership Committee Chairwoman for consideration and determination of status by the Membership Committee.

### **ARTICLE III – MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** The Annual Membership Meeting of The Twig shall be held in May of each year.

**Section 2. Membership Meetings.**

- A. Membership meetings may be held on the second Monday of the month at such hour and place as the Board of Directors shall determine. The June meeting of the membership shall be a luncheon meeting and shall be held on such date in June and at such place and time as set by the Chairwoman of the Entertainment Committee.
- B. There shall be no membership meetings during the months of December, July and August.

**Section 3. Special Meetings.** Special meetings of the membership may be called by the President or by a majority of the Board of Directors and must be called by the President upon petition for such a meeting from ten percent (10%) of all votes entitled to be cast at such meeting.

**Section 4. Notice of Meetings.** Notice of the Annual Membership Meeting or any membership meeting called by the President or Secretary shall be distributed to each member at her last known postal or electronic address not less than ten (10) days nor more than fifty (50) days before the date for which the meeting is called, stating its day, place, hour and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called.

**Section 5. Quorum.** A quorum for the purposes of a membership meeting or any other meeting of the full membership shall consist of one-third (1/3) of the Active (voting) membership who are not on Leave of

Absence. A majority vote of the eligible Active membership where a quorum is present is required for all voting matters except Articles of Incorporation and Bylaws changes, where a two-thirds (2/3) vote of the eligible Active membership where a quorum is present is required.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1. General Powers.**

- A. The affairs of The Twig shall be managed by the Board of Directors. The Board of Directors shall have authority to transact any necessary business of The Twig between membership meetings, in person, by mail, or electronically.
- B. The Board of Directors shall select a Nominating Committee slate of at least seven (7) nominees and present the slate to the membership between January and March.

### **Section 2. Composition of the Board of Directors.**

- A. Those members nominated by the Nominating Committee and elected by the membership to hold the following offices: President, Vice-President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer.
- B. Those members nominated by the President-elect and elected by the membership to serve as Chairwomen of the following Standing Committees: Thrift Shop, Technology, Entertainment, Communications, Membership, Homes Tour, Special Fundraising Events and Sustaining. Each Standing Committee shall have one vote.
- C. Those members nominated by the President-elect and elected by the membership to serve as Chairwomen of any additional Standing Committees. Each additional Standing Committee shall have one vote.
- D. Those members nominated by the President-elect and elected by the membership to serve as Chairwomen of Ad Hoc Committees. Each Ad Hoc Committee shall have one vote.
- E. Those members nominated by the President-elect and elected by the membership to serve as Parliamentarian, Scheduler, and Hospital Liaison.
- F. The immediate Past President.

### **Section 3. Vacancies.**

- A. Should the office of President become vacant prior to January 1, the Vice-President shall assume the Presidency. The Nominating Committee shall reconvene to nominate a new Vice-President who will be voted upon by the eligible Active membership, after due notice.
- B. Should the office of President become vacant after January 1, the Vice-President shall assume the Presidency for the remainder of the vacated term and for the following term for which she was originally elected. The Board of Directors shall appoint an Active Member to the position of Acting

Vice-President for the remainder of the unexpired term. The Vice-President for the next Twig year shall be selected through the normal nominating process.

- C. In the case of a vacancy in an elected office other than President prior to January 1 (or anytime in the year should the Vice-President vacate her office), the President shall order a special election. The Nominating Committee shall reconvene to nominate a replacement who will be voted upon by the eligible Active membership, after due notice.
- D. In the case of a vacancy in an elected office other than the President or Vice-President after January 1, the President, with the approval of the Board of Directors, shall appoint a member to fill the vacancy for the unexpired term of office.
- E. In the case of a vacancy in all other Board of Directors positions during The Twig year, the President shall appoint a member to fill the vacancy for the remainder of The Twig year.

**Section 4. Notice of Meetings.** Notice of meetings of the Board of Directors shall be signed by the President or the Secretary and shall be distributed to each Board member at her last known postal or electronic address. Notice of meetings may also be given electronically not less than twenty-four (24) hours in advance of the date for which the meeting is called. All notices shall state the date, time and place of meetings.

**Section 5. Meetings.**

- A. The annual organizational meeting of the Board of Directors shall be held during the month of June. It shall be an orientation by the outgoing Board of Directors and shall be held at such date, time, and place as the outgoing and incoming Presidents shall determine.
- B. Regular meetings of the Board of Directors shall be held at least monthly from September through June or as the President may determine.

**Section 6. Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

**ARTICLE V - OFFICERS**

**Section 1. Officers.** The officers of The Twig shall be: President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. All officers shall be Directors.

- A. A candidate for office shall have been an Active Member of The Twig for two (2) years before taking office.
- B. No officer shall serve in the same office for more than one year in succession, except for those in the offices of Treasurer and Assistant Treasurer, who may serve no more than two years in succession.



## **Section 2. Election of Officers.**

- A. The annual election of officers shall be through a Nominating Committee which shall consist of five (5) persons.
  - 1. The immediate Past President of The Twig shall serve as the Chairwoman of the Nominating Committee. Should the immediate Past President not be able to serve, the President shall appoint a former Past President to serve as its Chairwoman.
  - 2. The Board of Directors shall select by written ballot seven (7) additional nominees for the Nominating Committee slate. Of these, four (4) will be chosen by the eligible Active membership at a membership meeting held between January and March.
    - a) All nominees shall have been Active Members for at least two (2) years at the time of the election.
    - b) No more than two (2) members of the Board of Directors (in addition to the immediate Past President) may serve on the Nominating Committee.
  - 3. The Nominating Committee shall serve for one (1) year.
- B. The Nominating Committee shall present to the membership in April -a slate of one (1) or two (2) candidates for each office, except for the office of President. (The Vice- President shall automatically advance to the office of President at the June luncheon meeting of the year following her election as Vice-President, except as noted in Article IV. Section 3.)
- C. Additional nominations for office may be made by members in April.
- D. Officers shall be elected by majority vote of a quorum of eligible Active Members at the Annual Membership Meeting.
- E. All Officers shall take office at the June luncheon meeting.

## **Section 3. President.**

- A. The President shall be the Chief Executive Officer of The Twig and shall, in general, supervise the conduct of the business affairs of The Twig.
- B. The President shall preside at meetings of both the Board of Directors and membership, shall be an ex-officio member of all committees except the Nominating Committee, and shall make appointments, fill vacancies, and act as otherwise provided in these Bylaws.
- C. The President shall have no vote except in the event of a tie.
- D. The President shall have final approval of all oral and written contracts and all public relations matters of The Twig.
- E. The President shall appoint members of all committees.

- F. The President shall appoint Ad Hoc Committees as deemed necessary.
- G. The President shall appoint a committee of three (3) members to oversee an audit of the prior year's financial records by September 1 of each year.
- H. The President may cancel a membership meeting or a Board of Directors meeting at her discretion provided notice is given to all members prior to forty-eight (48) hours before the meeting. The exception to this is meetings that are cancelled due to inclement weather.
- I. In the event of a vacancy in the office of President due to death, resignation, removal, disqualification, or otherwise, the Vice-President shall advance to the office of President for the remainder of the unexpired term. (See Article IV, Section 3.)

#### **Section 4. Vice-President.**

- A. The Vice-President shall serve as President-elect and, as such, shall be included in all committee meetings and shall become familiar with the duties and office of the President.
- B. The Vice-President shall, in the absence or disability of the President, perform the functions and duties of President and shall perform such other functions and duties as may be delegated to the Vice-President by the President or prescribed for the Vice-President by the Board of Directors.
- C. The Vice-President shall serve as Chairwoman of the Membership Committee.
- D. The Vice-President shall be responsible for keeping the Scheduler informed of the status of all members of The Twig.
- E. The Vice-President shall automatically advance to the office of President at the June meeting of the year following her election as Vice-President, except as noted in Article IV, Section 3.
  - 1. The Vice-President shall automatically become President for the unexpired term of that office should the office of President become vacant.
  - 2. The vacancy in the office of Vice-President caused by the current Vice-President assuming the office of President prematurely shall be filled in accordance with Article IV, Section 3.
- F. The Vice-President, as President-elect, shall nominate the Chairwomen of all Standing Committees to be elected by the membership at the Annual Membership Meeting.

#### **Section 5. Secretary.**

- A. The Secretary shall be the Recording Secretary of The Twig and as such shall take and ensure distribution of minutes of Board of Directors Meetings, membership meetings, and Special Meetings.
- B. The Secretary shall record attendance at Board of Directors Meetings, membership meetings, and Special Meetings.

- C. The Secretary shall notify voting members and the Membership Chair after two (2) unexcused absences from membership meetings.
- D. The Secretary shall, in the absence of the President and Vice-President, preside at Board of Directors Meetings and membership meetings.

**Section 6. Assistant Secretary.**

- A. The Assistant Secretary shall be the Corresponding Secretary for The Twig and as such shall write all correspondence for The Twig.
- B. The Assistant Secretary shall be responsible for the publication, distribution, and maintenance of the Membership Directory.
- C. The Assistant Secretary shall, in the absence of the Secretary, take minutes of Board of Directors Meetings, membership meetings, and Special Meetings.
- D. The Assistant Secretary shall, in the absence of the Secretary, record attendance of Board of Directors Meetings, membership meetings, and Special Meetings.
- E. The Assistant Secretary shall, in the absence of the President, Vice-President, and Secretary, preside at Board of Directors Meetings and membership meetings.

**Section 7. Treasurer.**

- A. The Treasurer shall pay all accounts approved by The Twig.
- B. The Treasurer shall render a monthly report of all receipts and expenditures of The Twig to the Board of Directors and to the membership.
- C. The Treasurer shall be responsible for filing all necessary reports to federal and state tax authorities and for remitting state sales tax to the Commonwealth of Virginia Department of Taxation.
- D. The Treasurer shall present a written budget to the Board of Directors and the membership for approval in the months of September, January, and April.

**Section 8. Assistant Treasurer.**

- A. The Assistant Treasurer shall receive and deposit all funds of The Twig.
- B. The Assistant Treasurer shall serve as Treasurer of The Twig's Annual Historic Alexandria Homes Tour.
- C. The Assistant Treasurer shall perform other duties as assigned by the Treasurer.

- D. The Assistant Treasurer shall, in the absence of the Treasurer, assume the responsibilities of the Treasurer.

**Section 9. Officer's Absence from Meetings.** An officer unable to attend a meeting shall notify the President in advance of the meeting. The Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall place the books or reports of their respective offices in the hands of the President when unable to attend a meeting.

**Section 10. Records.** All officers shall maintain orderly and accurate records pertaining to the responsibilities and business of their respective offices.

- A. All outgoing officers and other members of the Board of Directors shall submit written annual reports to the President no later than June 30.
- B. Books and records of outgoing officers shall be transferred to their successors no later than June 30.

## **ARTICLE VI – STANDING COMMITTEES, AD HOC COMMITTEES AND ADDITIONAL APPOINTED BOARD MEMBERS**

**Section 1. Standing Committees.** There shall be Standing Committees of The Twig which shall carry on activities of The Twig as directed by the Board of Directors and which shall make reports and recommendations to the Board of Directors.

- A. Standing Committees include the Thrift Shop Committee, the Special Fundraising Events Committee, the Entertainment Committee, the Communications Committee, the Membership Committee, the Homes Tour Committee, the Sustaining Committee, and the Technology Committee.
  - 1. The Chairwoman or Co-Chairwomen of the above Standing Committees, with the exception of the Membership and Homes Tour Committees, shall be nominated by the President-elect and elected by the membership following the election of officers at the Annual Membership Meeting and shall be announced and take office at the June luncheon meeting of the membership.
  - 2. The Chairwoman or Co-Chairwomen of all additional Standing Committees shall be nominated by the President-elect and elected by the membership following the election of officers at the Annual Membership Meeting and shall be announced and take office at the June luncheon meeting of the membership.
  - 3. Members of all Standing Committees shall be appointed by the President-elect and shall be announced at the June luncheon meeting of the membership.
- B. Thrift Shop Committee
  - 1. The Thrift Shop Committee shall manage the operation of The Twig's Thrift Shop in an efficient and profitable manner.

2. The Thrift Shop Committee shall be responsible for all sales activities of the Thrift Shop, including both on-site and off-site sales.
3. The Thrift Shop Committee shall have a Stock Subcommittee and any other Subcommittees deemed necessary for the successful management and operation of the Thrift Shop.

C. Special Fundraising Events Committee

1. The Special Fundraising Events Committee shall be responsible for fundraising activities not otherwise specified herein.

D. Entertainment Committee

1. The Entertainment Committee shall be responsible for all social events of The Twig, with the exception of events introducing prospective members to the membership.

E. Communications Committee

1. The Communications Committee shall be responsible for publicity, both internal and external, for The Twig's activities.
2. The Communications Committee shall maintain a continuing record of all activities and events of The Twig.

F. Membership Committee

1. The Vice-President of The Twig shall be Chairwoman of the Membership Committee.
2. Each member of the Membership Committee shall have been an Active Member of The Twig for at least two (2) years. There shall be at least one (1) Sustaining Member on the Membership Committee.
3. The Membership Committee shall conduct at least one (1) social event per year for the purpose of introducing prospective members to the membership.
4. The Membership Committee shall review all applications for Provisional membership and propose names to the membership at the next General membership meeting after a provisional social event. (See Article II, Section 1.)
5. The Membership Committee Chairwoman shall issue invitations to candidates elected to Provisional membership in The Twig.
6. The Membership Committee Chairwoman shall conduct an orientation for Provisional members, supervise the Provisional period, and invite the Provisionals to Active membership after this period has been satisfactorily completed.

7. The Membership Committee shall be responsible for all classes of membership and shall recommend policy to the Board of Directors concerning all categories of membership.
8. The Membership Committee Chairwoman shall receive all requests for leave, changes of status, reinstatement and special assignments. These requests will be considered by the committee for disposition.

G. The Homes Tour Committee

1. The Homes Tour Committee shall be responsible for planning and conducting the Annual Historic Alexandria Homes Tour.
2. The Chairwoman or Co-Chairwomen of the Homes Tour Committee shall be nominated by the President no later than March and elected by the membership at that month's general membership meeting. The Chairwoman or Co-chairwomen shall take office immediately following their election.

H. Sustaining Committee

1. The Chairwoman of the Sustaining Committee shall be a Sustaining Member.
2. The Sustaining Committee shall be comprised of Sustaining Members and shall keep Sustaining members informed of all Twig projects and activities.
3. The Sustaining Committee shall conduct one (1) social event per year, under the auspices of the Membership Committee, for the purpose of introducing prospective members to the membership.

I. Technology Committee

1. The Technology Committee shall be responsible for maintaining the Twig's digital systems, including the website, database, and volunteer platform.
2. The Committee shall serve as a clearinghouse for the procurement of new technologies.

J. Additional Standing Committees. Additional Standing Committees may be established by amendment of the Bylaws and in accordance with *Robert's Rules of Order*. Such committees shall be established for the purpose of managing on-going events or issues that are repetitive or annual in nature and assist in accomplishing the mission of The Twig. The establishment of additional Standing Committees must be approved by a two-thirds vote of a quorum of eligible Active members.

K. Quorum. A majority of the members of a committee shall constitute a quorum.

**Section 2. Ad Hoc Committees.** The President shall have the power to appoint Ad Hoc Committees when a need exists. Ad Hoc Committees, in general, shall be established to manage one-time projects or projects/issues of limited scope.

- A. The Chairwomen of Ad Hoc Committees shall be nominated by the President and elected by the membership.

- B. In general, committee members of Ad Hoc Committees shall serve on a voluntary basis “over and above” their regular committee assignments.
- C. The Chairwomen of Ad Hoc Committees shall be voting members of the Board of Directors for the duration of the committee’s existence. Each Committee shall have one vote.

**Section 3. Additional Board Members.** In addition to the Chairwomen of the Standing and Ad Hoc Committees, the following Board of Directors members shall be nominated by the President-elect and elected by the membership following the election of officers at the Annual Meeting of the membership and shall take office at the June luncheon meeting of the membership.

A. Parliamentarian

- 1. The Parliamentarian shall be well versed in the rules and procedures of parliamentary law according to *Robert’s Rules of Order*.
- 2. The Parliamentarian shall advise the President on parliamentary procedure.
- 3. The Parliamentarian shall chair a committee, when deemed necessary by the Board of Directors, for the purpose of revising the Articles of Incorporation or Bylaws.

B. Thrift Shop Scheduler

- 1. The Scheduler shall be responsible for preparing and maintaining a monthly schedule for the operation of The Twig Thrift Shop. Such schedule shall include regular membership shift hours as well as Stock Committee shift hours.
- 2. The Scheduler shall receive notification from members of any changes made in their scheduled assignments.
- 3. The Scheduler shall report to the Membership Chair the names of those members who do not fulfill their scheduled assignments.

C. Hospital Liaison

- 1. The Hospital Liaison shall be the coordinator of all partnerships between The Twig and Inova Alexandria Hospital not covered specifically by other committees.

## ARTICLE VII - FINANCES

### Section 1. Operating Expenses.

- A. The Chairwoman or Co-Chairwomen of each Standing Committee shall be authorized to spend funds budgeted by the Board of Directors for the operation of that committee.

- B. Proposed expenses by any committee exceeding the committee's budget shall be approved by resolution of the Board of Directors. In an emergency when the President is unable to convene a quorum of the Board of Directors, the elected officers shall have the authority to approve such expenditures, subject to ratification by resolution of the Board of Directors.

**Section 2. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, including Chairwomen or Co-Chairwomen of committees, to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Twig. Such authorization shall be by resolution of the Board of Directors and may be general or confined to specific instances. The President shall have final approval of any such contracts.

**Section 3. Checks, Drafts, etc.** All checks, drafts, or other orders for overpayment of money, notices, or other evidences of indebtedness issued in the name of The Twig, shall be signed by such officer or officers, agent, or agents, of The Twig, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Distribution of Profits.** The eligible Active membership shall vote on future pledges to the hospital.

- A. Pledges in the amount of five thousand dollars (\$5,000) or more shall be presented to the Active membership in writing at least twenty days (20) prior to oral presentations to be made at the following membership meeting.
- B. Pledges of five thousand dollars (\$5,000) or more must be presented with two or more options for consideration.

**Section 5. Deposits.** All funds of The Twig not otherwise employed may be deposited from time to time to the credit of The Twig in such banks, trust companies, savings and loan associations, or other depositories as designated by resolution of the Board of Directors.

**Section 6. Loans.** No loans shall be contracted on behalf of The Twig and no evidence of indebtedness shall be issued in its name except by action of the Board of Directors as authorized by The Twig membership.

**Section 7. Records.**

- A. Records of all committee expenditures shall be presented to the Treasurer.
- B. Bills for committee expenditures shall be presented to the Treasurer within sixty (60) days after the respective expenditures are made.

## **ARTICLE VIII – THE TWIG THRIFT SHOP**

**Section 1. Purpose.** The Twig shall operate The Twig Thrift Shop for the purpose of supporting the financial projects of The Twig.



**Section 2. Management.** The members of The Twig shall manage and operate The Twig Thrift Shop through the Thrift Shop Committee and its subcommittees.

#### **ARTICLE IX – ACCOUNTING YEAR**

The accounting year of The Twig (sometimes referred to herein as the “Twig Year”) shall begin on July 1 and end on the following June 30 of each year.

#### **ARTICLE X - PARLIAMENTARY AUTHORITY**

The parliamentary authority of The Twig shall be *Robert’s Rules of Order*, as revised.

#### **ARTICLE XI - SEAL**

The Twig may have a corporate seal which shall be circular in form and which shall have inscribed thereon the name of The Twig and the words: “Corporate Seal – 1976 Virginia.”

#### **ARTICLE XII - AMENDMENTS TO BYLAWS**

##### **Section 1. Bylaws Amendments.**

- A. The Bylaws of The Twig may be amended by a two-thirds (2/3) affirmative vote of the Active members eligible to vote provided the following requirements have been met.
  - 1. A quorum of Active members not on Leave of Absence shall be present.
  - 2. Notice of any proposed amendment to the Bylaws has been given to Active members at least twenty (20) days prior to voting.
  - 3. All Bylaws changes will become effective on the first day of the next Twig year, unless specifically stated by the President of The Twig.

#### **ARTICLE XIII - DISSOLUTION**

##### **Section 1. Dissolution**

- A. Upon dissolution of The Twig, the officers of The Twig shall proceed as expeditiously as possible to pay and satisfy all debts and obligations of The Twig and to wind up its affairs.
- B. After all debts and obligations of The Twig have been paid and satisfied, the officers shall then proceed to transfer and pay over all assets of The Twig to Inova Alexandria Hospital. If

Inova Alexandria Hospital is no longer to be operated, all assets shall then be transferred to such organization or organizations operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future federal tax law, as the Board of Directors shall determine.

#### **ARTICLE XIV – INDEMNITY CLAUSE**

**Section 1.** The Twig shall indemnify each Director and member and each person who formerly served in such positions against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon her in connection with any action, suit or proceeding to which she may be made a party, or in which she may become involved, by reason of her being or having been a Director or member of The Twig, whether or not she is still serving in such capacity at the time of incurring such expenses or liabilities. The Twig shall not indemnify any Director or member with respect to matters as to which such person shall be finally adjudged to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (i) The Twig is advised by written opinion of independent legal counsel that the Director or member did not commit a breach of duty owed to The Twig and (ii) a majority of disinterested Directors approves the settlement and indemnification as being in the best interests of The Twig. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to the section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

June 13, 2020