

Virginia Elevator Safety Association

VAESA

BYLAWS

As revised April 15, 2010

ARTICLE I – NAME

Section 1. Name. This organization shall be known as the “Virginia Elevator Safety Association” (VAESA)

ARTICLE II – PURPOSES

Section 1. The purposes and objectives of the *VAESA* shall be 1. to promote uniform understanding, application and administration of the VA USBC and all referenced codes pertaining to elevator safety. 2. To provide training and education opportunities to promote uniformity of inspection methods and procedures. 3. to cooperate with international , national and local organizations to further the development of the relationship between government agencies, authorities having jurisdiction(AHJs), private inspection agencies(Inspectors), elevator industry and trade organizations thru training, education and focus on safety.

ARTICLE III – NON-PROFIT ORGANIZATION

Section 1. The affairs of *the VAESA* shall not be conducted for profit.

ARTICLE IV – ORGANIZATION

Section 1. The *VAESA* shall consist of a *Board of Directors*, the members and as may be authorized by these Bylaws.

Section 2. Management. The management and control of the affairs and business of *the VAESA* shall be vested in the Board of Directors as provided for herein.

ARTICLE V – MEMBERSHIP AND DUES

Section 1. Territory. Membership in *the VAESA* shall be limited to those persons who reside or are employed in the State of Virginia.

Section 2. Applications. Applications for Membership shall be e-mailed to *the VAESA* Secretary and may be subject to the approval of the *Board of Directors*.

Section 3. Classification. Classification of VAESA membership shall consist of the following:

- a. AHJ Member-any person exclusively employed by a locality whose responsibility and function is the administration, application and enforcement of elevator safety codes.
- b. Private Inspector Member-any individual who is employed by a private enterprise and who regularly engages in inspections of elevator industry related equipment but does not represent an employer or organization as defined in section (c)

- c. **Organizational Member-** any person who represents a company, employer, governmental agency or other entity and is designated to represent that entity or organization. Membership must be in the name of the company, employer, or other entity. The organization shall appoint its representative.

Section 4. Dues and Initiation Fees. There shall be no initiation fee for any class of membership. Any dues prescribed shall be voted upon and approved by the board of directors.

ARTICLE VI – EXECUTIVE COMMITTEE AND OFFICERS

Section 1. Executive Committee shall consist of the President, Vice President, Secretary, Treasurer.

Section 2. Board of Directors shall consist of 7 members as follows:

The Executive Committee- Four (4) AHJ members; Pres. ,Vice Pres. Sec., Treas.

Two (2) Private Inspector members

One (1) Organizational Member

All officers shall serve without pay.

Section 3. Eligibility. The eligibility of the Board of Directors and officers shall be established as follows:

(a) Any member in good standing shall be eligible to be elected to the *VAESA* Board of Directors.

(b) Only AHJ Inspector Members in good standing, shall be eligible to be elected to the office of President or Vice President, Secretary, Treasurer.

Section 4. Duties. The Board of Directors shall have general charge of the affairs of the *VAESA*, including the authority to direct expenditures and audit the accounts of the Secretary-Treasurer (or, Secretary and Treasurer) as provided for therein.

Should any emergency arise in the carrying out of these Bylaws where a strict compliance with the letter of the same cannot be obtained or where other sections of the Bylaws do not provide a means for meeting the emergency, the Board of Directors may take whatever action it may deem advisable for the good of the *VAESA*, but such action shall be consistent with the spirit of these Bylaws and shall be submitted for approval at the next meeting of the *VAESA*.

The duties of all officers shall be such as usually pertain to their offices, or as assigned by the Board of Directors.

The Secretary-Treasurer shall keep the records of the *VAESA* and the Board of Directors and have charge of its funds. He may be authorized to expend the funds under an approved budget. He shall have his accounts audited at the *VAESA* expense if any is incurred, at the close of each fiscal year and shall submit such audit to the Board of Directors and to the *VAESA* at the Annual Meeting.

Section 5. Terms of Office. Members of the Board of Directors and the officers shall be elected and hold office for one (1) year or until their successors are elected and qualified, commencing at the Annual Meeting.

Section 6. Vacancies. In the event of the death, resignation, or inability to act of any members of the Board of Directors or officer, or when such member becomes ineligible to membership in the class he occupied when elected, his term of office shall automatically cease and it shall be the duty of the President, subject to approval by the Board of Directors to appoint a member of the same class to serve the unexpired term. The Board of Directors shall fill a vacancy in the office of President.

ARTICLE VII – ELECTIONS

Section 1. Time. The election of members of the Board of Directors and officers shall take place at the *VAESA* Annual Meeting.

Section 2. Nominations. Soon after, or prior to the opening of the Annual Meeting, the President shall appoint a Nominating Committee of four (4) AHJ Inspector Members who shall nominate candidates for all offices and members of the Board of Directors. The Nominating Committee shall submit its report to the membership in or before the last business session of the Annual Meeting. Not less than three (3) Inspector Members in good standing may nominate a candidate for any of the offices to be filled, provided such nominations shall be in writing, bear the signatures of the members so nominating and be placed in the hands of the *VAESA* Secretary previous to the last business session of the Annual Meeting.

Section 3. Election Procedure. The names of all properly proposed candidates shall be submitted to the members for election by email ballot. Any member shall be elected who shall receive a majority of the votes cast; provided, however, that when there is only one candidate for an office, election may be declared by the unanimous consent of these members in attendance who are eligible to vote.

Section 4. Voting. Only Inspector Members in good standing shall be eligible to vote for candidates for office.

ARTICLE VIII – MEETINGS

Section 1. Board of Directors. Meetings of the Board of Directors are to be held as follows:

- (a) An Annual Meeting shall be held in Jan. each year at the call of the President immediately preceding the *VAESA* Annual Meeting.
- (b) Special meetings may be held each year at the call of the President or upon the written request of a majority of the Inspector Members of the Board of Directors.
- (c) The dates and location of all meetings shall be determined by the President and the Secretary. Due notice of meetings shall be sent to all members.
- (d) The President, or in the event of his absence the ranking Vice President, shall preside at meetings of the Board of Directors
- (e) Four (4) members, at least three (3) of whom must be AHJ Inspector Members, shall constitute a quorum.
- (f) No meeting shall be conducted unless the number of AHJ Inspector Members present is at least two (2) more than the number of Private Inspector Members and Organizational Members present.

Section 2. *VAESA* Meetings. Meetings of the *VAESA* are to be held as follows:

- (a) The *VAESA* shall hold an Annual Meetings, the time and place to be determined by the Board of Directors. Other regular or special meetings may be called by the President or upon written application of three (3) Inspector Members of the *VAESA*.
- (b) Meetings shall be conducted in accordance with the procedures prescribed by the Bylaws of the *VAESA*.
- (c) The President, or in the event of his absence the ranking Vice President shall constitute a quorum.

Section 3. E-Mail Ballots. When it is not possible or convenient to have a meeting of the Board of Directors or the membership of the *VAESA*, the President may direct the Secretary to prepare an email ballot to conduct necessary business by email. To be counted, email ballots must be received on or before the indicated date upon which the email ballot is due; which shall be not less than favorable vote of a majority of the members eligible to vote, unless otherwise required by these Bylaws. Approval of actions by the membership of the *VAESA* shall require the favorable vote of a majority of the members returning ballots, unless otherwise required by these Bylaws.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. The Standing Committees of this Chapter shall be:

- (A) Bylaws Committee
- (B) Educational Committee
- (C) Membership Committee
- (D) Resolutions Committee
- (E) Legislative Committee
- (F) Executive Committee
- (G) Auditing Committee
- (H) Nominating Committee

Section 2. Committee Scopes. The scopes of the Standing Committees shall be as approved by the Board of Directors.

Section 3. Special Committees. Special Committees may be appointed by the *VAESA* President for a specific purpose authorized by the Executive Committee. Special Committee shall continue and be reappointed each year at the discretion of the Board of Directors until a final report is rendered.

Section 4. Term of Appointment. Standing Committees shall be appointed by the *VAESA* President to serve from the time of their appointment until the close of the President's term of office.

ARTICLE XI – FISCAL YEAR

Section 1. The fiscal year of the *VAESA* shall be the calendar year January 1 thru December 31.

ARTICLE XII – RULES OF ORDER

Section 1. The latest edition of Robert's Rules of Order shall govern the transaction of all business, unless otherwise provided in these Bylaws.

ARTICLE XIII – AMENDMENT OF BYLAWS

Section 1. Proposed amendments to these Bylaws shall be approved by the *VAESA* Board of Directors, by a majority of the votes cast by Board of Directors at any meeting of the Board of Directors or by a majority of the vote of the Board of Directors in the event of a e-mail ballot. Notice of proposed amendments shall be forwarded to each Inspector member of the Board of Directors at least twenty (20) days prior to the date of the meeting or the indicated date upon which an e-mail ballot is due.

Section 2. Amendments approved by the Board of Directors shall become effective after approved by a two thirds (2/3) vote of the Inspector Members voting at a *VAESA* meeting, or by two thirds (2/3) of the votes cast by Inspector Members in the event of a mail ballot, and upon final approval by the Board of Directors. Notice of proposed amendments shall be forwarded to each Inspector Member at least twenty (20) days prior to the date of the meeting of the indicated date upon which a mail ballot is due.

Section 3. The provisions of the Bylaws of the *VAESA* in force immediately prior to the approval and adoption of these amended Bylaws shall be superseded hereby.