BYLAWS

CISV USA Brandywine Valley Chapter

**Article I. Name and Affiliations**

 The name of this organization shall be CISV USA Brandywine Valley Chapter (hereinafter referred to as “BV Chapter”.) BV Chapter is a part of the CISV USA, Inc. This affiliation is associated with CISV International Ltd. It is a non-profit organization.

**Article II. Purpose**

 The purpose of this organization shall to be to promote the principles and programs of the international and national bodies of CISV USA, Inc. particularly within the area generally known as the Brandywine Valley, including Chester County, western Delaware County, Pennsylvania, and northern New Castle County, Delaware, and such other areas as may be determined from time to time by the Board of Directors.

**Article III. Membership**

 Membership in BV Chapter shall be open to all persons subscribing to the purpose of the organization. Other requirements for membership, such as payment of dues, may be set by the members or, between the meetings of the members, by the Board of Directors.

**Article IV. Officers, Duties and Elections**

1. Officers

Officers shall be a President, a Vice President, a Secretary, a Treasurer, and the President of the Junior Branch of BV Chapter.

1. Duties

The President shall preside at all meetings of the members, the Board of

Directors and the Executive Committee, be an *ex officio* member of all committees, and appoint all members of all committees and the Chairs of each committee.

The Vice President shall preside at all meetings of the members in the absence of the President and shall undertake such other duties as are assigned by the President.

The Secretary shall: 1) Keep minutes of meetings of the Board of Directors and the General Membership; 2) Receive reports from committees and maintain these as official records; 3) Notify members of meetings; 4) Be responsible for such correspondence as shall be delegated by the Board of Directors.

The Treasurer shall: 1) Be responsible for collecting annual dues; 2) Give an itemized report at each Board Meeting of all monies received and disbursed; 3) Make disbursements as required; 4) File BV Chapter’s Annual Report to CISV USA, Inc. in the format required of all chapters; and shall undertake such other duties as are assigned by the President. The Treasurer shall be assisted by an Internal Auditor (Assistant Treasurer) appointed by the President and who shall undertake such duties as are assigned by the President.

1. Elections

Officers and members-at-large of the Board of Directors shall be elected annually by the members at the Annual Meeting, except for the President of the Junior Branch, who shall be elected by the members of the Junior Branch in such a manner as the members of the Junior Branch shall determine. Nominations, except for President of the Junior Branch, may be made by the Nominating Committee and shall require no second. Nominations, except for President of the Junior Branch, may also be made at the meeting by any member. Such nominations shall require a second. The person receiving a majority of the votes cast shall be declared elected. If more than two (2) persons are nominated for any office and no duly nominated person receives a majority of the votes cast, there shall immediately be a run-off election between the two (2) persons receiving the greatest number of votes. All officers shall serve for a term of one (1) year beginning September 1 or until a successor is elected. Vacancies in all offices and in the Board of Directors shall be filled by the Board of Directors. All other vacancies shall be filled by appointment of the President.

**Article V. Governing Bodies**

 The governing body of BV Chapter shall be the members. Between meetings of the members, the governing body shall be the Board of Directors, which shall be fully authorized between meetings of the members to take any and all such actions as could be taken by the members at meetings thereof. There shall be an Executive Committee of the Board of Directors which shall be authorized to act for the Board of Directors between meetings thereof.

1. Board of Directors - The Board of Directors shall consist of the officers as set

Forth in Article IV. above, the immediate past president; and not fewer than three (3) nor more than ten (10) members-at-large, elected by the general membership. Members-at-large may, but need not, be chairs of committees. If one person holds more than one such position, that person shall, nevertheless, have only one (1) vote on the Board of Directors.

1. Executive Committee - The Executive Committee shall consist of the officers as

 set forth in Article IV. above and the immediate past President.

**Article VI. Meetings**

1. There shall be an annual meeting of the members (the “Annual Meeting”) in the

Spring. The specific date, time, and place of the meeting shall be determined by the Board of Directors and notice thereof shall be given in the manner as determined by the Board of Directors not less than thirty (30) days prior to the meeting. The Board of Directors may call such other meetings of the members as it deems appropriate.

1. Meetings of the Board of Directors shall be held upon the call of the President or

at the request of a majority of the Board of Directors. All meetings of the Board of Directors except executive sessions shall be open to any member.

1. Meetings of the Executive Committee shall be held upon the call of the

President or at the request of a majority of the Executive Committee.

**Article VII. Dues**

 The Board of Directors shall authorize the collection of such dues as it may deem necessary.

**Article VIII. Junior Branch**

 There shall be a Junior Branch of BV Chapter which shall consist of all BV Chapter members who have attained the age of ten (10) years and who do not exceed the age of twenty-five (25) years.

**Article XI. Committees**

There shall be a Nominating Committee consisting of the Immediate Past President, who shall be the Chair, and two other members. There shall be no other Standing Committees. The President shall appoint such committees, as the President deems necessary or appropriate from time to time.

**Article X. Authority**

A. The organization recognizes the authority of the Code of Regulations of CISV USA, Inc.

B. The organization recognizes that its programs and policies should be consistent with those of the National and International Associations of CISV, which are non-profit organizations.

**Article XI. Amendments**

 Amendments to these bylaws shall be made only at the Annual Meeting or at a special meeting of the members called by the Board of Directors for this specific purpose. Proposed amendments may be proposed by any member. Notice of such a proposed amendment shall be submitted to the general membership by mail or email at least thirty days prior to the Annual Meeting or the special meeting called for this purpose. A quorum of at least 15 members in attendance shall be required, with a two-thirds vote of members present required to pass the proposed amendment.

**Article XII. Dissolution**

1. In the event of the dissolution of the BV Chapter, the assets of the organization

will, after payment of all debts and expenses, be transferred to CISV USA, Inc.

 B. In the event of the dissolution of CISV USA, Inc. the assets of the organization will, after payment of all debts and expenses, be transferred to another non-profit organization of similar nature, as determined by the Board of Directors.