

Destination Imagination Virginia
Bylaws
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Revised August 27, 2016

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Article I: Name

The name of the organization shall be Destination Imagination Virginia.

Article II: Program

DI Virginia shall sponsor at least one creative process education program to be offered throughout the state.

Article III: Purposes

- To develop opportunities that inspire the global community of learners to utilize diverse approaches in applying 21st Century Skills and creativity.
- To encourage teams of learners to have fun, take risks, focus, and frame challenges while incorporating STEM (science, technology, engineering, and mathematics), the arts, and service learning.
- To teach student participants patience, flexibility, persistence, ethics, respect for others and their ideas, and the collaborative problem solving process.
- To plan, organize, carry out, and publicize state-level activities such as tournaments, trainings, seminars and other activities that promote the creative process education program(s) being offered.
- To serve as a liaison between program participants, Regional Operating Committees, and the national office.
- To advise Regional Operating Committees in planning, organizing, carrying out, and publicizing regional-level activities such as tournaments, trainings, seminars and other activities that promote the creative process education program(s) being offered.
- To give students recognition and a sense of achievement

Article IV: Director Positions on the Board

Directors may be added or removed by a majority vote as defined in Article VI Section 3. An individual may hold multiple director positions with the following exception: the Affiliate Director may not also be the Vice Chair or the Treasurer.

The Board of Directors shall consist of the following Directors:

Section 1: Affiliate Director (Board Chair)

Definition: The Affiliate Director, who may also be referred to as the President, shall be the chief executive officer of the organization and chair of the Board of Directors. Subject to the decisions and instructions of the Board of Directors, the Affiliate Director shall preside at all meetings of the Board and control the affairs of the organization and the activities of the Directors. More than one individual may act as Co-Affiliate Directors. However, the Affiliate Director(s) may only cast one vote total in any motion, regardless of the number of Affiliate Directors. Additional qualifications and duties of the Affiliate Director are listed in the Policies and Procedures of Destination Imagination Virginia.

Term of office: The Affiliate Director(s) shall hold a seat for a period of three (3) years.

Section 2: Vice Chair

Definition: The Vice Chair of the Board shall exercise the authority of the Affiliate Director in his or her absence, and subject to the decisions and instructions of the Board of Directors, help supervise and

control the affairs of the organization and the activities of the Directors. The Vice Chair position must be filled if there is only one Affiliate Director. If there is more than one Affiliate Director, the Vice Chair position may be vacant. Additional duties of the Vice Chair are listed in the Policies and Procedures of Destination Imagination Virginia.

Term of office: The Vice Chair shall hold a seat for a period of two (2) years.

Section 3: Treasurer

Definition: The Treasurer shall collect and receive all monies due or belonging to the Corporation. He or she shall deposit the same in a bank designated by the Board in the name of the Corporation. His or her books shall at all times be open to inspection by the Board, and he or she shall report to them at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported. At the first Board meeting of the fiscal year, he or she shall render an account of all monies received and expended during the previous fiscal year. Additional duties of the Treasurer are listed in the Policies and Procedures of Destination Imagination Virginia.

Term of office: The Treasurer shall hold a seat for a period of two (2) years.

Section 4: Secretary

Definition: The Secretary shall act as the custodian for the records of the organization, subject to the decisions and instructions of the Board of Directors. The Secretary is responsible for preparing minutes and maintaining corporate records as required by applicable laws including Virginia Code 10.1-932. Additional duties of the Secretary are listed in the Policies and Procedures of Destination Imagination Virginia.

Term of office: The Secretary shall hold a seat for a period of two (2) years.

Section 5: Regional Directors

Definition: For each region defined in the Policies and Procedures of Destination Imagination Virginia, there will be at least one Regional Director who serves on the DI Virginia Board of Directors. Each Regional Director may have additional duties as required by their respective Regional Operating Committees. The Regional Directors' duties for the Board of Directors are listed in the Policies and Procedures of Destination Imagination Virginia.

Term of office: Each Regional Director shall hold a seat for a period of three (3) years.

Section 6: Additional Directors

Definition: The Board of Directors may elect such other Directors as the affairs of the Corporation may require, each of which shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine. A description of each of these Directors and their duties is listed in the Policies and Procedures of Destination Imagination Virginia.

Term of office: Each Additional Director shall hold a seat for a period of two (2) years.

Article V: The Board of Directors

Section 1: Definition

The Board shall be comprised of the Directors listed in Article IV, all of whom shall be members in good standing and all of whom shall serve until their successors are duly elected. The directors shall serve without compensation except as noted under Article V Section 4. The Board of Directors shall have

general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Articles of Incorporation.

Section 2: Duties

The duties of the Board of Directors are:

- I. to ensure that the organization fulfills its legal and financial responsibilities and fulfills its responsibilities to the community.
 - a. Ensure that all assets are safeguarded from misuse, wasted and embezzlement.
 - b. Ensure compliance with federal, state and local regulations, and all contractual obligations are fulfilled.
 - c. Ensure that the organization is accountable to its constituencies and protect the organization's reputation.
 - d. Support the organization through financial giving either personally or through outside contributions or financing.
- II. to ensure that the organization's work is accomplished and to represent the organization to the community.
 - a. Plan, fund and manage an annual tournament under the rules and guidelines of the creative process education program offered. Directors will have additional duties, as deemed necessary by the Board of Directors, to efficiently run the state tournament or program supported services. The specific duties are summarized in the Policies and Procedures of Destination Imagination Virginia.
 - b. Make strategic and tactical decisions that affect the future of the organization.
 - c. Plan for the arrival and departure of individual Directors and key volunteers.
 - d. Support other volunteers so they can successfully contribute to the organization's work.
 - e. Be ambassadors to the community and lend names and personal credibility and reputation to the organization.
 - f. Actively serve on committees as specified in the Policies and Procedures of Destination Imagination Virginia.
 - g. Model exemplary giving of time, energy and resources.

Section 3: Terms of Office

A Director begins his or her term as soon as he or she is elected. However, all terms of office will end on the date of the last scheduled meeting of the fiscal year (the Membership Meeting) Therefore, if a Director is elected at any other time than the Membership Meeting, his or her term will last for the term length prescribed above PLUS the time between the date of their election and the date of the membership Meeting.

Section 4: Compensation

The Board of Directors may issue stipends to Directors as it may determine appropriate from time to time. These stipends are listed in the Policies and Procedures of Destination Imagination Virginia.

If a Regional Operating Committee chooses to issue a stipend to their Regional Director, the stipend must be paid from that Regional Operating Committee to DI Virginia, and DI Virginia will issue the stipend to that Regional Director.

Unless otherwise specified in the Policies and Procedures of Destination Imagination Virginia, Directors may not be compensated by DI Virginia for rendering services to the corporation in any capacity other than reasonable reimbursement of direct expenses incurred in the performance of their regular duties as specified in these bylaws and the Policies and Procedures of Destination Imagination Virginia. Any exceptions to this must be specifically acted on by a majority action of the Board as defined in Article VI Section 3.

Section 5: Proxies

Should a Director not be able to attend a board meeting, they may send one person to serve as a Proxy. This substitution will be limited to one Board Meeting per voting position per fiscal year. It is preferable for the Director to make an effort to attend through electronic means. An individual serving as a Proxy shall have the same voting abilities as the Director they are representing. However, the individual serving as a Proxy shall not be counted for the purpose of establishing a quorum. Each Regional Operating Committee will decide how a proxy for their Regional Director may be selected. Each Region's policy of how a Regional Director's proxy may be approved will be recorded in the Destination Imagination Virginia Policies and Procedures. A director who is not a Regional Director may appoint his or her own proxy.

Section 6: Removal and Resignation

Any Director may be removed before his or her term expires, with or without cause, by a majority action as defined in Article VI Section 3 at any time. Any Director may resign at any time by giving written notice to the Board of Directors and/or to their Regional Operating Committee. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. There is no maximum number of terms than an individual may sit on the Board of Directors.

Section 7: Vacancies

Vacancies on the board (except for a Regional Director seat) shall be filled by election with a majority action as defined in Article VI Section 3 at the first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. Regional Directors are nominated to this position by their Regional Operating Committee (as defined in the Policies and Procedures of Destination Imagination Virginia). If a Regional Operating Committee does not exist or fails to nominate a Regional Director, one may be nominated by the Affiliate Director. The state Board of Directors will then vote to confirm each Regional Director's position on the state board. Should any Director leave before the end of his or her term, their successor shall serve out the remainder of the original Director's term at the time of their resignation.

Section 8: Meetings

The Board of Directors shall meet at least three (3) times per year. Meetings may be held at any location that has been designated by the Board of Directors. Any meeting may be held by conference telephone, or other electronic communications. Other meetings may be held as necessary, provided that prior notice is given to all Directors.

Section 9: Notice of Meetings

Board meetings shall be held upon seven (7) business days' notice by first-class mail, personal delivery, telephone, electronic mail, fax, or other electronic communications. Such notices shall be addressed to

each Director. Notice of meetings shall specify the place, date and time of the meeting. Any Director may call a meeting of the Board of Directors.

Article VI: Voting Procedures

Section 1: Voting

Each Director on the Board of Directors is entitled to 1 (one) vote. If more than one individual is sharing a Director position (for example, in the case of Co-Affiliate Directors or Co-Regional Directors), only 1 (one) vote may be cast for that particular Director position. No Director may vote more than once in any circumstance, regardless of the number of positions an individual holds on the board. Votes may not be submitted in writing in advance of a meeting.

Section 2: Quorum

A quorum shall consist of over fifty percent (50%) of the Directors. At any meeting (including electronic meetings) that a quorum is not present, the Directors may continue to do business, however a majority of the required quorum must approve any motion before it goes into effect.

Section 3: Majority Action

A majority vote shall consist of a two-thirds (2/3) vote of the Directors present, either physically or by electronic means.

Section 4: Electronic Voting

Bylaws Article VI, Section 4: Electronic Voting Outside of Meetings. The Board may vote through the use of an electronic communications medium whereby all Directors may not necessarily be able to vote at the same time (for example, email). In this case, the motion shall be communicated to each Director. Upon transmission of the motion through the electronic communications medium, there will be a two (2) day discussion period before votes may be collected. This discussion period may be extended further or ended prematurely with a 2/3 vote of the entire board. After the discussion period, each Director has five (5) days to transmit their vote in response. Every Director who casts a vote within that time period will be considered "present" at the electronic meeting for the purposes of establishing or not establishing a quorum. The motion may be carried by a majority vote as defined in Article VI Section 3. The Secretary is responsible for keeping a record of all electronic votes outside of meetings and officially ending the discussion and voting periods.

Article VII: Amendment of the Bylaws

The bylaws, or any portion thereof, may be altered, amended, or repealed and the new bylaws may be adopted by a two-thirds vote of the entire Board of Directors. The changes may be presented in advance by any means, physical or digital, or at a regular meeting of the Board. All Directors not present must receive a copy of the proposed changes and be informed of the meeting date, time and place when the vote will occur as stated in Article V, Section 8.

Article VIII: Geographic Regions

The state of Virginia shall be divided into geographical regions based on participating population, and set by the Board of Directors. Regional tournaments may be sanctioned when there is a sufficient participation within a region and volunteer base to administer the program.

A supplemental list of Geographic Regions is in the Policies and Procedures of Destination Imagination Virginia, and may be amended with a majority vote as defined in Article VI Section 3.

Article IX: Fiscal Year

The fiscal year is from July 1 through June 30.

Article X: Committees

Section 1: Creation of Committees

The Board may each year appoint standing committees to advance the work of the Corporation. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. The board may appoint officers, directors, or other individuals as members of that committee to present reports to board. Standing Committees are listed in the Policies and Procedures of DI Virginia.

Section 2: Termination of Committee Members

Any committee appointment may be terminated by a with a majority action as defined in Article VI Section 3 upon seven (7) days written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

Article XI: Dissolution of the Organization

The Corporation may be dissolved at any time by vote of two-thirds (2/3) of the full membership of the Board of Directors. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any individual, but after payment of all lawful debts of the Corporation, its property and assets shall be disposed of as follows:

- If new organizations form to provide for the same creative process education program(s) that this organization sponsors, the assets will be divided equally to those organizations.
- If no organization forms to provide for the program(s), the monies will be forwarded to the national organization
- If the national organization no longer exists, the assets will be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

Article XII: Indemnification

Each officer and director of the Corporation shall be indemnified by the Corporation to the extent permitted by law against expenses and liabilities reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he or she may be a party by reason of his or her past or present role in the Corporation unless such action was a result of such officer's or director's gross negligence of willful misconduct.

Article XIII: Interpretation

These Bylaws shall be governed and construed in accordance with the laws of the Commonwealth of Virginia.

Article XIV: Invalidity

The invalidity of any part of the Bylaws shall not impair or affect the validity, enforceability, or effect of the remaining part of these Bylaws.

Article XV: Limitation of Liability

A. In any proceeding brought by or in the right of a corporation or brought by or on behalf of members of the corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed the lesser of:

1. The monetary amount, including the elimination of liability, specified in the articles of incorporation or, if approved by the members, in the bylaws as a limitation on or elimination of the liability of the officer or director; or
2. The greater of (i) \$100,000, or (ii) the amount of the cash compensation received by the officer or director from the corporation during the 12 months immediately preceding the act or omission for which liability was imposed.

B. In any proceeding against an officer or director who receives compensation from a corporation exempt from income taxation under § 501 (c) of the Internal Revenue Code for his services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the corporation during the 12 months immediately preceding the act or omission for which liability was imposed. An officer or director who serves such an exempt corporation without compensation for his services shall not be liable for damages in any such proceeding. The immunity provided by this subsection shall survive any termination, cancellation, or other discontinuance of the corporation.

C. The liability of an officer or director shall not be limited as provided in this section if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

D. No limitation on or elimination of liability adopted pursuant to this section may be affected by any amendment of the articles of incorporation or bylaws with respect to any act or omission occurring before such amendment.

E. 1. Notwithstanding the provisions of this section, in any proceeding against an officer or director who receives compensation from a community association for his services, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the association during the 12 months immediately preceding the act or omission for which liability was imposed. An officer or director who serves such an association without compensation for his services shall not be liable for damages in any such proceeding.

2. The liability of an officer or director shall not be limited as provided in this subsection if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

3. As used in this subsection, “community association” shall mean a corporation incorporated under this Act that owns or has under its care, custody or control real estate subject to a recorded declaration of covenants which obligates a person, by virtue of ownership of specific real estate, to be a member of the incorporated association.

4. The immunity provided by this subsection shall survive any termination, cancellation, or other discontinuance of the community association.