

# **Virginia Association of Property and Evidence Professionals (VAPEP)**

## **Board of Directors Operations Manual**

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### **PURPOSE AND AUTHORITY**

This Board of Directors Operations Manual is established to provide clear guidance on the governance, operational practices, and internal procedures of the Board of Directors for the Virginia Association of Property and Evidence Professionals (VAPEP). This manual is intended to supplement the VAPEP Bylaws and does not supersede them.

The Board of Directors serves as the governing body of VAPEP and is responsible for oversight, strategic direction, policy development, and safeguarding the mission and integrity of the Association.

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### **BOARD OF DIRECTORS – GENERAL RESPONSIBILITIES**

The Board of Directors collectively is responsible for:

- Establishing and approving Association policies and strategic priorities.
- Supporting and advancing the mission and goals of VAPEP.
- Ensuring responsible stewardship of Association resources.
- Providing oversight of Association activities and initiatives.
- Acting in the best interests of the Association and its membership.

Board members shall act in good faith, with due care, and in a manner reasonably believed to be in the best interests of the Association.

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### **BOARD COMPOSITION AND STRUCTURE**

The Board of Directors shall be composed as defined in the VAPEP Bylaws. Board members collectively share responsibility for governance and decision-making.

Board members may serve in officer or coordinator roles as assigned or elected under the bylaws, but operational authority rests with the Board acting as a whole.

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### **BOARD MEETINGS**

#### **Regular Meetings**

The Board shall meet as necessary to conduct Association business. Meetings may be conducted in person or by electronic means, as determined by the President.

### **Special or Emergency Meetings**

Special or emergency meetings may be called by the President when timely matters require Board action. Reasonable notice shall be provided to all Board members.

### **Quorum and Voting**

A quorum shall consist of a majority of the Board of Directors. Unless otherwise specified in the bylaws, actions of the Board shall be approved by a majority vote of those present once a quorum is established.

### **Parliamentary Authority**

Board meetings shall be conducted in accordance with the most current edition of *Robert's Rules of Order, Revised*, unless otherwise directed by the Board.

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## **VACANCIES AND INTERIM APPOINTMENTS**

If a vacancy occurs on the Board of Directors, the President may recommend an interim appointment, subject to approval by the Board, to serve until a successor is appointed or elected in accordance with the bylaws.

If the office of President becomes vacant, the Vice President shall assume the duties of President until the Board appoints or elects a successor.

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## **REMOVAL AND TEMPORARY SUSPENSION OF BOARD MEMBERS**

### **Removal from Office**

A Board member may be removed for failure to fulfill responsibilities or for conduct detrimental to the Association, in accordance with the procedures and voting thresholds established in the bylaws.

### **Temporary Suspension**

When a Board member is involved in a matter that may adversely affect the Association, the Board may impose a temporary suspension to protect the integrity of Board operations.

Temporary suspension may include:

- Suspension of voting privileges.
- Restriction from Board meetings or committees.
- Limitation of access to confidential Association information.

Any suspension action shall follow due process and be documented in Board records.

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## **COMMITTEES**

### **Standing Committees**

The Board may establish standing committees to support ongoing functions of the Association, such as:

- Training and Education
- Outreach and Membership Engagement
- Nominations

Committee chairs and members shall be appointed by the President with Board approval.

### **Ad Hoc Committees**

The President may establish ad hoc committees to address specific tasks or projects. The scope, duration, and reporting requirements of such committees shall be clearly defined.

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## **MANAGEMENT AND ADMINISTRATIVE SUPPORT**

The Board may utilize a designated management agent or contracted support entity to provide administrative, fiscal, or operational assistance as authorized by the Board.

The management agent shall operate under the direction of the Board and in accordance with Board-approved policies.

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## **CONFLICT OF INTEREST**

Board members shall avoid conflicts of interest and shall disclose any actual or potential conflict that could influence their judgment or decision-making on behalf of the Association.

When a conflict exists, the affected Board member shall abstain from discussion and voting on the matter.

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## **CONFIDENTIALITY**

Board members shall maintain the confidentiality of non-public Association information, including personnel matters, investigations, and sensitive operational or strategic discussions.

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## **AMENDMENTS TO THIS MANUAL**

This Board of Directors Operations Manual may be amended by a majority vote of the Board of Directors. Amendments shall be consistent with the VAPEP Bylaws.

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## **BOARD CODE OF CONDUCT**

Board members shall:

- Act in the best interests of the Association and its mission.
- Exercise independent judgment and collective responsibility.
- Treat fellow Board members, members, partners, and stakeholders with professionalism and respect.
- Support Board decisions once duly adopted, even when individual views differ.
- Avoid actions that could bring discredit to the Association.

Failure to adhere to this Code of Conduct may result in corrective action as determined by the Board.

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## **DECISION-MAKING AND VOTING PRACTICES**

The Board of Directors shall strive to make decisions through informed discussion, collaboration, and consensus when possible.

When a formal vote is required:

- Only Board members in good standing may vote.
  - Members with conflicts of interest shall abstain.
  - Votes shall be recorded in the meeting minutes.
  - Electronic votes may be permitted, when necessary, provided results are documented.
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## **BOARD ORIENTATION AND ACKNOWLEDGMENT**

Newly appointed or elected Board members shall receive orientation materials, including:

- Current Bylaws.

- This Board Operations Manual.
- Current policies and procedures.
- Recent meeting minutes and strategic priorities.

Each Board member shall acknowledge their understanding of and commitment to these materials.

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## **BOARD ROSTER AND ROLE REFERENCE**

The Board of Directors currently consists of the following positions:

- President
- Vice President
- Secretary
- Outreach Coordinator
- Member-At-Large

Specific individuals serving in these roles shall be maintained in a separate internal Board roster and updated as needed.

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*This document is a draft operations manual intended to guide Board practices and may be refined as the Association evolves. It supplements, but does not supersede, the VAPEP Bylaws.*