

POWHATAN CHAMBER OF COMMERCE BYLAWS

Revision 4.9.19

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ARTICLE I

GENERAL

Section 1. NAME

This organization is incorporated under the laws of the State of Virginia and shall be known as the Powhatan Chamber of Commerce Incorporated.

Section 2. PURPOSE

The objective of the Powhatan Chamber of Commerce is to promote economic progress and the general quality of life in Powhatan County and to foster a climate in which commerce and industry will flourish.

The Powhatan Chamber of Commerce shall observe all local, state and Federal laws which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

The Chamber shall be nonpartisan and shall not endorse any candidate.

Section 3. AREA

The Powhatan Chamber of Commerce will focus its primary resources on interests within Powhatan County, and extend its focus to any area where that influence may affect the commercial interest of its members.

ARTICLE II

MEMBERSHIP

Section 1. ELIGIBILITY

Any person, association, corporation, or other lawful entity, having an interest in the objectives of the organization shall be eligible to apply for membership. The Chamber being nonpartisan, reserves the right to deny membership to any applicant.

Section 2. TERMINATION

A member may resign from the Chamber at any time. Any member shall be terminated for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice.

Section 3. VOTING

In any proceeding in which voting by members is called for, each member/organization in good standing shall be entitled to cast one vote.

ARTICLE III

MEETINGS

Section 1. MEETINGS (General Membership Meetings, Board Meetings, Committee Meetings and Special Meetings)

- a) ***General meeting or Special meetings.*** General or Special meetings may be called by the President at any time, or upon written petition of any ten percent (10%) of members in good standing. Electronic or written notice of all general Chamber meetings must be given to each member at least five (5) days in advance unless otherwise stated.
- b) ***Board meetings.*** Board meetings may be called by the President or by the Board of Directors upon electronic or written application of three (3) members of the Board. Electronic or written notice (including the purpose of the meeting) shall be delivered to each director at least one (1) day prior to said meeting.
- c) ***Committee meetings.*** Committee meetings may be called at any time by the President, Vice President, or the committee's leader. Meetings may be by email, only so long as each committee participant is in agreement.

Section 2. QUORUMS

- a) ***General Membership, or Special Meetings:*** 10% of membership.
- b) ***Board Meeting:*** majority of total Directors.
- c) ***Committee Meeting:*** majority of total Committee Members.

At any meeting a stated quorum must be present at the time of a vote.

Section 3. VOTING

- a) In duly called meetings, voting by voice, raising of hands, secret ballot or any other agreed upon format is permitted.
- b) Teleconference, and videoconference voting are permitted only so long as each participant is in agreement with this type of meeting.
- c) Email voting is permitted on topics discussed at a Board meeting but which require additional information and that the Board has voted to authorize an email vote.
- d) Email voting is permitted for committee decisions only so long as each committee participant is in agreement.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of nine (9) to fourteen (14) voting members, to be elected annually to serve for three (3) years, or until their successors are elected and installed. Each past president will be asked to remain on the Board with voting privileges for an additional year after his or her term has expired. Up to two (2) ex officio members will serve when appropriate and will not have voting privileges.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Should any Board member be absent from two consecutive regular Board of Director meetings, without notification of just cause, that Board member shall be automatically dropped from the Board.

Section 2. SELECTION AND ELECTION OF DIRECTORS

- a) ***Nominating Committee:*** At the regular ***October*** Board meeting, the President shall appoint, subject to Board of Directors' approval, a three (3) Board member Nominating Committee. The President shall designate the Head of the Committee.
- b) ***Determination:*** At the ***November*** meeting, the Nominating Committee shall present, for Board approval, the slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring. This slate may include current sitting directors. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

The Nominating Committee shall also nominate the officers for the coming year. Refer to: ARTICLE V, Section 1. Determination of Officers.

- c) ***Nominations by Members:*** It is the right of any Member, in good standing, to submit a nomination to the Board of Directors.

Section 3. SEATING OF NEW DIRECTORS

All newly elected Board members shall be installed at a designated meeting generally held in December or January, and shall be participating members thereafter. Retiring Directors shall continue to serve until the installation of new board members.

Section 4. VACANCIES

The Board of Directors shall fill vacancies on the Board, or among the Officers, by a majority vote at its discretion. The Director filling the vacant position will serve out the remainder of that term, and will be eligible for election to the following three (3) year term.

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Section 5. POLICY (Statements of Position on Issues)

The Board of Directors is responsible for establishing procedure and formulating the policy of the Chamber. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 6. MANAGEMENT

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7. INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them or made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

OFFICERS

Section 1. DETERMINATION OF OFFICERS

The Nominating Committee for Directors shall also nominate officers each year. The Board of Directors at its regular **November** meeting shall elect the President, Vice President (also known as the President-elect) and the Treasurer. Officers will be elected from members of the incoming Board. All officers shall serve for a term of one (1) year, beginning with the installation of the new board, or until their successors assumes the duties of the office, and they shall be voting members of the Board of Directors.

Section 2. DUTIES OF OFFICERS

- a) **President.** The President shall serve as the chief elected officer of the Chamber of the Commerce and shall preside at all meetings of the membership, and Board of Directors. The President shall determine all committees, subject to approval of the Board.
- b) **Vice President.** The Vice President shall exercise the authority and perform the duties of the President in the absence or disability of the President.
- c) **Treasurer.** The Treasurer shall be responsible for overseeing all funds received by the Chamber, and for their proper disbursement. The Treasurer shall submit a monthly financial report to the Board.
- d) **Executive Director.** The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as secretary to the Board of Directors, and prepare notices, agendas, and minutes of meetings of the Board.

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ARTICLE VI

COMMITTEES

Section 1. APPOINTMENT AND AUTHORITY

The President, with the approval of the Board of Directors, shall appoint all committees and committee leaders, as deemed necessary to carry out the programs of the Chamber.

No action by a committee shall be binding without approval of the Board of Directors.

ARTICLE VII

FINANCES

Section 1. FUNDS

All money paid to the Chamber shall be placed in general operating funds, or an allocation, at the discretion of the Board of Directors.

Funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer or the Executive Director. At the discretion of the Board, additional Directors may be authorized to sign checks.

Section 2. DISBURSEMENTS

Upon approval of the budget, the Treasurer, or Executive Director, is authorized to make disbursements provided for in the budget without additional approval of the Board of Directors. Disbursement shall not be made in cash.

Any expenditure not outlined in the adopted budget that exceeds \$100 requires approval by a majority of the Board of Directors.

Section 3. FISCAL YEAR

The fiscal year of the Chamber shall begin on January 1 and closes on December 31.

Section 4. BUDGET

As soon as possible after the election of the new Board of Directors and Officers, the Finance Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

This revision approved by Board of Directors: April 9, 2019