

Middlesex County Chamber of Commerce Bylaws

ARTICLE I NAME

Section 1: Name This organization is incorporated under the laws of the Commonwealth of Virginia and shall be known as the Middlesex County Chamber of Commerce, Incorporated also referred to as the "Chamber".

ARTICLE II OBJECT

Section 1: The goal of the Middlesex County Chamber of Commerce is to promote new enterprises, unite established businesses and to provide networking opportunities to allow the county to flourish and prosper.

Section 2: To facilitate the establishment of commercial, industrial and agricultural enterprises; and to assist, improve and develop existing enterprises so as to provide and increase employment opportunities in Middlesex County.

Section 3: To coordinate and assist the citizens of Middlesex County in a cooperative effort towards helping business to locate in the County and to conduct such studies, surveys, and investigations as may be necessary thereto.

Section 4: The Chamber shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, appointment or support of any candidate for political office in any election.

Section 5: The Middlesex County Chamber of Commerce shall observe all local, state and federal laws which apply to organizations as defined in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE III MEMBERSHIP

Section 1: : Eligibility for Membership Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Types of Membership

a) Business Membership Any eligible person or corporation may acquire one full membership in the Chamber, and shall be entitled to designate a person as a

voting member of the Chamber and for that person to cast one vote.

b) Honorary Membership Distinction in public affairs shall confer eligibility to honorary membership. The Board of Directors shall confer honorary membership by a majority vote. Honorary members shall have all the privileges of members except that honorary membership shall not have the obligation to pay dues.

c) Association Membership Any eligible association or organization may acquire one full membership in the Chamber, and shall be entitled to designate a person as a voting member of the Chamber and for that person to cast one vote.

Section 3: Application for Membership Applications for membership shall be in writing or online, on forms provided for that purpose. Pending acceptance of membership, dues paying applicants shall be entitled to all rights of membership except the right to vote. If accepted for membership, the member agrees to abide by the bylaws, rules and regulations of the Chamber and will then have the right to vote.

Section 4: Acceptance of Membership Members meeting the eligibility requirements of the Chamber may be accepted for membership at any meeting of the Board of Directors. Any applicant so accepted shall become a member upon payment of dues and be entitled to voting privileges. Acceptance of membership shall require the affirmative vote of a majority of the Board of Directors.

Section 5: Termination of Membership

a) By Resignation Any member may resign from the Chamber upon written notice to the Board of Directors.

b) For Nonpayment Any member whose dues are sixty (60) days in arrears shall be considered a lapsed member and shall not have a vote.

c) For Conduct Any member may be terminated by a two-thirds vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. The Board of Directors may revoke honorary memberships at any time by a majority vote.

ARTICLE IV MEETINGS

Section 1: Regular Meetings Regular meetings of the Chamber shall be held at a time and place designated by the Board of Directors. Guests as well as extra representatives from member businesses, beyond the three (3) representatives covered by annual dues, shall be required to pay an entrance fee as established by the Board of Directors. If a member business desires to have more than three representatives attend such meetings, it has the option to pay an additional \$15 per person per year rather than a "per meeting" entrance fee for the extra representatives.

Section 2: Annual Meeting The regular meeting held in the month of November shall also be known as the Annual Meeting and shall be for the purpose of electing the board of directors, receiving reports of officers and committees, and for any other business that may arise.

Section 3: Special Meetings Special meetings may be called by the President or by a majority of the Board of Directors or upon written request of ten percent of the voting members. Notice of special meetings shall be made at least five (5) days prior to such meetings and shall state the purpose for which the meeting was called.

Section 4: Quorum At any regular or special meeting of the Chamber, twenty-five percent (25%) of the voting membership shall constitute a quorum for the transaction of business. If there is no quorum, any decisions shall fall to the Board of Directors.

Section 5: Voting At any regular or special meeting of the Chamber, each business member shall be entitled to designate a person to represent them as a voting member. No voting member shall be entitled to represent more than one business or to more than one vote unless they are listed as the primary contact for said businesses. Each membership entitles the business, honorary or not, to one vote. It is the responsibility of each business to determine which employee has voting rights and to notify the Chamber in writing when the designee is not the person listed on the application for membership.

Section 6: Polling Whenever the Chamber wishes to represent its members during public hearings and other governmental sessions, with the exception of emergency situations, all members are to be given the opportunity to make their opinions known prior to such representation. This polling may be conducted by mail and email giving the members five (5) days to respond or at a meeting of the Chamber. Emergency situations are defined as those requiring action in two weeks or less.

ARTICLE V OFFICERS AND DIRECTORS

Section 1: Directors There shall be a minimum of five (5) Directors and a maximum of nine (9), who shall be elected from among the voting members of the Chamber. The Directors shall serve as members of the Chamber Board of Directors and shall perform such other duties as may pertain to his or her office. No more than one representative of each business can serve on the elected Board.

Section 2: Election and Term of Directors Directors shall be elected at the annual meeting and shall serve for three years or until their successors have been elected and installed. Their terms shall begin on January first of the first year for which they were elected. No Director who has completed two consecutive full three-year terms shall be eligible for election to the office of Director at the same annual meeting at which his or her second full term expires.

Section 3: Officers The officers of the Chamber shall consist of a President, Vice-President, Secretary, and Treasurer, who shall be elected from among the Board of Directors by the Board of Directors at their first meeting following election of the Board.

Section 4: Election and Term of Officers The Officers of the Board of Directors shall be elected by the Board at the first regular meeting following the Annual Meeting and shall serve for a one-year term or until their successors are elected and installed. Their term of office shall be for one year and shall begin on January first of the year following their election.

Section 5: Termination

a) An officer or director of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be removed from their office unless confined by illness or other absence approved by a majority vote of the entire Board of Directors in a meeting duly called for that purpose.

b) Any officer or director may be removed from office with or without cause by a majority vote of the entire Board of Directors in a meeting duly called for that purpose.

c) Any officer or director may resign upon written notice to the Board.

Section 6: Vacancies Vacancies on the Board of Directors shall be filled by majority vote of the Board of Directors.

Section 7: Duties of the President The President shall serve as the chief executive officer, shall preside at all membership and board meetings, and shall perform such other duties as may pertain to this office. The President shall be an ex-officio member of all committees except the Nominating Committee and the Teller's Committee.

Section 8: Duties of the Vice-President The Vice-President shall serve as the President-elect of the Chamber and preside at all meetings of the organization in the absence of or when requested by the President, and to perform such other duties as may pertain to this office. The Vice-President will serve as Chair of the Program Committee and be responsible for meeting arrangements.

Section 9: Duties of the Secretary The Secretary shall record and preserve the minutes of all regular and special meetings of the Chamber, and perform such other duties as may pertain to this office or as may be imposed by the Board of Directors.

Section 10: Duties of the Treasurer The Treasurer shall have custody of all of the funds of the Chamber, shall disburse funds as authorized by the Board of Directors, shall account to the organization for same at its regular meetings and at other times when requested by the Board of Directors, and shall perform such other duties as may pertain to this office or as may be imposed by the Board of Directors.

Section 11: Duties of the Directors Four of the five Directors will each chair, as established annually by the Board, a committee. One Director will not be assigned to a standing committee, but will "float" as needed. The standing committees to be chaired are: Awards, Membership, Political Action, and Public Relations/Marketing.

Section 12: Indemnification The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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 are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals 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 VI BOARD OF DIRECTORS

Section 1: Composition The Board of Directors shall consist of the five (5) directors and the four officers of the Chamber.

Section 2: Powers The government and policy-making responsibilities of the Chamber, subject to the limitations contained in these bylaws shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 3: Meetings The Board of Directors shall meet at a time, place and day to be determined by the Board of Directors. Special board meetings may be called by the President or upon written request of at least two (2) members of the Board.

Section 4: Quorum A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE VII COMMITTEES

Section 1: Authorization Committees may be established as the Board of Directors shall from time to time deem necessary to carry on the work of the Chamber. All committees, except the Nominating Committee and the Tellers Committee shall be appointed by the Chair of said committee.

a) Nominating Committee At the regular August meeting, the Chamber shall elect a Nominating Committee of no less than three (3), nor more than five (5) members of the organization. The committee shall select its own Chair. Prior to the November meeting, the Nominating Committee shall present to the President

a slate of at least one (1) candidate for each office or directorship whose term will expire at the end of that year.

b) Audit Committee An Auditing committee of three members shall be appointed by the President, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report to the Board of Directors.

c) Membership Committee The Membership Committee shall be comprised of at least two members with a Director serving as Chair. The Committee shall promote and project the purpose, work, and identity of the Chamber as an ongoing effort; recruit new members and provide them with appropriate membership identification; and maintain membership records.

d) Program Committee. The Program Committee shall be comprised of at least two members with the Vice President serving as Chair. The Committee shall be responsible for arranging for all speakers, programs, menus, etc., for all luncheons, dinners, special functions, and forums sponsored by the Chamber. This committee will provide the Secretary with timely information for membership notification. This committee will cooperate with the community in helping to sponsor at least one annual community event.

e) Public Relations/Marketing/Member outreach The Public Relations/Marketing Committee shall be comprised of at least two members with a Director serving as Chair. This committee will be responsible for press releases, advertisements, and other such marketing duties as imposed by the Board.

Section 2: Committee Meetings Committee meetings may be called at any time by the committee's Chair or by the President.

Section 3: Quorum A majority of the committee members shall constitute a quorum when a committee consists of at the most nine (9) members. For committees having more than nine (9) members, five (5) shall constitute a quorum.

Section 4: Limitation of Authority No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

ARTICLE VIII FINANCES

Section 1: Dues

a) Business Members Business membership dues shall be one hundred and twenty five dollars (\$125.00) for each calendar year and shall be due on July first of each year. New members accepted after July first shall be charged half the annual dues amount and shall be considered to have paid their dues through

January first of the current year. Membership entitles each business to have up to three (3) representatives at no charge at each business meeting. As per Article IV Section 1, if a member business desires to have more than three representatives attend such meetings, it has the option to pay an additional \$15 per person per year rather than a "per meeting" entrance fee for the extra representatives. If you are considered a Charter Member (first 25 businesses to join), there is a ten dollar (\$10.00) a year membership discount.

b) Association Members Association membership dues shall be one hundred and twenty five dollars (\$125.00) for each calendar year and shall be due on July first of each year. New members accepted after January first shall be charged half the annual dues amount and shall be considered to have paid their dues through June 30 of the current year. Membership entitles each association to have up to three (3) representatives at no charge at each business meeting. As per Article IV Section 1, if a member business desires to have more than three representatives attend such meetings, it has the option to pay an additional \$15 per person per year rather than a "per meeting" entrance fee for the extra representatives.) If you belong to an association and wish to join the chamber as a individual, there is a ten dollar (\$10.00) a year member ship discount.

Section 2: Funds All money paid to the Chamber shall be placed in a general operating fund, or a reserve fund as determined by the Board of Directors.

Section 3: Disbursements

a) Budgeted Items Upon approval of the budget, the President is authorized to make or authorize the Treasurer to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

b) Non-budgeted Items Any expenditure not outlined in the adopted budget that exceeds \$100 requires approval by a majority of the Board of Directors. Disbursement shall be by check.

c) Donation Requests Requests for donations shall go to the Board of Directors and not to the membership-at-large. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. The Board shall base approval of such requests on both the availability of budgeted funds and its relevance to the objectives and purposes of the Chamber.

Section 4: Fiscal Year The fiscal year of the Chamber shall be from July 1 through June 30 of the following year.

Section 5: Budget As soon as possible after election of the new Directors and officers, the Board of Directors shall adopt the budget for the coming year.

Section 6: Bonding If deemed necessary by a majority of the Board, the President, Treasurer and any future employees the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE IX DISSOLUTION

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

ARTICLE X PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order, Newly Revised shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE XI AMENDMENTS

These bylaws may be amended or altered by two-thirds (2/3) vote of the Board of Directors, or by a majority of the members providing the notice for the meeting includes the proposals for amendments. Should a quorum not be present, it falls to the Board of Directors to approve or disapprove of the proposed amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: 07/02/2007 by the Board of Directors

Elizabeth Goins, President Board of Directors

Date

Laurie Schein, Secretary Board of Directors

Date