



BYLAWS

GREATER SPRINGFIELD CHAMBER OF COMMERCE, INC.

ARTICLE I – NAME

The name of this organization shall be GREATER SPRINGFIELD CHAMBER OF COMMERCE, INC.

ARTICLE II – OBJECTIVES

GREATER SPRINGFIELD CHAMBER OF COMMERCE, INC. (hereinafter “Chamber”) is organized for the purpose of bringing businesses together in the Greater Springfield, Virginia, area for the purpose of developing and promoting business opportunities for the benefit of the entire community, as well as all lawful businesses in which the corporation may choose to engage under the provisions of the Virginia Nonstock Corporation Act.

ARTICLE III – LIMITATIONS ON ACTIVITIES

Section 1: The Chamber shall be nonpolitical, nonpartisan, nonsectarian and there shall be no limitations on membership based upon age, race, sex, national origin, religious creed or political affiliation.

Section 2: *Policy Positions.* The Chamber may endorse positions on matters of local and regional interest and may make these positions known to the public by press releases and by representation at public hearings, as well as informing elected and appointed government officials and representatives of the Chamber’s position(s). However, no lobbying or attempts to influence legislation that would otherwise possibly cause the Chamber to lose its tax-exempt status shall be undertaken nor endorsed by the Chamber.

Section 3: *Endorsements.* The Chamber shall not endorse, contribute financially to, participate in or intervene in (including publishing of or distribution of political candidate’s material) any candidate for public office’s campaign. However, the Chamber may sponsor political candidate forums to address Chamber and/or members, so long as all candidates competing for the same office are given the equal opportunity to participate in any such forums.

Section 4: *Limitation of Methods.* Any position taken by the Chamber will be as decided by majority vote of the Board. The business of the Chamber shall be conducted so as to qualify all its activities under the U.S. Tax Code for treatment as a corporation organized exclusively for nonprofit purposes under Section 501(c)(6) of the Internal Revenue Code, as well as Commonwealth of Virginia statutes, rules and regulations governing Nonstock Corporations.

ARTICLE IV – MEMBERSHIP AND QUALIFICATIONS

Section 1:

- A. Qualifications: Any reputable business or professional person, association, corporation, partnership, limited liability company or other entity in good standing may apply for membership in the Chamber.
- B. Types of Membership: Voting and Honorary.

Section 2: *Voting Member.* Any person, firm, association or corporation holding voting membership shall be entitled to cast one (1) vote per membership on issues to which Members are entitled to vote. Each Member may designate its voting representative and shall have the right to change its representative upon written notice to the Chamber’s office.

Section 3: *Honorary Member.* An Honorary Member shall be any individual chosen for such status by at least two-thirds (2/3) majority vote of the Board. Distinction in public and community affairs shall confer eligibility for honorary membership. Honorary Members shall have all the privileges of Members, except the right to vote, and shall be exempt from the payment of annual dues.

Section 4: *Application for Membership*. Applications for membership shall be made in conformity with the Chamber's application procedure in effect at the time of application. The application shall be regarded as a commitment on the part of the applicant of the applicant's interest in, and concurrence with, the stated purposes of the Chamber and of the applicant's adherence, if approved for membership, to its Bylaws, rules and regulations. Admission to membership shall be considered approved after notice to the Board of the application having been received and the Directors do not vote to reject such application at the next regularly scheduled Board meeting. Applications must have been received two (2) or more business days before a Board meeting, or the application vote is postponed until the following regularly scheduled Board meeting.

Section 5: *Dues*. Members shall pay annual membership fees as established by the Board, which may increase such fees from time to time at its discretion.

Section 6: *Non-payment of Dues*. Membership shall automatically lapse for nonpayment of dues on the date when due, unless membership is extended by the Board for good cause shown.

Section 7: *Termination of Membership*. No membership may be terminated for conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber without the opportunity of a hearing before the Board at a proposed time and place and after reasonable notice. Should the Member choose not to appear at this hearing, the Board may proceed in the Member's absence. At least two-thirds (2/3) vote of all Directors present shall be necessary to terminate a membership for other than nonpayment. Upon any such termination, the former Member shall be notified of the Board's action. Such termination shall work as a forfeiture of any membership dues previously paid.

ARTICLE V – MEETINGS

Section 1: Meetings of the Board shall be held at such time and place as designated from time to time by the Board. The Board shall meet a minimum of six (6) times per year. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone, video conferencing or similar communications equipment, as long as all Directors participating in the meeting can hear one another or otherwise actively participate.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or Committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 2: *Regular Meetings*. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the Vice Chairman or any two directors.

Section 3: *Special Meetings*. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, the Vice Chairman or any two directors. Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director by two (2) business days, delivered by telephone or electronic communications at the Director's contact information shown on the records of the Chamber.

Section 4: The Board shall call a special membership meeting upon receipt of a petition signed by at least ten percent (10%) of the voting Members and/or may call for a special meeting of Members with at least ten (10) days written or electronic notice to voting Members. The purpose of the special meeting shall be given to all voting Members.

Section 5: The Chamber shall hold an annual general membership meeting at a specific date, time and place as determined by the Board. Notice thereof shall be sent to each member either electronically and/or by U.S. mail at least ten (10) days but not more than sixty (60) days prior to the annual meeting.

Section 6: At all membership meetings, the presence of at least ten percent (10%) of or twenty-five (25) Members eligible to vote, whichever is less, shall constitute a quorum.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: *Governance*. The governance and policy-making of the Chamber, the direction of its affairs and control of its property and finances, shall be vested in a Board of Directors consisting of twelve (12) elected members plus any of the following duly elected officers whose three-year (3-year) term has expired but by virtue of his/her office shall be an additional member of the Board of Directors and shall be entitled to vote as such:

- (a) This shall not apply to the outgoing Chairman of the Board who automatically becomes a Board member for the following year. He/she shall serve his term as a Director until the end of the term for which he/she was originally elected, and until his/her successor shall have been elected and taken office.
- (b) This shall not apply to a Director who is elected Chairman of the Board for the coming year, even though he/she is a previously elected and retiring Director.

Section 2: *Board Vacancies*. One-third (1/3) of the Board shall be elected annually for a term of three (3) years each. The Directors shall have the power to fill all vacancies on the Board for the remaining term of a departing Board member who is deceased, resigns, removed or no longer wishes to or is able to participate as a Board member. A voting Member entity may have only one of its employees serving on the Board at any given time.

ARTICLE VII – ELECTIONS TO THE BOARD

Section 1: *New Board Members*. The Board shall be elected pursuant to the election ballot and newly elected Board members shall be introduced at the annual meeting of the general membership. Newly elected Board members shall assume their official duties as of January 1 of the following year, unless elected to fulfill an unexpired term.

Section 2: *Board Nomination Committee*. A Board Nominations Committee of not fewer than five (5) Chamber Members, no more than three (3) of which may be Board members, shall be appointed by the Chairman of the Board. The Committee's duty shall be to nominate no fewer than four (4) individuals from the active, eligible Members of the Chamber who have presently indicated their acceptance of Board membership if elected.

Section 3: *Nominations*. All Chamber Members shall be encouraged by general announcement by the third Friday in September to submit nominations in writing to be received by the third Friday in October. The Board Nominations Committee shall file a list of such nominees with the Chairman and the President/CEO by the Wednesday following the third Friday in October. Voting, under the supervision of the President/CEO, shall be by written or electronic ballot sent to each Member entitled to vote on or before the last Monday in October. All ballots must be received in the Chamber office no later than 5:00 p.m. on the second Friday in November to be counted. Additional nominations may be made by written petition and shall be listed on the ballot if at least ten (10) voting Members sign such nominating petition(s) and such petition(s) are received in the Chamber office no later than the third Friday in October, at which point nominations shall be closed and the ballots shall be finalized.

Section 4: *Voting*. Voting shall be limited to Chamber Members entitled to vote and in good standing.

Section 5: *Supervision of Elections*. The Chairman shall appoint a committee of three (3) Judges who are not members of the Board or candidates for election as such, but who may be members of the Board Nominations Committee and who may include the President/CEO and any employees of the Chamber. The Judges shall supervise the election and shall serve until the results have been ascertained and their written results/report given to the Board immediately upon verifying and counting the ballots. The ballots shall be maintained in the Chamber office for a period of at least sixty (60) days after the results of the election are announced. If there is a challenge to the election results, then the ballots shall be maintained until that challenge is resolved by the Board.

Section 6: *Election Results*. The candidates who receive the most votes shall be declared elected and shall be sworn in at the annual meeting of the Chamber in December. In the case of ties, those nominees tying shall be chosen by lot by the Chairman of the Board in the presence of the President/CEO and at least one (1) member of the Board Nominations Committee. All newly elected Board members shall be promptly notified by the Judges, as shall the Board.

Section 7: The term of office for a Director shall commence on January 1 following that Director's election by the general Chamber membership and shall be for three (3) years. Directors are limited to two (2) three-year (3-year) terms in succession; *i.e.*, six (6) consecutive years (unless elected to fulfill an unexpired term). A Director may not serve more than two (2) consecutive full three-year (3-year) terms, nor more than eight (8) total consecutive years, including the completion of an unexpired term as the result of a Board appointment/election to replace another Director, except as follows:

- (a) This shall not apply to the outgoing Chairman of the Board, who automatically becomes a Board member for the following year. He/she shall serve his/her term as a Director until the end of the term for which he/she was originally elected, and until his/her successor shall have been elected and taken office.
- (b) This shall not apply to a Director who is elected Chairman of the Board for the coming year, even though he/she is a previously elected and retiring Director.

Former Directors may serve as Directors again after being absent from the Board for at least one (1) year, under the same conditions and limitations as indicated herein.

Section 8: *Removal from the board.* Absence of a Director from three consecutive regular Board meetings without excuse deemed valid by a majority of his or her fellow Directors shall be construed as a resignation, absent a satisfactory written excuse by the absent Director. That Director, or any Director who resigns, is removed or otherwise no longer available to serve as a Director, may be replaced by another voting Chamber Member by a majority vote of the remaining Board. Any replacement Director shall serve out the term of the departing Board member. Board members may vote by written proxy submitted in advance to the Chairman of the Board or President/CEO.

Section 9: *Relatives.* To avoid a conflict of interest or the appearance of a conflict of interest, a Board member cannot be a spouse, parent, sibling or child of a staff member. It is the responsibility of the Board member and staff member to announce any other nonbusiness relationship that may exist for the Board's review and approval.

ARTICLE VIII – CONDUCT OF BOARD MEETINGS AND VOTING

Section 1: All meetings of the Board, except when the Board sits in Executive Session, shall be open to all Members of the Chamber. A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

Section 2: Voting shall be conducted by the Chairman of the Board with a majority vote of the attending Board members necessary on any matter, unless otherwise provided for in these Bylaws or the Articles of Incorporation.

Section 3: *Means of voting.* Voting may be conducted by electronic means or telephone if and when the Chairman of the Board decides that a matter cannot be tabled until the next regularly scheduled Board meeting. The Chairman of the Board may set a reasonable time limit for response to a call for the vote, but in no event less than two (2) business days notice.

Section 4: *Maintenance of minutes.* Minutes of all Board meetings shall be kept by the President/CEO and distributed to all Board members in advance of the next regularly scheduled Board meeting.

ARTICLE IX – OFFICERS

Section 1: *Determination of Officers.* Coinciding with the annual election of the new directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: Chairman of the Board, Vice Chairman, Treasurer. Officers will be elected by a majority vote at a regularly scheduled Board meeting. Newly elected officers will assume their role on January 1, unless otherwise stated. All officers must be members of the Board of Directors; however, an outgoing Director who would otherwise be ineligible for re-election may be elected Chairman of the Board and serve on the Board during his/her term of office. The Immediate Past Chairman shall also serve on the Board during his/her term of office. All officers shall serve for a term of one (1) year or until a successor assumes the duties of office and they shall be voting members of the Board.

Section 2: *Duties of Officers.*

- (a) *Chairman of the Board.* The Chairman shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman shall, with the advice and counsel of the Vice Chairman and President/CEO, determine all Committees and select all Committee Chairpersons, subject to the approval of the Board of Directors. The Chairman of the Board shall be an ex-officio member of such committees.
- (b) *Immediate Past Chairman.* The Immediate Past Chairman shall perform such duties as may be assigned to him/her by the Chairman of the Board or the Board of Directors.
- (c) *Vice Chairman.* The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman of the Board, and shall perform such other duties as may be assigned to him/her by the Chairman or the Board of Directors.
- (d) *Treasurer.* The Treasurer shall analyze the Chamber's fiscal posture and recommend appropriate corrective action as necessary, oversee the budget committee, oversee the safekeeping and proper disbursement of all funds received by the Chamber, and present a financial report at the Board of Director's regular meetings.
- (e) *President/CEO.* The Board of Directors shall employ a President/CEO who shall be the corporate secretary and the chief administrative and executive officer of the Chamber. The President/CEO shall serve as secretary of the Board of Directors and the Executive Committee and cause to be prepared notices, agendas and minutes of meetings of the Board and the Executive Committee.

The President/CEO shall serve as advisor to the Chairman of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber.

The President/CEO shall be a nonvoting member of the Board of Directors, the Executive Committee and all Committees.

The President/CEO shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors.

The President/CEO shall be responsible for hiring, discharging, directing and supervising all employment activities.

The President/CEO shall be responsible for the preparation of an operating budget, covering all activities of the Chamber. He/she shall submit the budget to the Budget and Executive Committees for its adoption, which in turn shall forward it to the Board of Directors for approval. The President/CEO shall also be responsible for all expenditures with approved budget allocation.

Section 3: *Executive Committee*. The Executive Committee shall be composed of the Chairman of the Board, Immediate Past Chairman, Vice Chairman, Treasurer, President/CEO, and up to two (2) members of the Board of Directors who shall be appointed by the Chairman, subject to the approval of the Board of Directors. The Executive Committee shall be available on the call of the Chairman to assist and advise the Chairman and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board of any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 5: *Directors & Officers Insurance*. The Board may procure errors and omissions liability insurance, in such amounts as the Board may determine, on behalf of any person who is a Board member, Officer and/or employee of the Chamber.

ARTICLE X – REFERENDA

Should the Board choose to determine the position of the Chamber’s Members on any subject, or should a petition, in writing, of at least ten percent (10%) of the voting Members be received by the Board, a referendum may be held. For any referendum, a vote of the Chamber’s voting Members shall be taken with the proposition and both affirmative and negative positions objectively, clearly and concisely stated. The Board shall determine the manner in which any referendum shall be conducted.

ARTICLE XI – COMMITTEES

Section 1: *Appointment of volunteers*. From time to time, the Chairman of the Board may appoint members of the Chamber and/or Officers and Board members to serve on one or more Committees. Board members are expected to serve either as Chair of, or member of, at least one standing or ad hoc Committee.

Section 2: *Appointment of committee chairs*. Committee Chairs are appointed by the Chairman of the Board and shall serve at the Chairman of the Board’s pleasure. Committee Chairs may designate who they wish to serve on their respective Committees. The duties and responsibilities of each Committee shall be as designated by the Chairman of the Board. Committee Chairs shall regularly report to the Chairman of the Board at or before Board meetings. Committees’ functions shall be to gather facts, make recommendations to the Chairman of the Board and have primary responsibility for carrying out the Chairman of the Board’s wishes or directions. Only the Board or Officers may represent the Chamber to the public and/or government and elected representatives and officials, government agencies or other organizations with respect to any position/recommendation of any committee.

ARTICLE XII – EXECUTIVE ADVISORY COUNCIL

The Chairman may request the formation of an Executive Advisory Council, which shall have as its sole duty and responsibility advising the Chairman of the Board on matters before them. The Executive Advisory Council members shall be made up of past-Chairmen. Service coincides with the then-Chairman’s term.

ARTICLE XIII – LIMITATIONS ON AUTHORITY

Section 1: The Board may authorize any Officer or the President/CEO to enter into any contract and such authority may be general or specific.

Section 2: No loans may be contracted on behalf of the Chamber or indebtedness issued in its name unless authorized by a resolution of the Board. Such authority may be general or specific.

Section 3: No action by any Board Officer or Director, Committee, Committee Chair, Chamber Member or employee shall be binding upon the Chamber, or constitute an expression of Chamber policy, unless and until it shall have been approved or ratified by the Board upon proper notice and vote.

ARTICLE XIV – SALARIES & REMUNERATION; INDEMNIFICATION OF BOARD MEMBERS & OFFICERS

Section 1: *Fees and compensation.* The Board, elected Officers and Committee members shall serve without salary, compensation or other remuneration, other than as approved by the Board for reimbursable expenditures and reasonable compensation for services rendered on the Chamber’s behalf.

Section 2: *Indemnification.* All Board Members, Officers, Committee Chairpersons and staff shall be indemnified and their reasonable attorney’s fees and costs paid/reimbursed by the Chamber with respect to any suit or legal action which may be brought against them in their Chamber capacity with respect to any action they take or choose not to take on behalf of the Chamber. Errors and omissions liability insurance may be taken out by the Board to cover any or all such persons in their respective Chamber capacities. Excepted from this indemnification is any willful or gross negligence, fraud or malfeasance.

ARTICLE XV – PAYMENT OF CHAMBER OBLIGATIONS

Section 1: *Disbursements.* Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. All check disbursements at or above \$7,500 shall be signed and/or authorized in writing by any two (2) Chamber Officers.

Section 2: *Bank cards.* The Chamber may issue to the President/CEO one or more credit or debit cards in the name of the Chamber for Chamber-related expenses.

ARTICLE XVI – FINANCES

Section 1: *Fiscal Year.* The fiscal accounting year shall run from January 1 to December 31.

Section 2: *Budget.* The Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Board of Directors for approval in December.

ARTICLE XVII – PARLIAMENTARY PROCEDURE TO GOVERN MEMBERSHIP AND BOARD MEETINGS

The proceedings of the Chamber Board and general/special membership meetings shall be governed by and conducted according to the latest edition of Robert’s Manual of Parliamentary Rules, except where those conflict with these Bylaws or the Chamber’s Articles of Incorporation, which shall then control.

ARTICLE XVIII – SERVICE MARK & TRADE NAME USAGE

Section 1: *Service mark.* The Board may adopt a Service mark to be used to identify and distinguish the Chamber as the source of certain Chamber goods and services. The Service mark shall be used or licensed solely for the official business and services of the Chamber and shall not be used by any Chamber Members, except in a format approved by the Board that solely indicates a Member is in good standing with the Chamber.

Section 2: *Trade name.* The Board may adopt and use one or more trade names to identify the Chamber. Any such trade names shall be adopted for the exclusive use of the Chamber itself and may not be used or adapted in any way by Chamber Members.

ARTICLE XIX – AMENDMENTS AND CHANGES TO BYLAWS AND/OR ARTICLES OF INCORPORATION

Section 1: The Chamber’s Articles of Incorporation and/or Bylaws may be amended or altered by the Board upon more than two-thirds (2/3) vote of those present at any regular or special Board meetings, or Chamber Members present at a general or special meeting of the Members, provided notice of the proposed change(s) shall have been given in writing or electronically to each Board or Chamber Member, as the case may be, at least ten (10) business days prior to such meeting(s).

Section 2: Any matters not covered by the Articles of Incorporation or these Bylaws shall be governed by Title 13.1-201 of the Code of Virginia and following sections as amended; i.e., the “Virginia Nonstock Corporation Act.”

Section 3: These Bylaws shall be interpreted in conjunction with the Articles of Incorporation, as amended, and in the event of a conflict therewith, the Articles of Incorporation, as amended, shall control.

ARTICLE XX – DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no funds and/or property of the Chamber shall inure to the benefit of or be distributed to the Members of the Chamber. Upon 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, or as allowed pursuant to IRS Section 501(c).

Amended: March 15, 1995
 April 27, 1995
 October 8, 1997
 February 15, 2007
 October 10, 2007
 October 8, 2008
 October 19, 2016