



BY-LAWS

(Origin – July 24, 1962)

Article I – NAME

Section 1. The name of this organization shall be the Top of Virginia Regional Chamber (TVRC), herein after referred to as “The Regional Chamber”.

Article II – PURPOSE, VISION, AND MISSION

Section 1. Purpose - The Regional Chamber is an inclusive business partner advocating community prosperity.

Section 2. Vision - The Regional Chamber is an indispensable resource and catalyst for our members and community.

Section 3. Mission - The Regional Chamber provides programs and services to meet the business and professional needs of our members.

Article III – LIMITATIONS

Section 1. Limitations - The Regional Chamber in its activities as an organization shall be non-partisan. It shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office, or to the support or endorsement of any political party.

Article IV – MEMBERSHIP

Section 1. Membership Eligibility – Any firm, corporation, partnership, sole proprietor, association, organization or individual who is not associated with a business is eligible to become a member of The Regional Chamber provided the applicant’s objectives are compatible with those of The Regional Chamber. Each partnership shall have an individual designated as its principal member, and shall be entitled to designate additional multiple members based on its partnership investment.

Section 2. Definition of Members – Membership in The Regional Chamber shall be held by the firm, corporation, partnership, organization or association; except, in the case of individual partnerships, the firm, corporation, partnership, organization or association shall be assigned partnership based upon the established dues formula. One member shall be designated as the “principal”; usually, this is the chief executive officer or local senior employee. The remaining ‘members’ are referred to as multiples. All have full privileges of participation.

Section 3. Application and Election to Membership – Application for membership shall be made in writing to The Regional Chamber, and the application shall be regarded as a guarantee on the part of the applicant of their interest in and agreement with the purposes of The Regional Chamber, and of their adherence, if elected, to its By-Laws, rules and regulations. Election to the membership in The Regional Chamber shall be by the Board of Directors.

Section 4. Membership Investment – Membership investments shall be at such rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors.

Section 5. Termination of Membership

- (a) Any membership may be terminated by a company or organization upon written notice to The Regional Chamber.
- (b) Any membership shall be terminated by The Regional Chamber for nonpayment of dues after ninety days from the date due, unless otherwise extended for good cause.
- (c) Any membership may be terminated by a vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct prejudicial to the aims or repute of The Regional Chamber, after notice, an opportunity for a hearing are afforded the member against whom a complaint has been made. Such notice shall be sent to the principal designee of the member in question.

Section 6. Voting – The principal member of each firm shall be entitled to cast such firm’s vote. Each firm (membership) shall have one (1) vote. Members of the Board of Directors who are not a principal member of a firm shall be entitled to cast one (1) vote.

Section 7. Honorary Memberships - Distinguished public service, or distinction in the arts and sciences, shall confer eligibility to Honorary Membership. Honorary Memberships shall include all the rights and privileges of other memberships, except the right to vote in matters decided by the membership, and except the right to serve as an officer or director of The Regional Chamber. Honorary members shall be exempt from payment of investments. Election to Honorary Memberships shall require unanimous affirmative vote of the Board of Directors of The Regional Chamber. An Honorary Membership may be revoked at any time by majority vote of the Board of Directors of The Regional Chamber.

Article V – ADMINISTRATIVE AND FISCAL YEAR

Section 1. Administrative Year - The Administrative and Fiscal Year of The Regional Chamber shall begin at 12:01 o’clock a.m. January first, and end at 12 midnight on December thirty-first. Normal terms of officers and directors begin and end on these days respectively.

Article VI – MEETINGS

Section 1. Annual Meeting – The annual meeting of The Regional Chamber shall be held at a time and place fixed by the Board of Directors and notice thereof mailed to each member at least ten days before said meeting. The Annual Meeting will generally be held at the Regional Greater Good Awards held each year in or around the end of January.

Section 2. Board Meetings – Board meetings will be held regularly.

Section 3. Other Meetings

- (a) General meetings of The Regional Chamber may be called by the Chair of the Board at any time, or upon petition in writing by any twenty-five members in good standing. Members shall be notified at least five days prior to such meetings.
- (b) A board meeting may be called by the Chair of the Board at any time. Directors shall be notified at least five days prior to the said meeting.
- (c) Committee and Task Force meetings shall be scheduled on a regular basis with notice given in an appropriate matter.
- (d) Executive session board meetings may be called by the President/CEO, Chair, Chair-Elect or the Treasurer or any two directors. Email or phone discussion of director availability for the meeting as well as the date and time for the meeting is allowed but not required. Scheduling discussions are not deemed "board meetings" and do not violate the Davis-Stirling Act.

Section 4. Quorum

- (a) At any duly called general meeting of The Regional Chamber, twenty-five members shall constitute a quorum;
- (b) Fifty percent (50%) of Directors shall constitute a quorum of the Board. At Committee and Task Force meetings, a majority shall constitute a quorum.
- (c) Fifty percent 50% members of the Executive Committee shall constitute a quorum.

Section 5. Meeting Rules

- (a) At any general membership meeting or Director's meeting, no member may vote by proxy.
- (b) Any member whose dues account is in arrears at the time of any meeting shall not be entitled to vote at that meeting.

Article VII – BOARD OF DIRECTORS

Section 1.

(a) A minimum of fifteen (15) and a maximum of twenty (20) Directors will be nominated by the Nominating Committee, voted on by the Board of Directors at their December Board meeting and approved by the Membership at the Annual Meeting in January, to serve for three (3) years with eligibility for re-election except as limited in Article VII, Section 3. A maximum of five (5) additional seats will be provided on the Board of Directors as Ex-Officio members. Ex-Officio members will serve for one year on the board but will not be voting seats. The total Board of Directors will consist of a maximum of twenty (20) voting Director seats, one (1) non-voting President/CEO seat, and five (5) non-voting Ex-Officio seats.

(b) The incoming office of Chair of the Board, Chair-Elect, or Immediate Past Chair shall not be required to run for election as a Director if their terms as a Director should expire while serving as an officer of the Board. Also, the six (6) year limitation of serving on the Board as provided for in Article VII, Section 3, would not apply to these officers.

(c) All board positions are volunteer, unpaid positions of The Regional Chamber organization.

Section 2. All vacancies occurring in the Board between annual elections shall be filled by the Board of Directors. The Board shall fill such vacancies by the appointment of members in good standing, and such replacement appointments shall be only for that calendar year, and then have his or her name considered for election for the balance of the unexpired term of the former incumbent. In the case of

persons so appointed to fill interim vacancies, any fraction of a year included in the unexpired term shall be disregarded in determining eligibility for election, re-election or re-appointment as a Director, as provided in Article VIII, Section 3 below.

Section 3. Regardless of how elected, no person shall serve as a Director for more than six (6) consecutive years, except:

(a) Officers of the Board as defined in Article VII, Section 1-b.

Section 4. After the maximum periods of service prescribed in Article VII, Section 3, above, eligibility for service as a Director is restored after the lapse of one (1) year following the end of the last term of service as Director.

Section 5. A strict attendance policy will be enforced for the Board or Directors. Any Director with unexcused absences from two (2) consecutive regular meetings in a fiscal year shall be deemed to have resigned effective upon the date of the next regular meeting of the Board without just cause as determined by the Executive Committee.

Section 6. The Board of Directors, as constituted for any calendar years, shall meet as follows:

- (a) Within ten (10) days after the announcement of the results of the annual election as provided in Article VIII, Section 4 (normally in November), and:
- (b) Prior to December 22 to approve the budget for the ensuing fiscal year.
- (c) At such other times as may be necessary for special purposes, at the call of the Chair, or upon the request of at least 2/3 of the members of the Board.

Section 7. Seating of New Directors – All newly elected Board members shall be seated on January 1. Retiring Directors shall continue to serve until December 31 .

Article VIII – ELECTION OF DIRECTORS

Section 1.

- a) Directors Nomination Process – On or before September 15, the Chair shall appoint a Nominating Committee consisting of the Chair-Elect, one representative from each term year, one member of The Regional Chamber not currently serving on the Board and the President & CEO. The Chair-Elect shall serve as Chair of the Nominating Committee. They shall nominate from the membership of The Regional Chamber the necessary number of candidates for the Board of Directors. The Nominating Committee shall submit its list of official nominees to the President & CEO in writing on or before October 10. The slate of nominees shall be announced to the membership in November. The membership shall have the opportunity to submit a write in candidate for the Board of Director by a petition signed by at least 85 qualified members in good standing. Any such petition must be filed at The Regional Chamber Headquarters by the close of business on the fourth Friday of November. In the event that no petitions are received by this date, the Chair of the Board will declare the nominating process closed. The approved list of nominees shall elected by the Board of Directors at their December board meeting.
- b) In the event that a member is nominated through petition, a ballot will be mailed to the membership in December with all nominees listed. Ballots will be counted and The individuals with the highest number of votes needed to fill vacant board positions will be approved for board elections.

Section 2. Regardless of how an individual is nominated only those persons who are dues-paying members, show dues accounts are in current condition, and who are able and have agreed to devote to their duties as Directors shall be considered for a position on the Board of Directors.

Article IX – OFFICERS

Section 1. The Officers of The Regional Chamber and the duties assigned to them are:

- (a) Chair of the Board – Shall preside at all meetings of the membership, Board of Directors, and the Executive Committee. The Chair shall authorize the establishment of committees, special task forces, groups, etc. and select all committee chairpersons, subject to the approval of the Executive Committee. In addition, The Chair may call special meetings as necessary; he/she shall assist the CEO in preparing agenda for board meetings; assist the CEO in conducting new board member orientations; coordinate the CEO's annual performance evaluation; work with the nominating committee to recruit new board members; act as an alternative spokesperson for the organization, and periodically consult with board members on their roles and assist them in assessing their performance.
- (b) Chair-Elect – Shall act on behalf of the Chair in their absence. The Chair-Elect shall attend all board meetings, serve on the Executive Committee, and carry out special assignments as requested by the board Chair.
- (c) Vice-Chair – Shall attend all board meetings, serve on the Executive Committee, and carry out special assignments as requested by the board Chair. The Vice-Chair shall act on behalf of the Chair or Chair-Elect in their absence.
- (d) Treasurer – Shall be responsible to the Executive Committee and Board for seeing that all funds received by The Regional Chamber are safeguarded and properly disbursed. Such funds shall be kept on deposit in financial institutions approved by the Executive Committee and Board. The Treasurer shall provide a financial report to the Board of Directors and Executive Committee regarding the fiscal status of the organization. The Treasurer will present the annual budget to the board for approval, and will review the annual audit and answer board members' questions about the budget and/or audit.
- (e) Immediate Past Chair - Shall attend all board meetings, serve on the Executive Committee, and carry out special assignments as requested by the board Chair.

Section 2. Election of Officers: The Nominating Committee shall meet and recommend nominees for the office of Chair, Chair-Elect, Vice-Chair and Treasurer. Only those board members who have been elected to the Board of Directors by approval of the membership shall be eligible to be nominated for any Officer's position. Officers of The Regional Chamber will be elected by the Board of Directors at their December Board meeting.

Section 3. Management – The Executive Committee shall annually employ the President & CEO and fix the salary and other considerations of employment. This individual shall be the Chief Executive Officer and be responsible for the operations, staffing and conduct of business of the organization. The President & CEO shall be an ex-officio, non-voting member of the Executive Committee and the Board of Directors, and all other committees. The President & CEO shall be responsible for hiring, fixing compensation, directing, discharging, and supervising all employees. The President & CEO shall be responsible for the preparation of an operating budget covering all activities of The Regional Chamber. He/she shall be responsible for keeping all expenditures within approved budget allocations.

Article X – COMMITTEES/ACTION TEAMS

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The Chair of the Board shall appoint all committees, task forces and action teams as necessary, subject to confirmation by the Executive Committee.

Section 3. The Executive Committee shall act on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chair, Chair-Elect, Vice Chair, Treasurer, the President & CEO, and the Immediate Past Chair, together with three additional members of the Board of Directors appointed by the Chair annually. Any two members of the Executive Committee may call a committee meeting. The Chair of the Board will preside over the meetings of this group. A quorum for the Executive Committee shall be as described in Article VI, Section 4. The Executive Committee shall have general charge of the finances and property of The Regional Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.

Section 4. The Executive Committee may refer matters brought before it to a standing committee which it may designate, or to the Board.

Section 5. The Board of Directors may have the books and accounts of The Regional Chamber audited at the close of the fiscal year, and report its findings to the Board of Directors and to the membership. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee, whose recommendations shall be submitted to the Board.

Article XI – DISBURSEMENTS

Section 1. Checks drawn on The Regional Chamber's operating account shall be signed by either of the following officers: the Chair of the Board, the Chair-Elect, the Vice-Chair, the Treasurer, or the President & CEO.

Section 2. Upon approval of the budget, the President & CEO may be authorized to make disbursements on account of expenses provided for in the budget without an additional approval by the Board of Directors.

Section 3. Appropriation of Funds – The Regional Chamber shall make no contributions to charitable, commercial, social, patriotic, civic or other organizations except in the payment of its own dues for partnership as deemed appropriate by the Board. The President & CEO has the discretion to purchase tickets to events as he/she deems appropriate.

Article XII – AFFILIATION BY THE REGIONAL CHAMBER

Section 1. The Regional Chamber will not be subject to membership in any organization other than those directly affiliated with its work, such as The Chamber of Commerce of the United States, the Virginia State Chamber of Commerce, etc.

Article XIII – PARLIAMENTARY PROCEDURE

Section 1. The proceedings of The Regional Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

Article XIV – AMENDMENTS

Section 1. These By-Laws may be amended by two-thirds vote of the Directors present at any meeting of the Board of Directors, provided that written notice of the proposed amendment shall be submitted to the Directors at least ten days before the meeting.

Amended February 17, 1969
Amended October 18, 1983
Amended June 16, 1985
Amended December 9, 1986
Amended April 18, 1989
Amended August 13, 1991
Amended November 12, 1991
Amended December 17, 1998
Amended April 17, 2000
Amended October 23, 2001
Amended November 18, 2003
Amended October 10, 2006
Amended April 10, 2012
Amended January 8, 2013
Amended March 8, 2016
Amended January 17, 2017