

York County

CHAMBER OF COMMERCE

BYLAWS

May 3, 2006

ARTICLE I

General

Section 1: Name- This organization is incorporated under the laws of the Commonwealth of Virginia shall be known as the York County Chamber of Commerce, Incorporated.

Section 2: Mission- This mission of the York County Chamber of Commerce is to develop leaders, accelerate economic growth, and be the voice of business in a competitive community.

Section 3: Objectives- The York County Chamber of Commerce is organized to achieve the objectives of:

1. Preserving the competitive enterprise system of business by:
 - a. Creating a better understanding and appreciation of the importance of business people and a concern for their problems;
 - b. Educating the business community and representing them in county, state and legislative and political affairs;
 - c. Preventing or addressing controversies which are detrimental to expansion and growth of business and the community as they arise;
 - d. Creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business;
2. Promoting business and community growth and development by:
 - a. -Promoting economic programs designed to strengthen and expand the income potential of all businesses within the trade area;
 - b. Promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and
 - c. Discovering and correcting abuses that prevent the promotion of business expansion and community growth.

Section 4: Region of Interest- The York County economic region shall mean to include:

1. Primary Region - County of York
2. Secondary Region - Virginia Peninsula
3. Economic Region - Other regions served by electronic means

Section 5: Limitation of Methods- The York County 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.

ARTICLE II
Membership

Section 1: Eligibility- 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: Process- Applications for membership shall be in writing or electronically, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments- Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination-

1. Any member may resign from the chamber upon written request to the Board of Directors;
2. Any member may be expelled by a two-thirds vote of the Board of Directors for just cause as determined by the Board of Directors.

Section 5: Voting- In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges- Any firm, association, corporation, partnership, or estate holding membership must designate an individual whom the holder desires to exercise the designated privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation- On a quarterly basis, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual (or orientation handbook).

Section 8: Honorary Membership- Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III
Meetings

Section 1: Annual Meeting- The annual meeting of the corporation, in compliance with State law, shall be held during November of each year .The time and place shall be fixed by the Board of Directors and notice thereof shall be posted on the York County Chamber of Commerce Website (<http://www.yorkcountycc.org>) at least ten (10) days before said meeting.

Section 2. Additional Meetings

The President may call general meetings of the chamber at any time, or upon petition in writing of any 50% members in good standing:

1. Notice of special meetings shall be emailed or mailed regular mail to each member at least five (5) days prior to such meetings;
2. Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting;
3. Committee meetings may be called at anytime by the President, respective department Vice President, or by the committee's chairman.

Section 3: Quorums- Unless otherwise required, in the Articles of Incorporation, a majority of the voting Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a voting of Members, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 4: Notices, Agenda, & Minutes

Written, electronic, or other member designated means of notice of all chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV *Board of Directors*

Section 1: Composition of the Board- The Board of Directors shall be composed of twenty-one members serving two (2) year terms. The Immediate Past President and all Officers shall serve as members of the Board. All Past Presidents will serve on the board in an ex officio status with exception of the Immediate Past President.

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.

Section 2: Selection and Election of Directors (See last page for sample timetable.)

1. Nominating Committee. The Nominating Committee shall be composed of the Executive Committee of the Board of Directors. The Immediate Past President shall serve as the chair of this committee.

Prior to the September Board of Directors Meeting, the Nominating Committee shall present to the President a slate of candidates to serve two-year terms to replace the directors whose regular terms are

expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

2. Nominations. Upon receipt of written, electronic, or other member designated means of notice of the report of the Nominating Committee, the President shall notify the Board of Directors at the September Board of Directors meeting the names of persons nominated as candidates for directors.
3. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (10) qualified members of the chamber. Such petition shall be filed with the Nominating Committee ten (10) days prior to the September Executive Committee meeting . The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
4. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the Board of Directors at their regular October Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President shall distribute this ballot to the Board of Directors at the October Board of Directors meeting.

The ballots shall be marked in accordance with instructions printed on the ballot. The Board of Directors shall at its October Board meeting declare the (seven) candidates with the greatest number of votes elected.

5. Judges. The President shall appoint at least three (3), but not more than five (5), judges who are not candidates for election. The Immediate Past President will be one of the Judges and will serve as chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors- All newly elected and appointed Board members shall be seated at the regular December Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies- A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. The President will receive nominations for those vacancies and be subject to the approval of the Board of Directors.

The Board of Directors shall fill vacancies on the Board of Directors, or among the officers, by a majority vote.

Section 5: Policy- The Board of Directors is responsible for establishing procedure and formulating policy of the organization. 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 be permitted at any time to employ a Chief Executive Officer (or appropriate title) and shall fix the salary and other considerations of employment for that position.

Section 7: 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 V *Officers*

Section 1: Determination of Officers- The Board of Directors (new and retiring) at its regular December meeting shall reorganize for the coming year. The Nominating Committee shall also nominate officers each year. At this meeting, the Board shall elect the President and Vice President, Secretary, Treasurer and any other officer deemed necessary to conduct the activities of the Chamber. Officers will be elected from members of the new Board of Directors. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until they are re-elected or their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

1. President. The President shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, assign Vice President to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall, with advice and counsel of Vice President, determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

3. Vice President. The duties of the Vice President shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
4. Secretary. The Secretary shall be responsible for documenting activities of the Chamber. The Secretary shall cause meeting minutes of the Executive Committee and Board be presented, for approval, to the Executive Committee and Board.
5. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such 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 and the President, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.

Section 3: Executive Committee- The Executive Committee shall act for and 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 President, Immediate Past President, Vice President, Secretary, Treasurer and Legal Counsel to

the Board of Directors (if any). The President of the Board of Directors will serve as chairman of the Executive Committee.

Section 4: Indemnification- The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI *Committees*

Section 1: Appointment and Authority- The President shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless the Board of Directors approves a different term.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: 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.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony- Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions- The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

Section 5: Staff
To Be Determined

ARTICLE VII *Finances*

Section 1: Funds- All money paid to the chamber shall be placed in a general operating account.

Section 2: Disbursements- Upon approval of the budget, the Treasurer with the President's approval is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year- The fiscal year of the chamber shall begin on January 1 and close on December 31.

Section 4: Budget- As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year.

Section 5: Annual Audit- A public accountant, if available, shall audit the accounts of the chamber of commerce annually as of the close of business on December 31st. The audit shall at all times be available to members of the organization within the offices of the chamber.

ARTICLE VIII
Dissolution

Section 1: Procedure- 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. 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 IX
Amendments

Section 1: Revisions- 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, providing 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 in advance of the meeting at which they are to be acted upon.

Adopted: (date)

Amended: (date)

**A TIME SCHEDULE
FOR SINGLE SLATE ELECTION
AND ORIENTATION OF OFFICERS AND DIRECTORS**

This time schedule is designed for an organization with a fiscal year.

Lead Time	Month	Action to Take
5 months	August	Nominating Committee presents to the President slate of candidates for Board of Directors.
3 months	October	Election of Directors at regularly scheduled Board meeting.
2 months	November	Election of Officers at regularly scheduled Board meeting.
1 month	December	Appointment and orientation of new committee chairmen, committee members and other action groups.
	January	Committees and other action groups begin work.