

BY – LAWS

OF

GREATER WARRENTON CHAMBER OF COMMERCE

**ARTICLE I. GENERAL PROVISIONS**

***Section 1.01 Name***

The name of the organization shall be Greater Warrenton Chamber of Commerce (*hereinafter alternatively referred to as “GWCC” or “the Chamber”*).

***Section 1.02 Office***

The principal office of GWCC shall be in the town of Warrenton, Virginia. GWCC may, from time to time, have additional offices and places of business at such other locations within and without the Commonwealth of Virginia as shall be determined by the Board of Directors.

***Section 1.03 Purposes***

GWCC is being formed for the purpose of promoting and enhancing the general business prosperity of businesses in and around the Town of Warrenton and Fauquier County, Virginia through marketing, education; business assistance; promotion of businesses; and cooperation of its membership amongst themselves and with local government and agencies.

***Section 1.04 Limitation of Methods***

The Chamber shall observe all local, state and federal regulations which apply to a nonprofit organization as defined in Section 501 ( c) 6 of the Internal Revenue Code.

**ARTICLE II. MEMBERSHIP**

***Section 2.01 Eligibility***

Any person, association, organization or entity having an interest in the purposes of the organization shall be eligible for membership.

***Section 2.02 Classification***

The Chamber shall have voting and affiliate members. Voting members are those members whose business or organization has a physical presence in Fauquier County, Virginia. This includes individuals working from their homes full or part time. Affiliate members are those members whose business or organization does not have a physical location within the boundaries of Fauquier County, Virginia. They shall enjoy all the privileges of membership with the

exception of voting rights. The final determination of each classification, on a case by case basis, shall rest solely within the discretion of the Board of Directors.

***Section 2.03                    Application and Payment of Dues***

Membership shall be conditioned on the payment of dues as established by the Board of Directors (*hereinafter sometimes referred to as "the Board"*) which shall be due at such rates as may be from time to time prescribed by the Board. Application for membership shall be made on a standard form and forwarded to the Treasurer of the GWCC with any appropriate dues. Election of members shall be by the Board of Directors at any meeting of the Board and the determination regarding the acceptance of an applicant for membership shall be with the sole and unfettered discretion of the Board of Directors..

***Section 2.04                    Termination (Resignation, expulsion and delinquency)***

Any member may resign from the Chamber upon written notice to the Board of Directors. Any member may be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after sixty (60) days from due date unless otherwise extended for good cause as the Board may determine within its discretion. Any member may also be expelled by a two-thirds vote of the Board of Directors at any Board meeting for conduct unbecoming a member or prejudicial to the aims or reputation of the GWCC after notice and opportunity for a hearing pursuant to procedures established by the Board by resolution. The final determination is within the sole and unreviewable discretion of the Board of Directors.

***Section 2.05                    Voting***

Each voting member, whether an, individual, entity or an organization, shall be entitled to only one vote. Each member shall inform the Secretary of the individual(s) designated to represent the member organization. Each member may change the designation of such representative individual pursuant to written notice to the Secretary. Voting members shall have the privilege to do the following:

- Elect members to the Board of Directors.
- Vote to override any action of the Board of Directors. This vote must be taken at a duly constituted membership meeting. Notice of the issue(s) to be voted upon must be submitted to the membership in writing ten (10) days prior to the meeting. Seventy-five percent (75%) of those present and voting have the authority for determination.
- Vote for the removal of any or all member(s) from the Board of Directors. A seventy-five percent (75%) affirmative vote of the total voting membership is required and such votes must be cast in person at the meeting called for this purpose.
- Vote on any matters officially brought to the attention of the membership.

**Section 2.06                      *Annual Meeting***

The annual meeting of the membership for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held in January of each year at such place, date and time as the Board of Directors may by resolution provide. If the Board of Directors fails to provide, then such meeting shall be held at the principal office of the Corporation at 5:00 p.m. on the third Wednesday of January. If the meeting date provided by resolution or these bylaws be a legal holiday or if the meeting must be postponed due to inclement weather, then in such event the directors shall fix a day not more than two weeks from the original date provided. The Secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll of the corporation a notice stating the time and place of the annual meeting. A membership roll showing the list of members as of the record date, certified by the Secretary shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. Only members appearing on such membership roll as active voting members shall be entitled to vote at the meeting although all members may attend. In addition to the election and other business brought before the membership, the membership shall review and, if deemed necessary by any member, discuss the budget and the finances of the GWCC.

A.                      **First Annual Meeting**

Notwithstanding anything in these bylaws to the contrary, at the first annual meeting of the membership scheduled to be held on January 19, 2010 at 5:00 p.m. at the Chamber office. There will be an election for four seats on the Board of Directors each to serve a three (3) year term. In order to provide stability to this new organization four (4) of the members of the initial Board of Directors named in the Articles of Incorporation shall remain and serve an additional year until January, 2011. Three (3) of the members of the initial Board shall serve two additional years until January, 2012. Therefore, the Board shall initially have eleven (11) members and as directors' terms expire, new members shall be voted in by the membership for three (3) year terms.

**Section 2.07                      *Special Membership Meetings***

Special membership meetings may be called by a majority of the members of the Board of Directors or by the submission of a petition having been signed by twenty-five percent (25%) of the active voting membership. Such petition must be submitted to the Board who will, within thirty (30) days of receipt, call the meeting on behalf of the requesting party. The purpose (s) for the special meeting will be stated by both written request and written notice to the membership. In the case of a special membership meeting called by written petition, the written notice of the meeting to the membership will faithfully reflect (restate, reproduce) the purpose (s) for the special meeting stated in the petition. Business conducted at the special meeting will be limited to the pre-stated purpose(s).

***Section 2.08***            ***Notice***

Written notice stating the date, time, and place of meetings will be mailed first class to all active members at least ten (10) but not more than thirty (30) days before any membership meeting.

***Section 2.09***            ***Quorum***

Except as otherwise provided in these bylaws, those active voting members present and voting in person, or by absentee ballot, when permitted, at a membership meeting called pursuant to the notice provisions of Section 2.08 will constitute a quorum for the transaction of business at any membership meeting. Participation in the business affairs of any membership meeting will be restricted to active voting members in attendance. Pursuant to Section 2.05, each member shall inform the Secretary of the individual(s) designated to represent the member organization.

***Section 2.10***            ***Majority Required***

Unless otherwise provided herein, the vote of a simple majority of the active members present and voting in person or by absentee ballot will be necessary for approval or disapproval of the action being voted upon. Voting members unable to be present at an annual membership meeting may vote by absentee ballot upon application to the Board of Directors in advance of the meeting date for an absentee ballot form approved by the Board of Directors. Absentee ballots must be returned prior to the meeting. Absentee ballots will not be accepted at special membership meetings. Proxy votes are not allowed at any meeting.

***Section 2.11***            ***Record Date***

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

***Section 2.12***            ***Honorary Membership***

Distinction in public affairs and/or business shall confer eligibility for honorary membership. Honorary members shall have all of the privileges of members except for the right to vote. Honorary members shall be exempt from the payment of dues. The Board shall confer or revoke honorary membership by a majority vote.

**Article III. GOVERNMENT**

***Section 3.01 Directors– Terms and Compensation***

The government of the Chamber shall be vested in the Board of Directors elected by the membership. The Board shall consist of between seven (7) and eleven (11) elected directors and there shall always be an odd number of directors. No two directors can be an employee, officer, shareholder or director of the same member or affiliated through common ownership or control. For the purposes of this section, “common ownership or control” will mean stock, membership or other ownership interest of forty percent (40%) or more owned or controlled by the same person, or commonly controlled entity or trust. A director will hold office for three years, or until a successor is duly elected. Directors shall not receive compensation for their services other than the reimbursement of expenses incurred while conducting approved duties. Directors shall be elected to open seats on the Board of Directors for three (3) year terms. After serving a one year term, a director shall take at least a one (1) year hiatus from the Board but may be eligible for election to another term after not being on the Board of Directors for one year. All directors serve at the pleasure of the board. A director may be removed from office by an affirmative vote of at least two-thirds of the other directors.

***Section 3.02 Selection and Election of Directors***

**A. Nominating Committee**

At a regular meeting of the Board of Directors the Board shall appoint a nominating committee made up of five active voting members who may or may not also be directors; however, the chairperson of the committee shall be a member of the Board of Directors. At least thirty (30) calendar days but not more than ninety (90) calendar days before the election of directors by the membership, the nominating committee shall present to the Board of Directors a slate of candidates, qualified pursuant to Section 3.03 herein, to fill the term of those Directors whose terms are expiring.

**B. Publications of Nominations**

Upon receipt of the report of the nominating committee, the Secretary shall immediately, by email or surface mail, notify the active voting members of the names of persons nominated as candidates and the right of petition.

**C. Nominations by Petition**

Additional names of candidates for the Board of Directors may be nominated by petition bearing the genuine signature of at least ten percent (10%) of the active voting members of the GWCC. Such petition shall be filed with the Secretary within fourteen (14) calendar days after notice has been sent of the candidates nominated by the nominating committee. The determination of the legality by the Board of Directors of any petition shall be final.

**D. Election**

Active voting members shall be provided paper ballots or pick them up at the office of the Chamber. Ballots must be executed by one of the designated representatives, per section 2.05 and returned in person or postmarked (if by mail) at least ten calendar (10) days prior to the annual meeting of the membership.

**E. Judges**

The Board of Directors shall appoint at least three but not more than five active voting members who are not candidates nor members of the Board of Directors to be judges who shall have complete supervision over the election. The judges shall designate a chair person. The judges shall report the result of the election to the Board of Directors. The Secretary shall inform the membership by email or surface mail.

***Section 3.03 Qualifications***

One person on the Board of Directors may be an affiliate member or be employed by, or be an owner of, an affiliate member. All other persons elected to the Board of Directors must be an active voting member of the Chamber or be employed by, or be an owner of, an active voting member. S/he will not hold any positions in any other organization or entity which may burden him or her with reasonably foreseeable conflicts of interest as determined by the Board. S/he will be a person who furthers the work of the Chamber through his/her active support and possesses necessary skills, knowledge and effective working experience to perform the specific duties of his/her position on the Board. GWCC will strive to maintain a diversity of representation across trade and industry groups.

***Section 3.04 Seating***

Newly elected members of the Board of Directors shall be seated at the next official meeting following the election. Directors whose terms are expiring shall continue to serve until the newly elected directors are seated.

***Section 3.05 Duties***

As representatives of the membership, the Board of Directors shall:

- Uphold the purpose of the Chamber as stated in Section 1.03.
- Uphold the highest interest of the membership in conducting the business of the Chamber.
- Establish procedure and formulate and adopt policy for the Chamber.
- Be conversant with these Bylaws, and establish policy for the operation of the Chamber.
- Be faithful in attendance at Board and membership meetings.
- Make determinations of the business needs of the Chamber and authorize payment of monies for those purposes.
- Administer the property of the Chamber, both real and personal.

- Each year cause to be prepared a complete financial statement with disclosures that will set forth the fiscal conditions and operations of the organization which will be reported to the membership at least annually.
- Act to fill the unexpired term of any director.
- Elect officers of the Board, and their successors to fill any unexpired term when necessary.
- Consider other duties brought to their attention by the membership and other directors.
- Keep or cause to be kept an accurate record of membership, finances, and meetings of the Board and membership.
- At their discretion, secure liability insurance for all members of the Board of Directors.
- Hire, supervise, counsel and/or terminate any employees including, but not limited to, office staff and an executive determined necessary to carry out the day to day duties of the Chamber at the direction of the Board of Directors.
- Create or cause to be created, Human Resource policies and procedures, compensation packages and job descriptions consistent with the law of Virginia to manage and direct the employees of the Chamber.

***Section 3.06 Meeting Schedule***

The regular business meetings of the Board of Directors will be held on the second Tuesday of each month, unless otherwise specified by the Board. Although the Board may cancel or postpone a meeting, there shall be no less than seven (7) meetings each year. Special meetings of the Board will be called by the President upon the request of two or more Directors or as the President deems necessary. The request for a special meeting will be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Directors of any special meeting. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

***Section 3.07 Quorum, Board Action and Vacancies***

A majority of the elected directors will constitute a quorum for the transaction of business. Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote. The decision of the Board in all matters of the Chamber shall be final. The Board shall have general control over all officers and committees and may, for good cause, declare any office or seat on the Board vacant and fill the vacancy from among members in good standing. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 3.08                      Resignation / Removal**

Resignation from the Board must be in writing and received by the Secretary. Directors who are absent from three consecutive Board meetings or more than fifty percent (50%) of the regular meetings in a year shall be automatically dropped from the membership on the Board of Directors unless confined by illness, business travel or other absence approved by a majority of the rest of the directors. Directors may be removed by the membership pursuant to Section 2.05 or by a vote of 3/4 of the Board of Directors.

**Section 3.09                      Ex-Officio Board Members**

The Board shall have the authority to reserve ex-officio seats on the Board of Directors for individuals whose areas of responsibility relate to or affect the mission of GWCC. These ex-officio members will consult with the Board and have all the privileges of Board members except the right to vote. The Board of Directors shall confer or revoke ex-officio positions on the Board by a majority vote of the Board.

**Article IV.                      OFFICERS**

Officers will be chosen by the Board of Directors from among its members, selected in a manner decided by the Board, at the first Board meeting, after the annual membership meeting, or at a special meeting called for the purpose of selecting officers. Officers will hold their respective offices for one (1) year or until their successors are duly elected or qualified. Officers are eligible for no more than three consecutive terms. Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board, in its discretion, may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board shall chose four officers, President, Vice-President, Secretary and Treasurer and such other officers as it deems necessary for the conduct of business for the upcoming year. Such discretionary positions not delineated in these Bylaws may be eliminated by the Board of Directors upon the expiration of each such officer's term.

**Section 4.01                      President**

The President will:

- Convene and preside at all Board of Directors meetings.
- Preside at all membership meetings.
- Sign such papers and documents, upon proper authorization, as may be necessary.
- Represent GWCC before all government and private entities.
- Sign and execute all contracts in the name of the Chamber when countersigned by the Board Designee

***Section 4.02 Vice President***

The Vice President will:

- Perform all the duties of the President of the Board in the absence of the President of the Board and become President of the Board in the event that the office of the President of the Board becomes vacant.

***Section 4.03 Secretary***

The Secretary will:

- Keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings.
- Be responsible for maintaining membership records
- Attend to all official business required by the Board
- Distribute or cause to be distributed correspondence from the Board, meeting announcements, copies of minutes and the agenda to each Board member, and assure that corporate records are maintained.
- Shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board.
- Attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board may direct
- Keep, or cause to be kept, a membership roll containing the names, alphabetically arranged, of all members of the Chamber showing address, contact information, voting status and designated representatives.

***Section 4.04 Treasurer***

The Treasurer will:

- Provide stewardship of Chamber funds. S/he will pay out, or cause to be paid out funds authorized by the Board and oversee the financial functions. This position will chair the Finance Committee.
- Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report to the Board on a monthly basis.
- Count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit.
- Place, or cause to be placed, Chamber funds in the bank or other depository approved by the Board.
- Assist in the preparation of the budget, help develop fund raising plans, and make financial information available to Board members and the public.
- Prepare or cause to be prepared, for timely approval and submission by the Board, all tax returns and other reports required by federal, state, and local laws and regulations.

- Sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the Board designee.
- Shall at all reasonable times exhibit the books and accounts to any Director or member of the Chamber upon application at the office of the Chamber during ordinary business hours.

**Article V. COMMITTEES AND DIVISIONS**

***Section 5.01 Appointment***

The Board by majority vote shall create all committees and appoint the respective committee chairpersons. Each committee chairperson, with the exception of election judges (per Section 3.02 E) shall be a member of the Board of Directors and shall serve for a period of one year unless otherwise specified, terminated or extended by the Board of Directors. Committee members other than the chairperson need not be directors but must be active voting members. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and carry out such activities as may be delegated to them by the Board.

***Section 5.02 Executive Committee***

The Board may designate the management of certain routine business which occurs between Board meetings to an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer and such other officers as it deems necessary to participate on the Executive Committee. The Board may, by resolution, provide the Executive Committee with specific tasks and authority for the upcoming year. The Executive Committee shall be accountable to the Board. Within seven (7) calendar days of an Executive Committee meeting full and accurate minutes of such meeting shall be distributed to all other directors and it is the duty the full Board of Directors to review and monitor the actions of the Executive Committee.

***Section 5.03 Divisions***

The Board of Directors may create such divisions, bureaus, departments, or councils as it deems advisable to carry out the work of the Chamber. The Board shall authorize and define the powers of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils.

***Section 5.04 Authority***

Committees, divisions, bureaus, departments, councils may develop and implement programs and policies authorized by the Board of Directors. Committees, divisions, bureaus, departments, and councils shall not independently contact other organizations nor secure or attempt to secure funds from outside sources without the prior approval of the Board of Directors. No action by any member, committee, division, employee, director or officer shall be binding upon, or

constitute an expression of, the policy of GWCC until it has been approved or ratified by the Board of Directors.

***Section 5.05***            ***Manner of Acting***

Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and conducting its proceedings and shall meet as provided by such rules, and it shall also meet at the call of the members of the committee.

**Article VI.**            **FINANCES**

***Section 6.01***            ***Funds***

All money paid to the Chamber shall be placed in a general operating fund and/or such other accounts as approved by the Board of Directors.

***Section 6.02***            ***Disbursements***

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check. Unbudgeted expenses in excess of two hundred dollars (\$200.00) must be approved by the Board of Directors.

***Section 6.03***            ***Fiscal Year***

The fiscal year shall close on December 31.

***Section 6.04***            ***Budget***

As soon as possible after the election of directors, the Finance Committee shall submit a budget for the coming year to the Board of Directors for approval.

***Section 6.05***            ***Annual Audit***

The accounts of the Chamber shall be reviewed annually as of the close of business on December 31 by a certified public accountant. The review shall at all times be available to members of the Chamber within the offices of the Chamber. If deemed necessary by the Board of Directors, an audit shall be conducted and made available to the membership.

***Section 6.06***            ***Bonding***

The President and such other officers and staff as the Board may designate may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

**Article VII. AMENDMENTS**

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors or by a vote of seventy-five percent (75%) of the voting membership at a duly constituted meeting. Proposed amendments must be submitted to the Secretary in writing to be sent out with regular Board announcements. These Bylaws fully supersede all previous Bylaws adopted by the Chamber.

**Article VIII. DISSOLUTION**

If for any reason, GWCC is dissolved or otherwise ceases its existence, members of the Board of Directors shall act as Trustees of corporate property and assets which shall be distributed for one or more exempt purposes within the meaning of Section 5.01 © 3 or Section 501 © 6 of the Internal Revenue Code or any corresponding sections of any future federal tax code, or to the federal government or to a state or local government for a public purpose.

**Article IX. INTERPRETATION**

These Bylaws shall be interpreted pursuant to the law of the Commonwealth of Virginia with specific reference to the Non-Stock Corporation Act. If there be any conflict between the provisions of the Articles of Incorporation and these by-laws, the provisions of the Articles of Incorporation shall govern. Article and Section headings herein are for convenience only and shall not be used to interpret or construe the provisions of these Bylaws. Each Article and section hereof shall be construed in conjunction with all other parts and provisions, but if any part or provision is held to be invalid, the remainder of these Bylaws shall not be affected. Whenever the context so requires, the masculine shall include the feminine and neuter and the singular shall include the plural.

**Article X. INDEMNITY**

The Chamber shall indemnify any person who is or was a director, officer, committee member and/or employee against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon him/her or reasonably incurred in connection with any proceeding involving the person because the person is or was a director, officer and/or employee if the person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the GWCC and, with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful.

Such determination shall be made by independent counsel appointed by the Board of Directors, or otherwise by a majority vote of the directors (without interest). The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or

otherwise, and shall inure to the benefit of the heirs, executors, and administrators of such person.

The Chamber may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member and/or employee against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Chamber would have the power to indemnify him/her against such liability under the provisions of this Bylaw.

No indemnification of any person shall be made in respect to any of the foregoing as to which such person is determined to be liable for negligence or misconduct in the performance of his/her duty to the Chamber unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite any adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court may deem proper.

**Article XI. PARLIAMENTARY PROCEDURE**

All questions of parliamentary procedure not specifically addressed in this document, as amended from time to time, shall be determined pursuant to the most current edition of Robert's Rules of Order.