

**Mathews County Chamber of Commerce, Inc.**  
**PO Box 7**  
**New Point, VA 23125**

**By-Laws**

ARTICLE I

**General**

Section 1: Name

This organization is incorporated under the laws of the Commonwealth of Virginia and shall be known as the Mathews County Chamber of Commerce, Inc.

Section 2: Purposes

The Mathews County Chamber of Commerce organizing mission:

The Mathews County Chamber of Commerce mission is to increase the visibility of businesses in Mathews. The chamber works with local businesses to encourage networking, provide training, collaborate on advertising, and ensure each business's success as a productive force in the community.

Section 3: Service Area

Mathews County, Virginia.

Section 4: Limitation of Methods

The Mathews County Chamber of Commerce shall observe all local, state, and federal laws that apply to a corporation as defined by 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 for membership.

Section 2: Acceptance

Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. Any applicant so accepted shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

### Section 3: Dues

Membership dues shall be at such rates, schedule or formulas prescribed and set 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 shall be removed by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause;
- (3.) Any member may be removed by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

### Section 5: Voting

In any case proceeding in which voting by members is called for, each member individual, firm, association, partnership or corporation shall be entitled to 1 vote.

### Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

### Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: current officers and directors, new 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 Chamber, in compliance with state law, shall be held during January of each year. The time and place shall be fixed by the board of directors and notice given to each member at least 10 days before said meeting.

## Section 2: Additional Meetings

General meetings (general membership, board, and committee meetings) of the Chamber may be called by the chairman of the board at any time, or upon petition in writing of any a quorum of members in good standing):

- (a) Each member shall be notified at least 5 days prior to such meetings;
- (b) Board meetings may be called by the chairman of the board or by the board of directors upon written application of 3 members of the board. Notice (including the purpose of the meetings) shall be given to each director at least 3 days prior to said meeting;
- (c) Committee meetings may be called at any time by the chairman of the board, respective department vice chairmen, or by the committee's chairman.

## Section 3: Quorums

At any duly called general meeting of the Chamber, 25% of members present shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

## Section 4: Notices, Agendas, Minutes

Notice of all Chamber meetings must be given at least one month 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 6 to 9 members, (one-third) of whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified. The incoming chairman of the board may appoint, subject to the approval of the board, from 3 to 6 members to the board to serve one-year terms. The past chairman and the executive director shall serve as members of the board.

The government and policymaking 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 of Directors

- A. Application: Members interested in serving on the Board of Directors must submit an application for consideration by November 1.
- B. Nominating Committee. At the regular October board meetings, the chairman of the board shall appoint, subject to approval by the board of directors, a nominating committee of 3 or 5 members of the Chamber. The chairman of the board shall designate the chairman of the committee. Prior to the

December meeting, the nominating committee shall present to the secretary a slate of candidates, determined by vacancies, to serve 3-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. No board member who has served two consecutive three-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

- C. Publicity of Nominations. Upon receipt of the report of the nominating committee, the secretary shall immediately notify the membership of the names of persons nominated as candidates for directors.
- D. Determination. The nominations shall be closed, and the nominated slate of candidates shall be declared selected by the board of directors at their regular board meeting.

### Section 3: Seating of New Directors

All newly selected board members shall be seated at the regular January 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 3 consecutive regular meetings of the board of directors shall automatically be dropped from membership of the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the board of directors or among the officers shall be filled by the board of directors by a majority vote.

### Section 5: Policy

The board of directors is responsible for establishing procedure and formulating policy for 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 may employ an executive director and shall fix the salary and other considerations of employment.

### 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 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 January meeting shall reorganize for the coming year. The nominating committee for directors shall also nominate officers each year. At this meeting, the board shall elect the chairman of the board, the vice chairman, the secretary and the treasurer. Officers will be elected from members of the new board. All officers shall take office on the first day of the new fiscal year and serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors.

#### Section 2: Duties of Officers

A. Chairman of the Board. The chairman shall serve as the chief elected officer of the Mathews County Chamber of Commerce and shall preside at all meetings of the membership, board of directors, and executive committee. The chairman of the board shall, with advice and counsel of the executive director, assign vice chairmen to divisional or departmental responsibility, subject to board of director's approval. The chairmen of the board shall, with advice and counsel of vice chairmen determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the board of directors.

B. 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. The vice chairman shall also serve as head of the program of work committee of the Chamber. As such, the vice chairman and committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, and at all times being alert, to ensure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

C. 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 or the chairman. The treasurer shall cause a monthly financial report to be made to the board.

D. Secretary. The secretary shall serve as the secretary to the board of directors. The secretary prepares notices, agendas, and minutes of board meetings of the board and shall assemble information and data and prepare special reports as directed by the program of the Chamber.

#### 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 chairman of the board, past chairman, vice chairmen, treasurer, and the secretary. The chairman of the board 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 of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

## Article VI

### **Committees and Divisions**

#### Section 1: Appointment and Authority

The chairman of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairmen. The chairman of the board 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 chairman of the board and shall serve concurrently with the term of the appointing chairman of the board, unless a different term is approved by the board of directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and 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 has been approved or ratified by the board of directors.

Committees shall be discharged by the chairman of the board 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: Division

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.

## Article VII

### **Finances**

#### Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund.

#### Section 2: Disbursements

Upon approval of the budget, the treasurer 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 by check or debit card.

#### Section 3: Fiscal Year/Calendar Year

The Mathews County Chamber of Commerce shall operate on a calendar year basis from Jan 1<sup>st</sup> and ending Dec 31<sup>st</sup>.

#### Section 4: Budget

As soon as possible after the election of the new board of directors and officers, the budget committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

#### Section 5: Annual Audit

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31 by the audit committee. 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)(3).

## Article IX

#### Section 1: Parliamentary Authority

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

## Article X

### **Amendments**

#### Section 1: Revisions

These bylaws shall be reviewed at least every even numbered year. They may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that 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 10 days in advance of the meeting at which they are to be acted upon.

Adopted: 06/18/2018

Amended: 08/20/2018; 10/01/2018

Reviewed: (date)