



Greater Springfield Chamber of Commerce

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BY-LAWS

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 non-political, non-partisan, non-sectarian and there shall be no limitations on membership based upon age, race, sex, national origin, religious creed or political affiliation.

Section 2. 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. 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 candidates’ 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. 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 non-profit purposes under Section 501(c)(6) of the Internal Revenue Code, as well as Commonwealth of Virginia statutes, rules and regulations governing Non Stock 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 as 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. Applications for membership shall be made in writing to the Chamber's office. 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 By-Laws, rules and regulations. Admission to membership shall be considered approved after notice to the Board of the application being received and no vote of the Directors to reject such application occurring at the next regularly scheduled Board meeting when the application is received no less than seven (7) days before such meeting.

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

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

Section 7. 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 non-payment. 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. The Board shall regularly meet at least once a month, with the exception of foregoing up to two (2) months in any calendar year at the Board's discretion.

Section 2. 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 3. 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 4. At all membership meetings, the presence of at least ten percent (10%) or twenty five (25) of Members eligible to vote, whichever is less, shall constitute a quorum.

ARTICLE VI – BOARD OF DIRECTORS

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 fifteen (15) elected members. 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(s) 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 – 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 VIII – ELECTIONS TO THE BOARD

Section 1. The Board shall be elected pursuant to written 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 1st of the following year, unless elected to fulfill an unexpired term.

Section 2. A Board Nominations Committee of not less than five (5) Chamber Members, no more than three (3) of which may be Board members, shall be appointed by the President. The committee’s duty shall be to nominate no less than five (5) individuals from the active, eligible members of the Chamber who have presently indicated their acceptance of Board membership if elected.

Section 3. 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 President and the Executive Director by the Wednesday following the third Friday in October. Voting shall be by written ballot mailed to each Member entitled to vote on or before the last Monday in October under the supervision of the Executive Director. 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 shall be limited to Chamber Members entitled to vote and in good standing.

Section 5. The President 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 Executive Director and any employees of the Chamber. The Judges shall have supervision of 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 finally resolved by the Board.

Section 6. The candidates to be elected 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 President in the presence of the Executive Director and at least one (1) member of the Board Nominations Committee, and all such newly elected Board members shall be promptly notified by the Judges, as shall the Board.

Section 7. Absence of a Director from three consecutive regular Board meetings without excuse deemed valid by a majority of the other 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. There shall be no proxy voting by Board members.

Section 8. The term of office for a Director shall commence on January 1st following that Director’s election by the general Chamber Membership and shall be for three (3) years. Directors are limited to two (2) three (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 (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 in mid-term of that other 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 9. Relatives of employees may not serve as members of the Board of Directors.

ARTICLE IX – 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 President on a voice vote basis, with a majority vote of the attending Board members necessary on any matter, unless otherwise provided for in these By-Laws or the Articles of Incorporation.

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

Section 4. Minutes of all Board meetings shall be kept by the Executive Director and distributed to all Board members in advance of the next regularly scheduled Board meeting.

ARTICLE X – OFFICERS

Section 1. Prior to the annual Board election, the Board Nominating Committee shall determine a slate of officers to take office the following year, consisting of President, Vice President, and Treasurer, and such other officers deemed necessary or appropriate. This slate of officers shall stand for election, together with any other candidates from among the Board who will be continuing as Board members the following year who wish to be considered and meet the deadlines set forth in Article VIII, Section 3. Otherwise, the requirements for the election will be the same as those found in Article VIII. All officers must be chosen from among the then-active Board members.

Section 2. The President shall preside at all Board and membership meetings and perform all duties incident to this office. The President shall determine all ad hoc committees and appoint Chairpersons of all Standing and Ad Hoc committees, and shall be an ex-officio member of said committees. The President shall recommend to the Board such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness and responsiveness of the Chamber to the membership and the community.

Section 3. The Vice President shall act in the absence of the President and shall assume the duties of the President if the elected President is unable to do so by determination of two-thirds (2/3) of the Board.

Section 4. The Treasurer shall make frequent reports to the Board. Within thirty (30) days following the end of the fiscal year, the Treasurer shall submit an annual financial statement to the Board. The Treasurer is responsible for the timely filing of the annual corporate Return of Organization Exempt from Income Tax, and the Annual Corporate Report by March 1st and any other tax returns or financial reports.

Section 5. 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 XI – COMMITTEES

Section 1. From time to time, the President 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. Committee Chairs are appointed by the President and shall serve at the President'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 President. Committee Chairs shall regularly report to the President and the Board at or before the regular monthly Board meetings. Committees' functions shall be to gather facts, make recommendations to the President and Board, and have primary responsibility for carrying out the President's and 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

There shall be an Executive Advisory Council, which shall have as its sole duty and responsibility as advising the President and Board on matters before them. The then-current members of the Executive Advisory Council shall select new members from former Officers and Board members to serve on the Executive Advisory Council. The Executive Advisory Council members shall not be entitled to vote on matters that come before the Board.

ARTICLE XIII – EMPLOYEES

Section 1. The Board shall appoint and hire on a salaried basis an Executive Director to assist the Board and all Officers and Chamber Members with all Chamber functions. The Executive Director may represent the Chamber to the public, as directed by the Board or Officers of the Chamber. The Executive Director shall act as Secretary/Recorder at all Board meetings, but shall not be entitled to vote, nor be considered an Officer. The Executive Director may also bind the Chamber contractually by executing contracts on the Chamber’s behalf, upon prior approval by the Board or Officers with respect to any particular contract or project.

Section 2. The Executive Director is authorized to employ and secure the services of such persons as deemed necessary to assist in the administration of the Chamber, provided, however, that such persons shall not attend meetings of the Board unless directed or invited to do so by the President. They shall have no vote on any issues before the Board and shall perform such functions only as delegated to them by the Executive Director. They shall be paid such sums as the Executive Director may authorize as per the approved budget.

Section 3. The Executive Director shall report directly to the President, and shall be available to respond to and assist all Board Members, Officers, and the general membership of the Chamber.

Section 4. The Executive Director shall be responsible for the accurate minutes of the proceedings of the Chamber and of the Board, and shall perform such duties as may be incident to this position, subject to the direction of the Board and the President. The Executive Director shall attend all Board and committee meetings and report to the Board and each committee information of interest to its members.

Section 5. The Executive Director shall receive and disburse all monies of the Chamber deposited in its name.

ARTICLE XIV – LIMITATIONS ON AUTHORITY

Section 1. The Board may authorize any Officer or the Executive Director 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 Chamber Member, Officer, committee, committee chair, 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 XV – SALARIES & REMUNERATION; INDEMNIFICATION OF BOARD MEMBERS & OFFICERS

Section 1. 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. All Board Members, Officers, Committee Chairpersons, and the Executive Director 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 which they take or choose not to take on behalf of the Chamber. Excepted from this indemnification is any willful or gross negligence, fraud, or malfeasance by a

person seeking indemnification/reimbursement. Errors and omissions liability insurance may be taken out by the Board to cover any or all such persons in their respective Chamber capacities.

ARTICLE XVI – PAYMENT OF CHAMBER OBLIGATIONS

Section 1. All disbursements shall be made by check or electronic funds transfer. Checks or authorizations for over \$2,500.00 shall be signed and/or authorized in writing by any two (2) Chamber Officers or an Officer and the Executive Director. Otherwise, any Officer or the Executive Director may sign checks. The Chamber’s bank shall be so notified as to this authorization/limitation by resolution of the Board.

Section 2. All disbursements shall be made as to expenses provided for in the budget without any additional approval by the Board being required.

Section 3. The Chamber may have issued to the Executive Director one or more credit cards in the name of the Chamber for Chamber-related expenses.

ARTICLE XVII – FISCAL YEAR

The fiscal accounting year shall run from the 1st of August to the 31st of July.

ARTICLE XVIII – 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 By-Laws or the Chamber’s Articles of Incorporation, which shall then control.

ARTICLE XIX – SERVICE MARK & TRADE NAME USAGE

Section 1. 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 which solely indicates that a member is in good standing with the Chamber.

Section 2. 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 XX – AMENDMENTS AND CHANGES TO BY-LAWS AND/OR ARTICLES OF INCORPORATION

Section 1. The Chamber’s Articles of Incorporation and/or By-Laws 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) days prior to such meeting(s).

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

Section 3. These By-Laws 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 XXI – DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, 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