

# THE CHAMBER

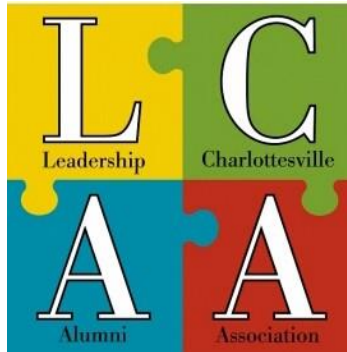
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## Charlottesville Regional Chamber of Commerce



*A New Century "... dedicated to representing private enterprise, promoting business and enhancing the quality of life in our Greater Charlottesville communities."*

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## **BYLAWS of the Leadership Charlottesville Alumni Association**

### **ARTICLE I. GENERAL**

Section 1.1. Purpose. The purpose of the Leadership Charlottesville Alumni Association (LCAA or Association), an unincorporated association and council of the Charlottesville Regional Chamber of Commerce, shall be to:

- (a) support the Leadership Charlottesville program of the Charlottesville Regional Chamber of Commerce (the Chamber)
- (b) provide networking opportunities for graduates of the program to maintain and enhance their relationship; and
- (c) promote awareness of and participation in community organizations.

Section 1.2. Principal Office. The principal office of the Leadership Charlottesville Alumni Association, an unincorporated association (the "Association") shall be at the offices of the Charlottesville Regional Chamber of Commerce.

### **ARTICLE II. MEMBERS**

Section 2.1. Qualification for Membership. Any person who is an alumnus of the Charlottesville Regional Chamber of Commerce Leadership Charlottesville program (the "Program"), and who meets the annual dues requirement of the Association shall be a member of the Association. Membership status may be revoked by the Association Board of Directors whenever, in the judgment of the Board, the best interests of the Association will be served thereby.

(a) Dues. Dues, in an amount set annually by the Association Board of Directors, are payable annually at such date as set by the Board.

Section 2.2. Meetings. The annual meeting of members shall be held at such time and place as the Board specifies but no less frequently than every 16 months. Special meetings of the membership

may be called by the Board of Directors at any time, and must be called upon written request of any five members, provided notice of any called meeting is proved pursuant to Section 2.5 of these bylaws.

Section 2.3. Voting Rights. The members shall have full voting rights, including the right to elect Directors to the Board of Directors and Officers of the Association, and to amend the bylaws.

Section 2.4. Quorum and Voting Requirements. Ten (10) members of the Association, represented in person, shall constitute a quorum.

Section 2.5. Notice of Meetings. Written notice stating the place, date, hour and purpose of any annual or special meeting of members shall be delivered to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice shall be issued by or at the direction of the Chairperson or Secretary of the Officers or persons calling the meeting. Any legal method of delivering notice may be used.

### **ARTICLE III. DIRECTORS**

Section 3.1. General Powers. The business and affairs of the Association shall be managed by the Board of Directors (the "Board"). All appropriate powers shall be exercised by the Board, including the setting of dues, except as otherwise provided by these bylaws, or by law.

Section 3.2. Number and Selection. The Association Board shall be comprised of at least seven (7) and no more than eleven (11) Directors as properly selected annually by the members of the Association; not inclusive of Ex Officio members of the Board. Each Director shall have one vote.

(a) Ex-Officio Directors. The ex-officio directors shall be the immediate past Chairperson of the Association, the Chamber Director of the Leadership Charlottesville Program of the Charlottesville Regional Chamber of Commerce, and the Chairperson and President / CEO of the Charlottesville Regional Chamber of Commerce.

(b) Appointed Directors. Appointed directors to the Association Board shall be up to two (2) persons selected by the previous year's class to represent them on the Board of Directors.

(c) Officers. The officers of the Association shall be a Chairperson, Vice Chairperson, Secretary and a Vice Chairperson for Finance.

Section 3.3. Election, Term of Office and Qualification. Directors shall be elected by the members at the annual meeting of the Association for a term of two (2) years; staggered, as determined by the Association Board. Only members of the Association will be eligible for nomination and election as Directors.

(a) Appointed Directors. The appointed directors shall serve a term of one year, and then shall be eligible for election as Officers or elected directors.

(b) Officers. Officers shall serve a term of one year and may be re-elected to a maximum of three consecutive terms.

Section 3.4. Vacancies. Whenever a vacancy occurs on the Board due to death, resignation, removal, refusal, ineligibility or inability to serve, the vacancy shall be filled by a successor elected the remaining members of the Board, for the balance of the predecessor's term. During the time that any vacancy remains unfilled, the remaining members of the Board shall be deemed to constitute the full Board and shall be empowered to act as such. First consideration shall be given to the Appointed Directors to fill a vacancy on the Board. If so, the resulting vacancy for the Appointed Director may or may not be filled at the full Board's discretion.

Section 3.5. Organization. At each meeting of the Board, the Chairperson or, in the absence of the Chairperson, the Vice-Chairperson or a Director chosen by a majority of the Directors present, shall preside as chairman of the meeting. The Secretary or any person appointed by the chairman shall act as secretary of the meeting.

Section 3.6. Place of Meeting. The Board of Directors may hold its meetings at such place or places as the Board may from time to time by resolution determine, or at such place as shall be specified in the respective notices or waivers of notices thereof, unless contrary to resolution of the Board.

Section 3.7. Regular Meeting. Regular meetings of the Board for the purpose of transacting business may be held at such times as may be fixed from time to time by the Board.

Section 3.8. Special Meetings. Special meetings of the Board shall be held whenever called by the Chairperson or Vice Chairperson.

Section 3.9. Notice of Meetings. Unless required by resolution of the Board, notice of any regular meeting need not be given. Notice of each special meeting shall be mailed to each director, addressed to him/her at his/her residence or usual place of business, at least five (5) days before the date on which the meeting is to be held, or such notice shall be sent to each director at such place by electronic means of communication or be delivered to him/her personally or read to him/her by telephone no later than twenty-four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purposes of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 3.10. Waivers of Notice of Meetings. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he/she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.11. Quorum and Manner of Acting. Five (5) of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is had. The directors shall act only as a Board and the individual directors shall have no power as such.

Section 3.12. Resignation. Any director of the Association may resign at any time, orally or in writing, by notifying the Chairperson of the Association. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13. Compensation. Directors shall not be entitled to receive compensation for their duties as directors, but shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of such duties; provided the reimbursement of such expenses are approved by the Board.

Section 3.14. Meetings by Conference Telephone. Meetings of the Board or any committee by conference telephone or similar communications equipment shall be permitted and participation by such means shall constitute presence in person at any such meeting.

#### **ARTICLE IV. COMMITTEES**

Section 4.1. Establishment. The Board shall have the authority to establish such committees of the Association as deemed necessary and appropriate.

Section 4.2. General Notice.

(a) Authority & Composition. Each and all committees of the Association and/or Board have the sole and limited authority to recommend to the Association Board, actions to be taken by the Board. Committees cannot act for the Association, without the approval by the Board of the committee recommendation. Each committee of the Board shall be composed of at least one (1) Director and such other members of the Association as the Board may from time to time appoint to serve. Non-members of the Association may serve without voting privileges only upon specific action by the Board.

(b) Subcommittees. The committees may establish subcommittees and appoint directors, officers and/or such other persons to serve thereon. The authority of these subcommittees shall be based upon express grants of authority of the originating committee.

(c) Minutes. Every committee shall keep minutes of all its acts and proceedings and report the same to the Board.

(d) Notice. Regular meetings of a committee, for which no notice shall be necessary, may be held at such times and in such places as shall be fixed by a majority of the committee. Special meetings of a committee may be called at the request of any member of the committee. Notice of each special meeting of a committee shall be given by the person calling the same as provided by these Bylaws for special meetings of the Board. Notice of any such meeting may be waived as provided in these Bylaws in the case of meetings of the full Board.

(e) Quorum. A majority of a committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. Members of a committee shall act only as a committee. The individual members shall have no power as such.

(f) Change in Composition, Vacancies etc. The Board shall have the power at any time to change the members of, fill vacancies in, and discharge a committee, with or without cause. The appointment of any director to a committee, if not sooner terminated otherwise, shall automatically terminate upon the cessation of his/her membership on the Board.

## **ARTICLE V. OFFICERS**

Section 5.1. Officers. The officers of the Association shall be a Chairperson, a Vice Chairperson, a Vice Chairperson for Finance-and a Secretary.

Section 5.2. Election. Term of Office and Qualifications. The officers shall be elected annually by the Association Board. Each officer shall hold office for a term of one (1) year, or until his/her successor shall have been duly chosen and qualify, or until his/her death, resignation or removal in the manner hereinafter provided. Officers may be reelected to maximum of three (3) consecutive years.

Section 5.3. Removal. Any officer may be removed, either with or without cause, by resolution adopted at any regular or special meeting of the members by majority vote.

Section 5.4. Resignations. Any Officer may resign at any time by giving oral or written notice to the Board or the Chairperson or Secretary of the Association. Any such resignation shall take effect at the time of receipt of such notice or at any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5. Vacancies. A vacancy in any office caused by any reason shall be filled for the unexpired portion of the term by vote of the Board of Directors.

Section 5.6. Chairperson. The Chairperson shall have general supervision over the policies of the Association, subject to the approval and control of the Board of Directors. In general, the Chairperson shall perform all duties incident to such office and such other duties as may from time to time be assigned

to him/her by the Board of the Executive Committee, and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chairperson.

Section 5.7 Vice Chairperson. The Vice Chairperson shall preside at meetings of the Board in the absence of the Chairperson and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon Vice Chairpersons.

Section 5.8. Vice Chairperson for Finance. Except as may otherwise be specifically provided by, the Board Vice Chairperson for Finance shall have regular oversight for, all funds and securities of the Association. All funds received and disbursed by the Association are administered by the Chamber professional staff in a separate Chamber account designated as the Association Chamber account and managed in accordance with the Chamber's financial management requirements and policies pursuant to counsel of the Chamber Independent Auditors.

The Vice Chairperson for Finance shall be in regular communication with the Chamber of Commerce finance staff person as to the receipt and deposit of all funds paid to the Association. Funds to be disbursed by Association shall be effected by the Chamber President only with the direction of the Association Board as properly communicated by the designated Chamber staff liaison.

Section 5.9. Secretary. The Secretary shall act as Secretary of all meetings of the Board; shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Association are duly given and served; shall have charge of the books, records and papers of the Association relating to its organization and management as a Chamber council, and shall see that any reports or statements relating thereto, required by law or otherwise, are properly kept and filed; shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board; shall coordinate his/her functions as Secretary with the President / CEO and Secretary of the Charlottesville Regional Chamber of Commerce and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Secretary.

## **ARTICLE VI. MISCELLANEOUS**

Section 6.1. Genders. The use of a particular gender herein is solely for ease of expression and each gender shall be deemed to include, where applicable, the other.

## **ARTICLE VII. AMENDMENTS**

Section 7.1. Amendments. The Bylaws may be amended by affirmative vote of a majority of the members at a meeting at which a quorum is present, provided that notice of such proposed action has been given to the members at least ten (10) days in advance of the meeting at which the vote is to be taken.

Section 7.2. Upon amendment by the Association Board, the approved amendments must be approved and ratified by a two-thirds (2/3) majority vote by the Board of Directors of the Charlottesville regional Chamber of Commerce.

## **ARTICLE IX. PARLIAMENTARY AUTHORITY**

Section 8.1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases where they are applicable and in which they are not inconsistent with these Bylaw.