



## **BY-LAWS**

(Origin – July 24, 1962)

### **Article I – NAME**

**Section 1.** This organization is incorporated under the laws of the State of Virginia. The name of this organization shall be the Top of Virginia Regional Chamber (TVRC), herein after referred to as TVRC.

### **Article II – PURPOSE, VISION, AND MISSION**

**Section 1.** Purpose – To connect business and community resources for mutual success.

**Section 2.** Vision – To be the voice of business for the City of Winchester, Clarke County, and Frederick County Virginia.

**Section 3.** Mission – To provide programs and services to enhance the business and professional development of our members.

### **Article III – LIMITATIONS**

**Section 1.** Limitations - TVRC in its activities as an organization shall be non-partisan. It shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office, or to the support or endorsement of any political party.

### **Article IV – MEMBERSHIP**

**Section 1.** Membership Eligibility – Any firm, corporation, partnership, sole proprietor, association, organization or individual is eligible to become a member provided the applicant’s objectives are compatible with those of TVRC. Each partnership shall have an individual designated as its principal representative, and shall be entitled to designate additional employees as representatives based on its partnership investment.

**Section 2.** Definition of Members – Membership in TVRC shall be held by the firm, corporation, partnership, organization, or association; except, in the case of individual partnerships. The firm, corporation, partnership, organization, or association shall be assigned membership based upon the established dues formula. One representative shall be designated as the “principal”; usually, this is the chief executive officer or local senior employee. Only the primary representative may exercise the voting privilege for the business member. The remaining business participants are referred to as representatives. All registered representatives have full privileges of participation with the exception of voting rights which are held by the principal or their designee.

**Section 3. Application and Election to Membership** – Application for membership shall be made in writing and signed by the applicant to TVRC. Written or online submission of the application shall be regarded as a guarantee on the part of the applicant of their interest in and agreement with the purposes of TVRC, and of their adherence, if elected, to its bylaws, rules and regulations. Election to the membership in TVRC shall be by the Board of Directors and upon payment of regularly scheduled membership dues investment.

**Section 4. Membership Dues Investment** – Membership dues investments shall be at such rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors.

**Section 5. Termination of Membership**

- (a) Any membership may be terminated by a company or organization upon written notice to TVRC.
- (b) Any membership shall be terminated by TVRC for nonpayment of dues after ninety days from the date due, unless otherwise extended for good cause.
- (c) Any membership may be terminated by a 2/3 vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct prejudicial to the aims or repute of TVRC, after notice, and an opportunity for a hearing are afforded the member against whom a complaint has been made. Such notice shall be sent to the principal designee of the member in question.

**Section 6. Voting** – The principal member of each firm shall be entitled to cast such firm’s vote. Each firm (membership) shall have one (1) vote. Members of the Board of Directors who are not a principal member of a firm shall be entitled to cast one (1) vote.

**Section 7. Honorary Memberships** - Distinguished public service, or distinction in the arts and sciences, shall confer eligibility to Honorary Membership. Honorary Memberships shall include all the rights and privileges of other memberships, except the right to vote in matters decided by the membership, and except the right to serve as an officer or director of TVRC. Honorary members shall be exempt from payment of membership dues investments. Election to Honorary Memberships shall require unanimous affirmative vote of the Board of Directors of TVRC. An Honorary Membership may be revoked at any time by majority vote of the Board of Directors of TVRC.

**Section 8. Associate Memberships** – Community members who want to support the work of TVRC but who are not affiliated with a business are eligible for an Associate Membership. Associate memberships will be approved by the Membership committee. The Associate member shall be entitled to cast one (1) vote and attend TVRC events and programs at member rates. Associate members will be eligible to serve on the Board of Directors. The individual may not solicit, promote, market, or sell products or services.

## **Article V – ADMINISTRATIVE AND FISCAL YEAR**

**Section 1. Administrative Year** - The Administrative and Fiscal Year of TVRC shall begin at 12:01 o’clock a.m. January first, and end at 12 midnight on December thirty-first. Normal terms of officers and directors begin and end on these days, respectively.

## **Article VI – MEETINGS**

**Section 1. Annual Meeting** – The annual meeting of TVRC shall be held at a time and place fixed by the Board of Directors and notice thereof mailed to each member at least ten days before said meeting. The Annual Meeting will generally be held at the Greater Good Awards event held each year in or around the end of January.

**Section 2. Board Meetings** – Board meetings will be held regularly.

### **Section 3. Other Meetings**

- (a) General meetings of TVRC may be called by the Chair of the Board at any time, or upon petition in writing by any twenty-five members in good standing. Members shall be notified at least five days prior to such meetings.
- (b) A board meeting may be called by the Chair of the Board at any time. Directors shall be notified at least five days prior to the said meeting.
- (c) Committee and Task Force meetings shall be scheduled on a regular basis with notice given in an appropriate matter.
- (d) Executive session board meetings may be called by the CEO, Chair, Chair-Elect of the Board, Vice Chair, Treasurer, or a majority of the Directors. Email or phone discussion of director availability for the meeting as well as the date and time for the meeting is allowed but not required. Scheduling discussions are not deemed "board meetings".

### **Section 4. Remote participation in meetings**

- (a) Members may participate in any meeting of members by means of remote communication to the extent the board of directors authorizes such participation for members. Participation by means of remote communication shall be subject to such guidelines and procedures the board of directors adopts, and shall be in conformity with subsection B.
- (b) Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures to:
  - 1.) Verify that each person participating remotely is a member or a member's proxy; and
  - 2.) Provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.
- (c) Unless the articles of incorporation or bylaws require the meeting of members to be held at a place, the board of directors may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication in conformity with subsection B.

### **Section 5. Quorum**

- (a) At any duly called general meeting of TVRC, twenty-five members shall constitute a quorum.
- (b) Fifty percent (50%) of Directors shall constitute a quorum of the Board. At Committee and Task Force meetings, a majority shall constitute a quorum.
- (c) Fifty percent 50% members of the Executive Committee shall constitute a quorum.

**Section 6. Meeting Rules**

- (a) At any general membership meeting or Director's meeting, no member may vote by proxy.
- (b) Any member whose dues account is in arrears at the time of any meeting shall not be entitled to vote at that meeting.

**Article VII – BOARD OF DIRECTORS**

**Section 1.**

- (a) A minimum of fifteen (15) and a maximum of twenty (20) Directors will be nominated by the Nominating Committee, voted on by the Board of Directors at their December Board meeting and approved by the Membership at the Annual Meeting, to serve for three (3) years with eligibility for re-election except as limited in Article VII, Section 3. The total Board of Directors will consist of a maximum of twenty (20) voting Director seats, and one (1) non-voting CEO seat.
  
- (b) The incoming office of Chair of the Board, Chair-Elect, or Immediate Past Chair shall not be required to run for election as a Director if their terms as a Director should expire while serving as an officer of the Board. Also, the six (6) year limitation of serving on the Board as provided for in Article VII, Section 3, would not apply to these officers.
  
- (c) All individuals holding board positions must belong to or be current members in good standing of the TVRC. If during the service as member of the Board of Directors, the individual director changes employment and the new employer is not a member of the Chamber, then the new business must join the Chamber within 60 days. If the employer does not join the Chamber in 60 days, then the person serving as director must resign from the TVRC.
  
- (d) All board positions are volunteer, unpaid positions of the TVRC organization.

**Section 2.** All vacancies occurring in the Board between annual elections shall be filled by the Board of Directors, if the total number of voting board members fall below the minimum as outlined in Article VII, Section 1. If the total number of voting board members does not fall below the minimum as outlined in Article VII, Section 1, then the vacancies may be filled at the next regular election date as outlined in Article VII, Section 1. If the number of voting board members falls below the minimum as outlined in Article VII, Section 1, or if the Board of Directors requests the filling of the vacancies prior to the normal election as outlined in Article VII, Section 1, then the Executive Committee of the Board of Directors shall nominate members in good standing to fill the vacancies. The Board of Directors shall fill such vacancies by the appointment of members in good standing, and such replacement appointments shall be only for that calendar year, and then have his or her name considered for election for the balance of the unexpired term of the former incumbent. In the case of persons so appointed to fill interim vacancies, any fraction of a year included in the unexpired term shall be disregarded in determining eligibility for election, re-election or re-appointment as a Director, as provided in Article VIII, Section 3.

**Section 3.** Regardless of how elected, no person shall serve as a Director for more than six (6) consecutive years, except:

- (a) Officers of the Board as defined in Article VII, Section 1-b.

**Section 4.** After the maximum periods of service prescribed in Article VII, Section 3, above, eligibility for service as a Director is restored after the lapse of one (1) year following the end of the last term of service as Director.

**Section 5.** A strict attendance policy will be enforced for the Board or Directors. Unless excused, any member of the Board of Directors who misses four (4) regular monthly meetings during a twelve-month period may be removed. The CEO will provide attendance reports to the Executive Committee who will make the final decision of removal from the Board prior to the next Board meeting. Further, a director shall be removed from the Board of Directors for actions reflecting discredit or embarrassment on the Board of Directors upon majority vote of the Executive Committee.

**Section 6.** The Board of Directors, as constituted for any calendar years, shall meet as follows:

- (a) Within ten (10) days after the announcement of the results of the annual election as provided in Article VIII, Section 4, and:
- (b) Prior to December 22 to approve the budget for the ensuing fiscal year.
- (c) At such other times as may be necessary for special purposes, at the call of the Chair of the Board, or upon the request of at least 2/3 of the members of the Board.

**Section 7.** Seating of New Directors – All newly elected Board members shall be seated on January 1. Retiring Directors shall continue to serve until December 31.

## **Article VIII – ELECTION OF DIRECTORS**

### **Section 1.**

- a) Directors Nomination Process – On or before September 15, the Chair of the Board shall appoint a Nominating Committee consisting of the Chair of the Board-Elect, the present Chair of the Board, the Vice-Chair, one representative from each term year, one member of TVRC not currently serving on the Board and the CEO. The Chair of the Board-Elect shall serve as Chair of the Nominating Committee. They shall nominate from the membership of TVRC the necessary number of candidates for the Board of Directors. The Nominating Committee shall submit its list of official nominees to the CEO in writing on or before October 10. The slate of nominees shall be announced to the membership by October 31.
- b) Notifications of the nominating process shall be published to the membership by August 15. The membership shall have the opportunity to submit a write in candidate for the Board of Directors by a petition signed by at least 85 qualified members in good standing. Any such petition must be filed at TVRC Headquarters by the close of business September 15. Nominees submitted will then be included for consideration by the Nominating Committee.

**Section 2.** Regardless of how an individual is nominated only those persons who are dues-paying members, show dues accounts are in current condition, and who are able and have agreed to devote to their duties as Directors shall be considered for a position on the Board of Directors.

## **Article IX – OFFICERS**

**Section 1.** The Officers of TVRC and the duties assigned to them are:

- (a) Chair of the Board – Shall preside at all meetings of the membership, Board of Directors, and the Executive Committee. The Chair of the Board shall authorize the establishment of all board level committees, special task forces, groups, etc. and select all board level committee chairpersons, subject to the approval of the Executive Committee. In addition,

the Chair of the Board may call special meetings as necessary; he/she shall assist the CEO in preparing agenda for board meetings; assist the CEO in conducting new board member orientations; coordinate the CEO's annual performance evaluation; work with the nominating committee to recruit new board members; act as an alternative spokesperson for the organization, and periodically consult with board members on their roles and assist them in assessing their performance.

- (b) Chair of the Board-Elect – Shall act on behalf of the Chair of the Board in their absence. The Chair of the Board-Elect shall attend all board meetings, serve on the Executive Committee, and carry out special assignments as requested by the board Chair of the Board.
- (c) Vice-Chair – Shall attend all board meetings, serve on the Executive Committee, and carry out special assignments as requested by the Chair of the Board. The Vice-Chair shall act on behalf of the Chair of the Board or Chair of the Board-Elect in their absence.
- (d) Treasurer – Shall be responsible to the Executive Committee and Board for seeing that all funds received by TVRC are safeguarded and properly disbursed. Such funds shall be kept on deposit in financial institutions approved by the Executive Committee and Board. The Treasurer shall provide a financial report to the Board of Directors and Executive Committee regarding the fiscal status of the organization. The Treasurer will present the annual budget to the board for approval and will review the annual audit and answer board members' questions about the budget and/or audit.
- (e) Immediate Past Chair - Shall attend all board meetings, serve on the Executive Committee, and carry out special assignments as requested by the board Chair.

**Section 2. Election of Officers:** The Nominating Committee shall meet prior to the regular December meeting of the Board of Directors but following the finalization of the selection of members of the Board of Directors to recommend nominees for the office of Chair of the Board, Chair of the Board-Elect, Vice Chair and Treasurer. Only those board members who have been elected to the Board of Directors by approval of the membership shall be eligible to be nominated for any Officer's position. Officers of TVRC will be elected by the Board of Directors following the election of the new board members and prior to December 31.

**Section 3. Management** – The Executive Committee shall employ the CEO and fix the salary and other considerations of employment. This individual shall be the Chamber Executive Officer and be responsible for the operations, staffing and conduct of business of the organization. The CEO shall be ex-officio, non-voting member of the Executive Committee and the Board of Directors, and all other committees. The CEO shall be responsible for hiring, fixing compensation, directing, discharging, and supervising all employees. The CEO shall be responsible for the preparation of an operating budget covering all activities of TVRC. He/she shall be responsible for keeping all expenditures within approved budget allocations.

## **Article X – BOARD LEVEL COMMITTEES/ACTION TEAMS**

**Section 1.** The Board of Directors shall authorize and define the powers and duties of all board level committees.

**Section 2.** The Chair of the Board shall appoint all board level committees, task forces and action teams as well as the appropriate chairpersons as necessary, subject to confirmation by the Executive Committee.

**Section 3.** The Executive Committee shall act 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 Chair of the Board, Chair of the Board-Elect, Vice Chair, Treasurer, the CEO, and the Immediate Past Chair, together with three additional members of the Board of Directors appointed by the Chair of the Board annually. Any two members of the Executive Committee may call a committee meeting. The Chair of the Board will preside over the meetings of this group. A quorum for the Executive Committee shall be as described in Article VI, Section 4. The Executive Committee shall have general charge of the finances and property of TVRC and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.

**Section 4.** The Executive Committee may refer matters brought before it to a standing committee which it may designate, or to the Board.

**Section 5.** The Board of Directors shall authorize a Finance Committee as a standing committee reporting to the Chair of the Board and the Executive Committee with the Treasurer as the Chair of the Finance Committee. The Board of Directors may have the books and accounts of TVRC audited at the close of the fiscal year, and report its findings to the Board of Directors and to the membership. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee, whose recommendations shall be submitted to the Board.

#### **Section 6. 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, and 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 XI – DISBURSEMENTS**

**Section 1.** Checks drawn on TVRC's operating account shall be signed by either of the following officers: the Chair of the Board, the Chair of the Board-Elect, the Vice-Chair, the Treasurer, or the CEO. Checks over \$10,000.00 require two signatures.

**Section 2.** Upon approval of the budget, the CEO may be authorized to make disbursements on account of expenses provided for in the budget without an additional approval by the Board of Directors.

**Section 3.** Appropriation of Funds – TVRC shall make no contributions to charitable, commercial, social, patriotic, civic or other organizations except in the payment of its own dues for partnership as deemed appropriate by the Board, with the exception of a donation in support of a non-profit association supporting public safety. The donation must not to exceed 25% of the net profit of a designated board approved event. The CEO has the discretion to purchase tickets to events as he/she deems appropriate.

## **Article XII – AFFILIATION BY TVRC**

**Section 1.** TVRC will not be subject to membership in any organization other than those directly affiliated with its work, such as The Chamber of Commerce of the United States, the Virginia State Chamber of Commerce, etc. Other affiliations must be authorized by the CEO.

## **Article XIII – PARLIAMENTARY PROCEDURE**

**Section 1.** The proceedings of TVRC meetings shall be governed by and conducted according to the latest edition of Robert’s Manual of Parliamentary Rules.

## **Article XIV – DISSOLUTION**

**Section 1.** The corporation may be dissolved without judicial supervision by adopting a resolution to dissolve, which must be approved by the Board of Directors, as provided in these Bylaws or Articles of Incorporation. In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended in the corresponding provisions of a future United States Internal Revenue Law.

## **Article XV – AMENDMENTS**

**Section 1.** These By-Laws may be amended by two-thirds vote of the Directors present at any meeting of the Board of Directors, provided that written notice of the proposed amendment shall be submitted to the Directors at least ten days before the meeting.

Amended February 17, 1969

Amended October 18, 1983

Amended June 16, 1985

Amended December 9, 1986

Amended April 18, 1989

Amended August 13, 1991

Amended November 12, 1991

Amended December 17, 1998

Amended April 17, 2000

Amended October 23, 2001

Amended November 18, 2003

Amended October 10, 2006

Amended April 10, 2012

Amended January 8, 2013

Amended March 8, 2016

Amended April 28, 2017

Amended October 10, 2017

Amended July 14, 2020