

By-Laws

Article I

Name

This organization is incorporated under the laws of the Commonwealth of Virginia and shall be known as the Twin County Regional Chamber of Commerce, Incorporated, d/b/a Twin County Chamber of Commerce, herein referred to as the Chamber.

Article II

Purpose

The Twin County Chamber of Commerce is dedicated to encouraging, promoting and serving regional businesses and community services through advocacy, economic development, education and community engagement.

Article III

Membership

Section 1. Classification

The Chamber shall consist of three (3) classes of members, 1) individual, 2) business and professional, and 3) honorary

- (A) Individual members shall be any person, age 18 or older, which resides or is employed within the Galax-Carroll-Grayson geographic area, and who supports the purpose of the Chamber as stated in Article II.
- (B) Business and Professional members shall be any professional person, corporation, firm, partnership, association, cooperative, or any other professional, commercial, agricultural, or industrial enterprise located in or doing business in the Galax-Carroll-Grayson area, and who supports the purpose of the Chamber as stated in Article II.
- (C) Honorary members shall be those individuals, corporations, partnerships, associations, cooperatives, firms, businesses, or similar organizations or enterprises, who, by reason of significant contributions or service to the Chamber or to the Galax-Carroll-Grayson geographic area or to its citizens, merit special recognition.

Section 2. Eligibility

- (A) Membership in the Individual and Business and Professional classes shall be by meeting the qualifications previously set forth and by application to the Board of Directors and by the payment of such dues as are from time to time determined by the Board.
- (B) Honorary memberships shall be conferred under such terms and conditions as are determined by the Board of Directors on an individual basis. Honorary members shall pay no dues.

Section 3. Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee (or designated individual) shall review all applications and submit any questionable application to the Board of Directors. Any applicant so elected shall become a member upon payment of the regularly scheduled dues.

Section 4. Voting

- (A) The members shall have no voting rights. All decisions shall be made and implemented by the Board of Directors.

Section 5. Termination

- (A) Any member may resign from the Chamber upon written request to the Board of Directors.
- (B) Any member may be expelled by the Board of Directors by a simple majority vote for non-payment of investment dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- (C) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct prejudicial to the aims or repute of the Chamber.
- (D) Any former member whose membership has been previously terminated may re-apply for membership at the discretion of the Board of Directors, and upon such terms and conditions as the Board deems advisable.
- (E) Any member whose membership is terminated for other than non-payment of dues shall forfeit any interest he may have in funds previously paid into the Chamber or in any interests he may have in property belonging to the Chamber.

Article IV

Dues

Section 1. Dues Schedule

The membership dues for each classification, individuals, firms, corporations and professions shall be reviewed by the Board of Directors annually. All dues shall be payable in advance on a calendar year, quarterly, or monthly basis, and dues may be pro-rated in the case of new memberships taken out during the year.

Section 2. Classification of Members

The Board of Directors shall determine whether an applicant comes within the individual classification or within the business or professional classification and the determination of the Board shall be final.

Section 3. Delinquent Dues

If any member shall fail to pay his dues within 90 days after the date of maturity, notice of the delinquency shall be given him by the Treasurer. If at the end of ten (10) days following such notice his dues still remain unpaid, the Treasurer shall report same to the Board of Directors who may, by resolution, drop the delinquent member from the membership roll, or take any other action they may deem proper. Members delinquent in the payment of dues for a period of fifteen (15) days following the due date thereof shall not be entitled to vote at any meeting of the Chamber.

Section 4. The fiscal year of the Chamber shall end December 31 of each year.

Article V

Membership Meetings

Section 1. Annual Meeting

The annual meeting of the members shall be held at a date to be fixed by the Board of Directors each year.

Section 2. Special Meeting

Special meetings of the members may be called whenever the Board of Directors deem it advisable.

Section 3. Notice

Notice of the time, place and purpose of regular and special meetings shall be given to each member. Whenever possible, such meeting, regular and special, shall be publicized

in the local press, but this requirement shall not be a prerequisite to a legal and valid meeting.

Section 4. Business Transacted

At all special meetings of the members, only such business as the meeting was called to consider can be acted upon.

Section 5. Quorum

A quorum at any regular or special membership meeting shall consist of ten percent (10%) of the members in good standing, present in person or by proxy, at such meeting.

Section 6. Chairman

The President of the Chamber of Commerce, or in his/her absence or inability to act, a Vice-President in the order designated by the President, shall preside at every membership meeting. In the absence or inability to act of both the President and Vice-Presidents, the members present at such meeting shall elect one of their members to preside over the meeting.

Article VI

Board of Directors

Section 1. Responsibility

The Board is the Twin County Chamber of Commerce's policymaking body. The Board has general control over all committee activities and Chamber programs. It constitutes a board of appeals from the rulings of all officers and actions of committees.

As a member of the Chamber's governing and policy body, each Board member is responsible for representing the entire membership as well as his/her geographic region, specific business or profession. The Board is responsible to all members and must place the welfare of the Chamber and its mission ahead of geographic or factional considerations.

Section 2. Composition

The Board of Directors shall be composed of a minimum of twelve (12) or a maximum of twenty-one (21) elected Directors, serving staggered terms any of which may serve longer if voted for an additional term by the Board of Directors. At all times, the Board of Directors shall be composed of an equal number of Directors who either reside in or are employed in each of the three (3) geographic regions which make up the Chamber (City of Galax, County of Grayson, and County of Carroll).

Section 3. Meetings

Regular meetings of the Board of Directors shall be held monthly. Special meetings may be held as required. A quorum at any regular or special Board meeting shall consist of one more Director than half of the current serving Directors on the Board. Except as otherwise provided herein, any act of a majority of the Directors present at such meeting in which a quorum is present shall be the action of the Board.

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may be dropped from his or her position on the Board unless confined by illness or other absences approved by the majority vote of those voting at any meeting thereof.

Section 3. Terms

The Director's terms shall be staggered. In order to establish staggered terms, the directors serving at the date of the adoption of these Bylaws shall be divided as equally as possible into three (3) groups. Group A Directors shall serve an initial term of one (1) year. Group B Directors shall serve an initial term of two (2) years. Group C Directors shall serve an initial term of three (3) years. Thereafter, at each Annual Meeting of the Board of Directors, the Board of Directors shall elect directors to fill expiring terms, each director to hold office for a term of three (3) years until the director's successor has been elected and qualified, except that in the event of a vacancy, which may be filled at any meeting of the Board of Directors, or in the case of a newly-elected director, the director may be elected to a shorter term as may be appropriate to maintain the balance of staggered terms. Directors shall hold office until their successors are elected and qualified.

Section 4. Vacancies

The Board of Directors shall refill vacancies on the Board of Directors by a majority vote for a candidate from the same geographic area as the vacancy to be filled.

The Board of Directors shall refill vacancies among the officers by a majority vote.

Section 5. Removal of a Director

The Board of Directors may remove a Director by a majority vote of seventy-five percent (75%) of the Directors serving on the Board for conduct prejudicial to the aims or repute of the Chamber.

Section 6. Executive Director

- (A) The Board may retain the services of an Executive Director, determine his/ her duties, responsibilities, training and compensate for his/ her expenses as approved by the Board of Directors.

- (B) The Executive Director shall serve as advisor to the President. He/ she shall be the Chief Administrator and shall be charged with the supervision and management of the office and business affairs of the Chamber as directed by the President and approved by the Board of Directors.
- (C) The Executive Director shall be a non-voting member of the Board of Directors, Officers Committee and all committees.
- (D) With assistance of the President, the Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.
- (E) The Executive Director shall be responsible for directing and supervising all employees and shall recommend the hiring and discharging of all employees to the Board of Directors for approval.
- (F) Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. Director or Treasury are not responsible for capital shortage due to membership decline (or) any vote had exceeds budget. IRS code does not require an annual audit, but the Board of Directors shall require a CPA to review payroll, expenses and preparation of annual tax papers.
- (G) The hiring and discharging of an Executive Director and any other employees of the Chamber shall require a majority vote of seventy-five percent (75%) of the Directors serving on the Board of Directors.

Article VII

Officers

Section 1. Designated Officers

The officers of the Chamber shall be a President, a Vice President, Secretary, Treasurer, and Board Attorney to be elected at first meeting of a new fiscal year and serve a term of two years.

Section 2. Term

The term of office of each officer of the Chamber shall be for two years or until their successor has been duly elected and qualified. Each officer may succeed himself/herself for additional terms if so elected by a majority of the Board of Directors.

Section 4. Duties

(A) President

The President shall be the principle Executive Officer of the Chamber and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Chamber. He/she shall, when present, preside at all meetings of the Board of Directors. He/she may sign, with the Director or any other proper officer of the Chamber thereunto authorized by the Board of Directors deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed except in cases where the signing and execution thereof shall be expressly designated by the Directors or by these By-Laws to some other officer or agent of the Chamber, or shall be required by law to be authorized, signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time. He/she shall, with the counsel and advice of the Vice-Presidents and the Executive Director, determine the need for ad hoc committees and select all committee chairpersons.

(B) Vice-President

Each Vice-President will be responsible for conferring with the President and Executive Director on ways and means by which full committee production can be motivated and achieved within the areas of responsibility. He or She shall confer with the President, Executive Director, and immediate Past President with reference to coordinating program, committee appointments and financial needs. Each will make periodic reports of committee progress to the Board of Directors and will serve as the vehicle through which recommendations for proposed policy will be presented to the Board of Directors for decision.

(C) Secretary

The Secretary shall have custody of the Corporate Seal, issue notices of all meetings to the Board of Directors, review and approve the minutes as recorded by the Secretary of the Chamber of Commerce. The Secretary shall keep proper minutes of all Board meeting and email out to the Board of Directors. The duties of the Secretary may be discharged by employees of the Chamber acting under guidance, direction and supervision of the President and/or the Executive Director.

(D) 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 the manner approved by the Board of Directors. Checks are to be signed by the Executive Director with approval by second signer the Treasury. The Director shall make reports to the Board at all meetings.

(E) Board Attorney

The Board Attorney shall be responsible for providing any legal counsel required by the Board. The Attorney shall also be responsible for serving as Registered Agent for the Chamber.

Article VIII

Funds

Section 1. Powers and Obligations

The Chamber or the Board of Directors shall have the power to sue and be sued; hold, sell, lease or mortgage real estate, to incur debts, to borrow money, giving notes of the Chamber signed by one or more officials duly authorized by the Board of Directors for that purpose and such actions are approved by a majority vote of seventy-five percent (75%) of the Directors serving on the Board of Directors. The Chamber or the Board of Directors and may enter into contracts of any kind furthering the purposes of the Twin County Chamber of Commerce; however, the Board of Directors shall not incur obligations to exceed the total amount of dues money on hand, due and to become due within one year.

Section 2. Disbursements

Any disbursements above \$2,500.00 shall require the signature of two Officers of the Board of Directors.

Section 3. Deposit Account

The Chamber shall maintain a Deposit Account at a local bank as decided by the Board of Directors. The Executive Director shall have check signing authority for up to \$500.00 from this account. Officers' use of the account shall be subject to the restrictions provided in Article VIII, Section 2.

Section 4. Chamber Debit/Credit Card

The Executive Director shall be given the use of a Chamber Debit/Credit Card. Any purchase on the Debit/Credit Card above \$500.00 shall require the signature of an Officer.

Section 5. Board Approval

A majority vote of seventy-five percent (75%) of the Directors serving on the Board shall be required to approve any financial transactions over \$25,000.00.

Article IX

Amendments

Section 1. Required Vote

These By-Laws may be amended by a majority vote of seventy-five percent (75%) of the Directors serving on the Board of Directors at any regular meeting or special meeting called for that purpose.

Section 2. Notice

Notice of the time and place of meeting at which such amendments are to be considered must be mailed at least ten (10) days prior to the time of the meeting and shall be mailed or e-mailed to each Director at his last known physical or e-mail address.

Article X

Dissolution

Section 1. Procedure

The Corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds (2/3) of the members in good standing. In the event of a dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

Article XI

Committees

Section 1. Appointment

The President shall appoint all committees subject to confirmation by the Board of Directors. All committees shall consist of at least three members and the President shall be ex officio member of all committees.

Section 2. Powers

The Board of Directors shall authorize and define the powers and duties of the committees deemed necessary for the proper conduct of the Chamber's business.

Section 3. Permanent Committees

Following are the permanent committees which shall be appointed each year:

Officers Committee
Membership Committee

Article XII

Enactment

Section 1. Effective Date

These By-Laws shall be effective immediately following their adoption at a regular meeting or special called meeting of the Chamber.

Article XIII

Parliamentary Procedures and Seal

Section 1. Procedures

The Chamber shall be governed by and conducted according to the latest edition of Roberts Rules of Order as revised.

Section 2. Seal

The Chamber may use a seal of such design as may be adopted by the Board of Directors.

Adopted: September 25, 2018 Amended: 