

**HOPEWELL-PRINCE GEORGE
CHAMBER OF COMMERCE**

AMENDED BYLAWS

February 15, 2012

**Bylaws
of the
Hopewell-Prince George Chamber of Commerce, Inc.
(A Virginia Nonstock Corporation)**

**ARTICLE I
General**

Section 1: Name

This chamber of commerce is incorporated under the laws of the Commonwealth of Virginia, and shall be known as the Hopewell-Prince George Chamber of Commerce, Inc. (the “Chamber”).

**ARTICLE II
Mission-Limitation**

Section 1: Mission

The mission of the Chamber is to promote business growth, workforce development, and community connections in the Hopewell-Prince George, Virginia area.

Section 2: Limitation of Methods

The Chamber shall observe all local, state, and federal laws which apply to a nonprofit organization as defined in section 501(c)(6) of the Internal Revenue Code.

**ARTICLE III
Membership**

Section 1: Eligibility

Those individuals and entities who operate, or market their services or products, in the Hopewell-Prince George area shall be eligible for membership in the Chamber.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and may be submitted electronically. Applicants may be elected to membership by majority vote of the Chamber’s board of directors (the “Board”) at any meeting thereof upon a determination that the applicant meets the eligibility requirements set forth in these bylaws. Any applicant so elected shall become a member upon payment of the membership investment as provided in Section 3 of this Article II.

Section 3: Investments

Membership investments, or dues, shall be at such rate or rates, and in accordance with such schedule or formula, as may be from time to time prescribed by the Board, payable in advance.

Section 4: Termination

Any member may resign from the Chamber upon written notice to the Board; provided, however, resignation shall not relieve a member of any indebtedness to the Chamber for membership investments or other charges accrued at the time a resignation is submitted.

Membership may be terminated for nonpayment of dues, in accordance with such schedule as may be from time to time prescribed by the Board.

Membership may be terminated by the Board, for conduct by a member contrary to the mission, or harmful to the reputation, of the Chamber, as determined by the Board. Such member shall be given ten (10) days advance written notice of the meeting of the Board during which the member's termination is to be considered and voted upon.

Section 5: Honorary Membership

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all the privileges of members, and shall be exempt from payment of dues. The Board shall confer or revoke honorary membership by a majority vote.

Article IV Meetings

Sections 1: Annual Meeting

The annual meeting of the members shall be held during first quarter of each calendar year. The time and place shall be fixed by the Board, and notice thereof sent to each member.

Section 2: Additional Meetings

Special meetings of the members may be called by the Chamber's president (the "President"), or upon petition in writing of any twenty (20) active members in good standing. Notice of the time, place, and purpose of such special meeting shall be sent to each member at least five (5) days prior to the meeting.

Regular meetings of the Board shall be held at least six (6) times per year.

Committee meetings may be called at any time by the President, or by the committee's chairman.

Section 3: Quorums

Twenty (20) active members in good standing shall constitute a quorum for a meeting of the members. Fifty percent (50%) of directors shall constitute a quorum for a Board meeting.

Article V Board of Directors

Section 1: Policy

The Board is responsible for establishing procedure and formulating policy of the Chamber. Policies of the Chamber may be maintained in a policy manual, and revised as necessary.

Section 2: Composition of the Board

The Board shall consist of fifteen (15) directors. Directors shall be elected by the then-sitting Board. Five (5) directors are to be elected each year for terms of three (3) years. Each director may be elected for a second three-year term. Directors who have served two (2) consecutive terms, or a fraction of a second consecutive term, shall not be eligible for reelection for additional terms until one (1) year has elapsed from the expiration of the director's last term. Directors shall have full voting powers in the affairs of the Chamber. In the event that the President's term has been fulfilled, he or she shall continue to serve on the Board the following year as Immediate Past President, with full voting rights.

Section 3: Selection and Election of Directors

At a Board meeting in the fourth quarter of each calendar year, the President shall appoint a committee (the "Nominating Committee") to select candidates for director. The Nominating Committee shall consist of a chairman and two (2) active members in good standing of the Chamber, or employees or other representatives of such members, each of whom may be a director of the Chamber. Each candidate for director must be an active member in good standing of the Chamber, or be an employee or other representative of such a member, and must have agreed to accept the standards and responsibilities of directors as provided by law and as may be set forth from time to time by the Board.

At a subsequent fourth-quarter Board meeting, the Nominating Committee shall present to the Board a minimum number of candidates to fill vacancies. The Board shall then consider and vote upon the candidates.

Section 4: Seating of New Directors

All such newly-elected directors shall be seated at the first regular meeting of the Board in the first quarter of the calendar year, and shall immediately become voting directors.

Section 5: Vacancies

A member of the Board who shall be absent from three (3) consecutive regular meetings of the Board without excuse shall automatically be terminated as a director.

Vacancies on the Board shall be filled by the Board by a majority vote.

Section 6: Management

The Chamber shall employ an Executive Vice President, and the Board shall fix the salary and other considerations of employment.

Article VI Officers

Section 1: Determination of Officers

The officers of the Chamber shall consist of the President, the President-Elect, the Treasurer, the Secretary, and such other officers as the Board from time to time may elect.

The Nominating Committee appointed under Article V above shall nominate officers each year. At a meeting in the fourth quarter of the calendar year, the Board shall elect officers, who shall take office on the first day of the next calendar year, each of whom shall serve for a term of one (1) year or until a successor assumes the duties of office, and the Board shall otherwise reorganize for the coming year.

Vacancies among the officers shall be filled by the Board.

Section 2: Duties of Officers

President. The President shall serve as the chief elected officer of the Chamber, and shall preside at all meetings of the members, the Board, and its executive committee (the “Executive Committee”).

The President shall determine all committees, and appoint all committee chairmen and committee personnel, subject to the approval the Board.

The President shall be the spokesperson for the Chamber. In the absence of the President, the President-Elect or the President’s appointee may act in that capacity.

The President shall perform such other duties as the Board may direct.

No President shall serve as such for more than two years consecutively.

President-Elect. The President-Elect shall preside in the absence of the President, supervise the development of an annual operating budget covering all activities of the Chamber (the “Budget”), and direct the

raising of such funds as are necessary to finance the Chamber operations, including the acquisition and maintenance of memberships, and perform such other duties as the President or Board may direct.

Executive Vice President. The Executive Vice President shall be the chief administrative and executive officer of the Chamber.

The Executive Vice President shall serve as advisor to the President, the Board, and all committees, assemble information and data, and cause to be prepared special reports.

With the cooperation of the President-Elect and Treasurer, the Executive Vice President shall be responsible for the preparation of the Budget, subject to approval of the Board. The Executive Vice President shall also be responsible for all expenditures within approved Budget allowances.

The Executive Vice President shall be an ex officio member of the Board, the Executive Committee, and all other committees.

The Executive Vice President shall be responsible for hiring, discharging, directing, and supervising all other employees of the Chamber.

The Executive Vice President shall perform such other duties as the President or Board may direct.

Secretary. The Secretary shall have general charge of the corporate books and records. The Secretary shall sign such instruments as may require his or her signature. The Secretary shall perform such other duties as the President or Board may direct.

Treasurer. The Treasurer, in cooperation with the Executive Vice President and the President-Elect, shall develop the Budget. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall perform such other duties as the President or Board may direct.

Section 3: Executive Committee

As set forth in Virginia Code section 13.1-869 (*Committees*), the Executive Committee may exercise the authority of the Board. The Executive Committee shall be composed of the President, Immediate Past President, President-Elect, Treasurer, Secretary, and Executive Vice President. The President shall serve as chairman of the Executive Committee.

ARTICLE VII Other Committees

Section 1: Appointment and Authority

The President, by and with the approval of the Board, shall appoint all committee chairman and committee personnel. The President may appoint such ad hoc committees and their chairmen as deemed

necessary to carry out the mission of the Chamber. Committee appointments shall be at the will and pleasure of the President and the Board, and shall run concurrent with the term of the President, unless a different term is approved by the Board.

It shall be the function of committees to perform such duties as the President or Board may direct.

Section 2: Limitation of Authority

No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of the policy of, the Chamber until such action shall have been approved or ratified by the Board.

Committees shall be discharged by the President when their duties have been completed, or when the Board has deemed it wise to discontinue the committees.

Section 3: Ex Officio Director

The Board may appoint or reappoint ex officio non-voting directors to the Board. An ex officio director must represent an organization that has an interest in supporting and promoting the mission of the Chamber.

ARTICLE VIII

Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund, except that surplus funds from previous years may be placed in a reserve account, subject to approval of the Chamber's accountant with respect to retained earnings or other limitations.

Section 2: Disbursements

Upon approval of the Budget, the Executive Vice President is authorized to make disbursements on accounts and expenses provided for in the Budget, without additional approval of the Board. Disbursements shall be by check, unless electronic or other means are authorized by the Board.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31 of each calendar year.

Section 4: Budget

At a fourth-quarter meeting, the Board shall adopt the Budget for the upcoming year.

Section 5: Review

The finances of the Chamber shall be reviewed annually as of the close of business on December 31 by an accountant, or as the Board may otherwise prescribe.

Section 6: Checking

The signatures of two of the following shall be required for all checks exceeding \$1,000.00: President, Immediate Past President, President-Elect, Secretary, Treasurer, and Executive Vice President.

ARTICLE IX

Miscellaneous

Section 1: Dissolution

The Chamber shall use its funds only as set forth in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more other tax-exempt organizations selected by the Board that are recognized by and allowed under the Internal Revenue Code, as approved by the Chamber's accountant.

Section 2: Parliamentary Authority

The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the Chamber.

Section 3: Amendments

These bylaws may be further amended, or repealed, and new bylaws may be adopted, by the affirmative vote of a majority of directors then holding office at any regular or special meeting of the Board, provided that notice of such action shall have been given by the Executive Vice President to each director not less than 10 days prior to such a meeting.

Section 4: Indemnification

Any person who at any time serves or has served as a director, officer, volunteer, or employee of the Chamber shall have a right to be indemnified by the Chamber to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Chamber, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may become liable in any such action, suit, or proceeding.

The Board shall take all such action as may be necessary and appropriate to authorize the Chamber to pay the indemnification set forth in this Section, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for the indemnity acted and of the reasonable amount of indemnity due him or her.

Any persons who at any time after the adoption of this Section serves or has served in any of the aforesaid capacities for or on the behalf of the Chamber shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Section.

Adopted: January, 1920

Amended: June, 1961
January, 1975
December, 1985
January, 1991
November, 1999
December, 2006
October, 2009
September, 2010
February 15, 2012

Repealed: n/a

Restated: n/a