



## LOUDOUN COUNTY CHAMBER OF COMMERCE BYLAWS

### ARTICLE I

#### GENERAL PROVISIONS

Section 1: **NAME:** This organization is incorporated under the laws of the Commonwealth of Virginia and shall be known as the Loudoun County Chamber of Commerce, hereinafter referred to as the “Chamber.”

Section 2: **PURPOSE:** Pursuant to the articles of incorporation, the Chamber mission is to help members build their brands, grow their business, and make an impact on their community. The purposes and objectives of the chamber are to:

- A. Represent the interests of its members and Loudoun County business community, by advocating for a well-functioning free enterprise system in Loudoun and throughout the Commonwealth.
- B. Assert leadership on public policy issues which affect the Loudoun business communities, and to advocate those positions, without reservation, in appropriate forums.
- C. Maximize the value of membership by promoting business opportunities between Loudoun County Chamber of Commerce members, and between Chamber members and other businesses, government agencies and non-profit organizations.
- D. Educate its members and the general public on the vital contributions, responsibilities and service of the business community by:
  1. encouraging healthy economic growth, to provide jobs and opportunities for Loudoun County citizens;
  2. promoting greater cooperation with all community stakeholders, to advance the quality of life and economic vitality in Loudoun County; and
  3. informing public officials on the priorities of the business community.

Section 3: **OFFICES:** The Chamber of Commerce may have one or more offices in such place or places as the Board of Directors may designate or the affairs of the Chamber may require.

Section 4: **LIMITATIONS:** The Chamber of Commerce shall be nonprofit, nonpartisan, nonsectarian and non-discriminatory.

### ARTICLE II

#### MEMBERSHIP

Section 1: **MEMBERSHIP CLASSES:** There shall be up to three (3) classes of membership:



- A. Regular Membership: A Regular member is defined as one dues-paying organization located at one fixed location. A Regular Membership shall entitle a member to all rights and privileges incident to membership in the Chamber, including without limitation, voting privileges and the ability to serve on the Board of Directors, the Executive Committee and as an Officer.

Voting Entitlement of Regular Members: Each Regular Member of the Chamber shall be entitled to one vote for the election of the Board of Directors. The members shall not have voting rights for any other purpose.

- B. Ex Officio Membership: An Ex Officio Membership is a non dues-paying class of membership. An Ex Officio Membership shall entitle a member to all rights and privileges of paid membership in the Chamber, including the ability to serve on the Board of Directors and the Executive Committee, excluding voting rights. An Ex Officio Membership must be approved by the Board of Directors. The Board of Directors may approve additional ex-officio members of the Board at any time by majority vote without amending these Bylaws.
- C. Reciprocal Membership: At the discretion of the President, a Reciprocal Membership shall be extended to other affiliated or like-minded organizations that shares the Loudoun County Chamber of Commerce’s values and priorities and is willing to extend the same courtesy of a reciprocal membership to the Loudoun County Chamber of Commerce.

Section 2: **APPLICATION FOR MEMBERSHIP:** Candidates for Regular Membership shall make application for membership by completing an application form. In order for the application to receive consideration by the Board, it must be accompanied by the payment of one year’s dues, and the applicant must meet any other requirements prescribed by the Board from time to time. Membership applications will be approved by the Board of Directors at its next regularly scheduled Board Meeting.

Section 3: **TERMINATION OF MEMBERSHIP:**

- A. RESIGNATION: Any member may resign from the Chamber upon written notification to the Board of Directors. No previously paid dues will be refunded in case of such resignation.
- B. NON-PAYMENT OF DUES: A member’s membership status shall be automatically terminated for non-payment of dues after ninety (90) days from the due date, unless the date of payment shall have been otherwise extended by the Board of Directors for good cause.
- C. EXPULSION: Any member may be expelled by a two-thirds vote of the members of the Board of Directors present that form a quorum for conduct prejudicial to the aims or repute of the Chamber after notice and opportunity for a hearing before the Board of Directors are afforded the member against whom the complaint has been made. Notice of such hearing shall be



delivered or mailed by certified mail, return receipt requested, to the member at the member's address of record with the Chamber, at least ten (10) days prior to the hearing.

Section 4: **DUES:** Dues for all categories of membership shall be at such rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors. Dues shall apply only to the Regular Membership class.

Section 5: **RE-APPLICATION:** Any member who has been dropped for non-payment of dues may make application again for membership.

Section 6: **DESIGNATION OF REPRESENTATIVES:** Chamber members may designate an individual employee of that organization to serve as that member's official representative at Chamber meetings and elections and to exercise that member's voting privileges.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1: **BOARD COMPOSITION:** The Board of Directors shall be composed of up to, but not more than, fifty-five voting members, all of whom shall be Regular Members and such non-voting members designated in Section B of this Article.

A. The voting members of the Board of Directors shall be as follows:

1. Up to fifty-five Directors that are elected at large by Regular Members of the Chamber or, up to five members or official representatives of members of the Chamber and who are selected by the Chair to serve during the Chair's term (Chair Appointments).

B. The non-voting members of the Board of Directors shall be as follows:

1. Ex-officio, non-voting, members of the Board shall include but not be limited to:
  - a. Loudoun County Administrator or designee.
  - b. Town of Leesburg Town Manager or designee.
  - c. Director of Loudoun County Department of Economic Development or designee.
  - d. Superintendent of Loudoun County Public Schools or designee.
  - e. Representative of Leadership Loudoun.
  - f. Representative of the Loudoun County CEO Cabinet.
  - g. Representative of Purcellville Business Association.
  - h. Representative of Visit Loudoun.
  - i. Chair of the Loudoun Young Professionals committee.
  - j. Representative of the Dulles Area Association of Realtors, and
  - k. Representative of the Claude Moore Charitable Foundation.



The Board of Directors may approve additional ex-officio members of the Board at any time by majority vote without amending these Bylaws.

Section 2: **DIRECTOR QUALIFICATIONS:** Each Director must be a Chamber member or a duly authorized representative (as determined by the Board) of a firm, organization, or entity that is a Chamber member. Each Director must have expressed a willingness to actively serve and fulfill the fiduciary trust placed into this position.

Section 3: **BOARD AUTHORITIES AND RESPONSIBILITIES:** The governance and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control the Chamber's property, be responsible for its finances, and direct its affairs. The Board of Directors shall adopt such rules and regulations, consistent with applicable law, as may be required to properly conduct the affairs of the Chamber. The Board of Directors may, on a limited and specific basis, and consistent with applicable law, delegate such powers and responsibilities as it deems appropriate to the Executive Committee established pursuant to Article V of these Bylaws.

In addition, the powers of the Board of Directors shall include, but not be limited to, the authority to hire and fire the President and to establish the terms of employment relating to the President. to promulgate and enforce written expectations and criteria for Board membership. and to approve the annual budget and financial statements of the organization.

Section 4: **DIRECTOR TERMS:** Directors shall serve three-year terms, beginning January 1 of the year following their election, except for vacancies as provided for in Section 5 of this Article. To the maximum extent practical, the terms of elected directors shall be staggered to so that approximately one-third of the elected Directors terms would expire each year.

Section 5: **TERM LIMITS:** Directors may only serve two (2) consecutive three-year terms. After one year of absence from the Board, the person shall be eligible to serve two (2) additional consecutive three-year terms. In the case when someone is appointed to fill a vacant term on the Board of Directors, that person may serve two additional three-year terms, but not more than eight (8) total consecutive years.

Directors that are duly elected by the membership to serve as Officers of the Loudoun County Chamber of Commerce (defined as Chair, First Vice-Chair, Second Vice-Chair/Secretary, Treasurer, General Counsel and Immediate Past-Chair) will receive a new three-year term beginning on January 1 after their election. Upon the conclusion of their terms as Immediate Past-Chair, General Counsel and Treasurer, the Directors serving in these Officer roles are eligible for no more than one additional three-year term.

Section 5: **VACANCIES:** Vacancies on the Board of Directors or among the Officers shall be filled to complete the remaining unexpired term of the departing Director by a majority vote at a regular or special meeting of the Board of Directors, following recommendations of the Nominating Committee.



Any prospective vacancy, a vacancy in which an elected Directorship will occur at a specific later date, by reason of a resignation or otherwise, effective at a later date, may be filled before the vacancy occurs. However, the new Director may not take his or her seat on the Board until the vacancy actually occurs.

Section 6: **REMOVAL:** The Executive Committee may propose to the Board, the removal of any Board member, including all categories of Board members defined in Section 1 of this Article. The Board, by a vote of two-thirds of the directors present under a quorum, may remove any director for (i) conviction by a court of a crime involving moral turpitude. (ii) a breach of the director's fiduciary duty to the Chamber. (iii) failure to disclose a material direct or indirect personal interest in any transaction with the Chamber on which he or she votes. (iv) failure to meet the qualifications for directors set forth in Section 2 of this Article. (v) absence from Board meetings per Section 7 of this Article. (vi) conduct prejudicial to the mission or reputation of the Chamber. (vii) for any other appropriate reason, as determined by the Board.

Before any such removal, the director shall be given an opportunity to be heard by the Board, and notice of such opportunity and the cause(s) for removal alleged shall be delivered or mailed by certified mail, return receipt requested, to the director at the director's address of record with the Chamber or other last known address, at least ten (10) days prior to the Board's vote. In the event of any such removal, the Board may, but shall not be required to, fill the vacancy.

Section 7: **ATTENDANCE:** If any member of the Board of Directors is absent for three (3) consecutive Board of Directors' meetings that member shall be subject to removal from the Board of Directors. The President shall advise the Chair of such absence and notify the member in writing. If written response is not received within thirty (30) days, such member shall be deemed to be removed from the Board of Directors. The vacancy thus created shall be filled as provided in Section 5 of this Article. Failure to attend meetings shall not be counted as absences provided that the Director or Officer advises the President in advance that he cannot, for good reason, attend the meeting.

## ARTICLE IV

### OFFICERS:

Section 1: **CHAMBER OFFICERS:** The Officers of the Chamber of Commerce shall consist of a Chair, a First Vice-Chair, a Second Vice-Chair (who shall serve as the Secretary), the Vice President of Finance (who shall serve as the Treasurer), the Immediate Past-Chair, the General Counsel and the President and CEO. All Officers shall also serve on and be members of the Executive Committee.

Section 2: **CHAIR:** The Chair shall preside at all meetings of the membership and the Board and shall serve as Chair of the Executive Committee. He shall, with the counsel and advice of the Executive Committee and President, determine the need for committees, and select all committee chairmen. With the approval of the Board of Directors, the Chair shall sign all deeds, contracts, and other instruments affecting the operation of the Chamber unless otherwise defined in these Bylaws or



granted by the Board. The Chair, along with the President, shall be responsible for the formal expression of Chamber positions approved by the Board.

Section 3: **FIRST VICE-CHAIR:** The First Vice-Chair shall exercise the powers and authority and perform the duties of the Chair of the Board in the absence or disability of the Chair. This office normally succeeds to the Chair of the Board, pending the final approval by the Executive Committee, the Board, and the Membership. The First Vice-Chair is responsible for properly planning for his term as Chair.

Section 4: **SECOND VICE-CHAIR/SECRETARY:** The Second Vice-Chair shall serve as Secretary of the Chamber. The Secretary shall oversee the recording of the minutes of the membership, Executive Committee, and Board of Directors meetings and shall maintain such other records as may be required by the Chair or the Board of Directors. This office normally succeeds to the First Vice-Chair of the Board, pending the final approval by the Executive Committee, the Board, and the Membership.

Section 5: **TREASURER:** The Treasurer shall Chair the Finance Committee and provide appropriate oversight of the Chamber's finances and financial related decisions. The Treasurer shall provide guidance to the staff Finance Director to help that person prepare monthly financial reports to the Board in the format designated by the Finance Committee. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the Chair or by the Board.

Section 6: **IMMEDIATE PAST-CHAIR:** The Immediate Past-Chair shall work with the current Chair, the Executive Committee, and the Board of Directors to ensure a smooth transition and continuity of subject matter from his term as Chair, to the successor Chair.

Section 7: **GENERAL COUNSEL:** A General Counsel shall be designated by, and will serve in such capacity for such period of time as determined by the Board of Directors. The General Counsel shall be the legal advisor to the Chamber and shall have the responsibility of reviewing all material leases or contracts. Material is defined as any commitment in excess of \$20,000.00 or whose duration exceeds the fiscal year in which it is signed. The General Counsel shall also provide legal advice on all matters related to the Chamber when assigned to do so by the Chair, President, or Board of Directors. All such legal services shall be provided on a pro bono basis, but any services of the General Counsel beyond those set forth in this paragraph may be contracted for in accordance with normal Chamber procedure, subject to the approval of the Board of Directors.

Section 8: **PRESIDENT & CEO:** The President shall be the chief executive officer of the Chamber. The President shall be a full time paid employee of the Chamber and shall serve at the pleasure of the Board of Directors. The President shall manage the affairs and the offices of the Chamber, assist all other Officers and Committee Chairs in the performance of their duties, and perform such other duties





as may be assigned by the Chair of the Board. Further duties and responsibilities of the President & CEO are described in Article VII, Section 1 of these Bylaws.

Section 9: **TERMS OF OFFICERS:** Except for the President & CEO, whose employment is determined by an employment contract, Officers shall serve for one year term, beginning January 1 of the year following their election and may be re-elected according to the provisions in Article VIII. In the event that a duly elected or appointed Director shall be elected to serve as an Officer, the one year term of office shall be concurrent with his term as a Director.

Section 10: **OFFICER VACANCIES:** Officer Vacancies shall be filled as follows:

- A. **Chair:** A vacancy in the office of the Chair shall be filled by the First Vice-Chair. If the office of First Vice-Chair is also vacant, the Second Vice-Chair shall assume the office of the Chair. Should both positions be vacant, then the office shall be filled by appointment of the Board of Directors, following recommendations by the Nominating and Governance Committee.
- B. **First Vice-Chair:** A vacancy in the office of First Vice-Chair shall be filled by the Second Vice-Chair. If the office of Second Vice-Chair is also vacant, then the office shall be filled by appointment of the Board of Directors, following recommendations by the Nominating and Governance Committee.
- C. **Other Officer Vacancies:** A vacancy in any other office may be filled by appointment of the Board of Directors, following recommendations by the Nominating Committee.
- D. **Prospective Vacancies:** Notwithstanding the foregoing, a vacancy that will occur at a specific later date, by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new officer may not take office until the vacancy occurs.
- E. **Term of New Officer:** Any person appointed to fill a vacancy shall serve the remainder of the term of the officer that he is replacing.

## ARTICLE V

### EXECUTIVE COMMITTEE:

Section 1: **EXECUTIVE COMMITTEE COMPOSITION:** The Executive Committee shall consist of the Officers of the Chamber and up to nine at-large positions, who are appointed from members of the Board of Directors at the Chair's discretion. The Executive Committee shall be chaired by the Chair of the Chamber.

Section 2: **AUTHORITY:** The Executive Committee shall have and may exercise, so far as may be permitted by law, all the powers of the Board of Directors in the management of the business and affairs of the Chamber between meetings of the Board, shall act in such intervals as the governing body of the Chamber, and shall have the power to authorize the seal of the Chamber to be affixed to all papers that may require it, but shall not have the authority of the Board to: fill vacancies on the Board. amend the Articles of Incorporation. amend or repeal the Bylaws. adopt a plan of merger or



consolidation. approve the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Chamber or approving the voluntary dissolution of the Chamber.

Additional powers shall include, but not be limited to, the authority to recommend to the Board of Directors the hiring and firing of the President and to establish the terms of employment relating to the President. to recommend to the Board of Directors written expectations and criteria for Board membership, and to develop and recommend to the Board the annual budget and financial statements of the organization.

Section 3: **ACTION WITHOUT A MEETING:** Action taken by the Board of Directors or the Executive Committee without a meeting is nevertheless Board of Directors or Executive Committee action if written consent to the action is signed by all members and filed with the minutes of the proceedings of the Board of Directors or the Executive Committee, whether done before or after the action so taken.

## ARTICLE VI

### COMMITTEES AND AFFILIATIONS:

#### A. COMMITTEES

Section 1: **APPOINTMENT AND AUTHORITY:** The Chair of the Board, with the approval of the Board of Directors, shall appoint the Chair of all standing committees. The Chair of the Board shall establish all ad hoc committees. Except as otherwise provided in these Bylaws, the Chair of each Committee may designate and appoint members to their respective Committees. Only representatives of organizations that are members in good standing of the Loudoun County Chamber of Commerce may serve on a Chamber committee.

The Chair of the Board of Directors is responsible for defining the objectives of every committee and determining if those objectives are being met. The Chair of all ad hoc committees will be appointed by and serve at the will of the Chair of the Board and their terms end with the term of the appointing Chair of the Board. The leadership, conduct and performance of all Chamber Committees is governed by the Committee Operating Policies, as found in the Loudoun County Chamber of Commerce Policy Manual.

Section 2: **LIMITATION OF AUTHORITY:** No committee shall take or make public any formal action, resolution, or in any way commit the Chamber to a question of policy without first receiving approval of the Board or Executive Committee. Ad Hoc Committee's shall be discharged by the Chair of the Board of Director's when their work has been completed and their reports accepted, or when, in the opinion of the Chair of the Board of Directors, it is deemed appropriate to discontinue the committee.





Section 3: **DUTIES OF COMMITTEES:** It shall be the duty of each Committee to consider all questions pertaining to the particular subject assigned to it, and to report its recommendations to the Executive Committee and the Board of Directors.

Section 4: **GOVERNANCE AND POLICY COMMITTEES:** The Chamber shall have the following standing committees:

- A. **Executive Committee:** The Chamber shall have an Executive Committee in accordance with Article V. The Chair shall serve as the Chair of the Executive Committee.
- B. **Governance Committee:** The Governance Committee shall be comprised of these Officers: Chair, First Vice-Chair, Secretary, Treasurer and Immediate Past-Chair, who shall serve as Chair of the Governance Committee.

The Committee shall be responsible for:

1. Assessing and determining the Chamber's compliance with all applicable rules and regulations governing the organization, and for reviewing governance documents such as the Bylaws and Strategic Plan.
2. Identifying and recommending nominees, who must be Chamber members in good standing, to fill positions of Directors and Officers whose terms are expiring or whose seats have become vacant during the course of the year.
3. Assessing the availability and willingness of each of the candidates to accept the responsibilities of Director or Officer.
4. Proposing and reviewing any proposal to remove an officer or director and presenting a recommendation to the Board of Directors on such proposal.
5. Evaluating the performance of the President/CEO and recommending personnel and compensation decisions regarding the President/CEO to the Board of Directors.

The Governance Committee has additional responsibility to oversee the organization's Diversity, Equity Inclusion, & Accessibility (DEIA) Policies, to include:

1. Providing oversight for the Board-adopted DEIA policies and practices, including but not limited to, those governing the DEIA Human Resource Policies and the Board Diversity Policy.
2. Recommending actions to the Board of Directors with regards to those DEIA policies and practices, including management's performance in carrying out said policies.
3. Recommending new DEIA policies and practices for the Board of Directors consideration.

- C. **Finance Committee:** A Finance Committee shall be appointed annually by the Chair of the Board of Directors. The Treasurer and Vice President of Finance shall serve as the Committee Chair. The Finance Committee shall be responsible for preparing the annual budget of the



Chamber for approval by the Board. The Committee shall have oversight responsibility over matters of finance and finance review, including analysis of expenditures against the annual budget and recommended revisions to the budget. The Committee shall report monthly to the Board on its financial review.

- D. **Audit Committee:** An Audit Committee shall be appointed annually by the Chair of the Board. The Audit Committee shall be responsible for recommending to the Executive Committee the selection and engagement of independent accountants to audit the books, records and accounts of the Chamber. reviewing reports from such independent accountants. receiving the recommendations of the auditor approved by the Board. and performing such other duties related to the foregoing as the Chair may prescribe.
- E. **Membership Committee:** The First Vice-Chair of the Board of Directors shall Chair the Membership Committee, which shall be responsible for establishing relationships with those Chamber members in the three highest dues categories, for the purpose of ensuring those members receive maximum value for their membership investment and to drive the Chamber's retention strategy for its highest dues paying members.
- F. **Ambassadors Committee:** The Chair of the Board of Directors shall select the Chair of the Ambassadors Committee, which shall be responsible for orienting new Chamber members to the programs and services of the Chamber, soliciting new members to the Chamber, fostering greater awareness and esteem for the Chamber throughout the Northern Virginia market, and ensuring that those members receive maximum value for their membership investment.
- G. **Public Policy:** The Chair of the Board of Directors shall select the Chair of the Public Policy Committee. The Public Policy Committee will be responsible for developing the Chamber's annual public policy agenda, including any amendments to that agenda as it deems appropriate, for recommendation to the Board of Directors for approval. The Public Policy Committee will also work to articulate and reinforce the Chamber's public policy agenda with Loudoun County's local, state and federal political and policy leaders.

Section 5: **AD HOC COMMITTEES:** The Chair of the Board of Directors may create and appoint Ad Hoc Committees as the Chair determines necessary.

## **B. AFFILIATIONS**

Section 1: **APPOINTMENT AND AUTHORITY:** This Subsection of the Bylaws creates the authority for the Board of Directors to form Affiliations with outside groups as the Board may deem appropriate to further the purposes, goals and objectives of the Chamber. The Chair of the Board of Directors shall be responsible for defining the objectives of any affiliation and determining from time to time if those objectives are being met. There shall be two types of Affiliations: Standing and Ad Hoc.



Section 2: **LIMITATION OF AUTHORITY:** Except as provided herein, Affiliates shall be autonomous. However, no Affiliation shall take or make public any formal action, resolution, or in any way commit the Chamber to a question of policy that would be inconsistent with or violate the Chamber’s Articles of Incorporation or Bylaws, or jeopardize the tax-exempt status of the Chamber.

Section 3: **DUTIES OF AFFILIATIONS:** It shall be the duty of each Affiliation to consider all questions pertaining to the particular subject assigned to it, and to report its recommendations to the Executive Committee and the Board of Directors.

Section 4: **STANDING AFFILIATIONS:** The Chamber shall have the following standing Affiliations:

**A. CEO Cabinet:** The Chamber shall have an Affiliation with the CEO Cabinet, an unincorporated association of corporate CEO’s, Presidents and Chairs in Loudoun County. The Cabinet Chair shall serve as a member of the Executive Committee.

- a. The purpose of the CEO Cabinet shall be to provide CEO level executives a forum:
  - i. to gather to learn and exchange ideas,
  - ii. in which members can perform community outreach,
  - iii. for strategic thinking and planning regarding the future of Loudoun County,
  - iv. for contribution to the Chamber’s role as leader of the Loudoun business community.
- b. The Chair shall serve for a term of one year. All Chairs shall be elected by the affirmative vote of a majority of the CEO Cabinet membership
- c. Membership eligibility: Membership in the CEO Cabinet shall be limited to officers and directors of companies or corporations, who hold the rank of CEO, President, Chair, or the equivalent, with no designees permitted. Election to membership in the CEO Cabinet shall be by the affirmative vote of a majority of the CEO Cabinet membership. The Chair and the President of the Loudoun County Chamber of Commerce shall serve as the Chamber’s representatives on the CEO Cabinet.
- d. Term: CEO Cabinet members serve a term of two years and shall be eligible for reappointment.
- e. Dues: Members shall pay annual dues to be members of the CEO Cabinet, in the amount as agreed upon from time to time between the Chair of the Cabinet and the Chair of the Chamber, such dues to be commensurate with the use of Chamber resources.



- f. Removal: Members of the Cabinet may be removed by the affirmative vote of a majority of members.
- g. Use of Chamber resources. The Cabinet will be able to call on Chamber resources as agreed to between the Chair of the Cabinet and the Chair of the Chamber and commensurate with dues paid by Cabinet members.

**B. Other Standing Affiliation:** The Chamber shall have such other Standing Affiliations as the Board may from time to time desire and shall be created by amendment to these Bylaws.

Section 5: **AD HOC AFFILIATIONS:** The Chair of the Board of Directors may create and appoint Ad Hoc Affiliations as the Chair determines necessary, with amendment to these Bylaws.

Section 6: **TERMINATION:** Any standing or ad hoc Affiliation can be terminated by a majority vote of the Board of Directors. Standing or ad hoc Affiliations also can be terminated by the affiliated entity by submitting written notice to the Chamber. Standing or ad hoc Affiliations will be considered fully terminated immediately upon the formal action of the Chamber’s Board of Directors or at the time that a written termination from the Affiliate is received by the Chamber’s President, Chair or Secretary.

## ARTICLE VII

### NOMINATIONS AND ELECTIONS

Section 1: **GOVERNANCE COMMITTEE:** The Governance Committee will meet prior to the October meeting of the Board of Directors to identify and recommend nominees from members of the Chamber to fill the positions of the Directors and Officers whose terms are expiring or whose seats will become vacant during the course of the year.

Section 2: **NOTIFICATION:** When the slate of nominees has been agreed upon, the Nominating Committee shall present it in writing, at the October meeting of the Board of Directors for ratification by the Board of Directors. The President shall notify the membership of the nominees for election. Notification shall be published in the November issue of the official newsletter distributed by the Chamber, or by any other method approved for notice of meetings as set forth in Article VIII in these Bylaws. The notification shall set forth the date of elections and shall describe the procedure for making additional nominations.

Section 3: **ADDITIONAL NOMINATIONS:** Candidates for Directors may be nominated by signed petition of at least fifteen (15) Chamber members in good standing and presented to the Nominating Committee at least fifteen (15) days prior to the election meeting each year. Candidates must be members of the Chamber in good standing who are available and willing to serve. The decision of the Nominating Committee with respect to the acceptance of nominations by petition shall be final.



Section 4: **BALLOTS:** Ballots shall be prepared listing the names of all candidates nominated for the Board in alphabetical order. Voting instructions shall be included with each ballot.

Section 5: **ELECTIONS:** At a general membership meeting, the President shall conduct an election of Directors and Officers in accordance with Section 1, of Article VIII. Candidates shall include Directors and Officers recommended by the Nominating Committee pursuant to Sections 1 and 2 of this Article VII, as well as any candidates nominated in accordance with Section 3 of this Article VII. Directors and Officers shall be elected by a majority of Chamber members in good standing present at the Annual Election Meeting.

Section 6: **CONFLICT OF INTEREST:** Any officer or board member with a conflict of interest with any board action shall so state such conflict and abstain from any vote pertaining to such conflict of interest

## ARTICLE VIII

### MEETINGS

Section 1: **ANNUAL ELECTION MEETING:** The annual election of Officers and Directors will take place no later than December each year and held at a regularly scheduled general membership meeting or a special membership meeting called by the Chair. Notice of the Annual Election meeting shall be made at least five (5) days prior and posted in the Chamber's official monthly newsletter, or by e-mail, to the Chamber membership, and shall state the purpose of the meeting.

Section 2: **ANNUAL MEETING:** The annual meeting of Chamber members shall be held in the First Quarter of each year, at a date, time and place called by the Chair. At the annual meeting, the Chair shall announce the Chamber Officers and Directors for the coming year and address the Chamber's program of work and goals for the coming year. Notice of such meeting shall be provided in the same manner as notice for the Annual Election meetings.

Section 3: **ADDITIONAL MEETINGS:** Meetings of the general membership of the Chamber may be called by the Chair or Board at any time or upon petition in writing of any one hundred (100) Regular Members. Notice of meetings of the general membership shall be provided in the same manner as notice for the Annual Election meetings.

Section 4: **REGULAR MEETINGS OF THE BOARD OF DIRECTORS:** Regular meetings of the Board of Directors shall be held monthly, unless determined otherwise by the Board of Directors. The First Vice-Chair of the Board will establish and distribute to the Directors the Board of Directors meeting schedule no later than December of the year immediately prior to the First Vice-Chair's term as Chair of the Board.



Section 5: **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS:** Special meetings of the Board of Directors may be called by the Chair or upon written application directed to the Chair by at least five (5) members of the Board of Directors.

The Board Chair may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

Section 6: **REGULAR MEETINGS OF THE EXECUTIVE COMMITTEE:** Regular meetings of the Executive Committee shall be held monthly, unless determined otherwise by the Chair of the Board. The First Vice-Chair of the Board will establish and distribute to the Executive Committee members the committee's meeting schedule no later than December of the year immediately prior to the First Vice-Chair's term as Chair of the Board.

Section 7: **COMMITTEE MEETINGS:** Committee meetings may be called at any time by the Chair of the Board or the Committee Chair. Each committee will establish its annual meeting schedule in January of each year, or at the earliest time possible,

Section 8: **QUORUMS:** Five percent of those members of the Chamber who have a Regular Membership shall constitute a quorum at a Chamber meeting of members. One-third of the voting Directors shall constitute a quorum at a Board of Directors meeting. A majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business.

Section 9: **ANNUAL REPORTS:** The Chair shall present to the Board of Directors at its January meeting a "State of the Chamber" message that shall include but not be limited to the financial status of the Chamber.

Section 10: **VOTING:** Each member of the Chamber who holds a Regular Membership or the designated representative of such Member shall be entitled to one vote at a Chamber election or for any other purpose as determined by the Board of Directors.

## ARTICLE IX

### CHAMBER STAFF

Section 1: **PRESIDENT:** The President shall be the chief executive officer of the Chamber. The President shall be a full time paid employee of the Chamber and shall serve at the pleasure of the Board of Directors. The President shall have general management of the affairs of the Chamber and shall manage the offices of the Chamber, assist all other Officers and Committee Chairs in the performance of their duties, and perform such other duties as may be assigned by the Chair of the Board. The Chamber President has sole authority to sign contracts and to enter into legally binding





agreements that financially obligate the Chamber, so long as that obligation is within the authority granted by the Board of Directors. In the President's absence, the Chair of the Board and the First Vice-Chair are authorized to sign contracts and to enter into legally binding agreements that financially obligate the Chamber. In consultation with the Vice President of Finance, the Finance Committee and the Chairmen of all Standing Committees, the President shall prepare for consideration and approval by the Board of Directors, the Chamber's annual budget. The President shall direct the work of retaining and expanding the Chamber membership. The President shall report all staff hiring and removals promptly to the Executive Committee and the Board of Directors at its regular monthly meeting following the taking of such action. All functions of the President shall be performed in accordance with the policies, plan of work, budget and resolutions adopted by the Board of Directors.

Section 2: **PERFORMANCE REVIEWS:** In January of each year, the Chair, with approval of the Board of Directors, shall establish and preside over a Personnel Committee selected from members of the Executive Committee that include the First and Second Vice-Chair. The Personnel Committee shall establish performance objectives to be met by the President and other Chamber staff in specified future time periods and shall review performance against those objectives. The Personnel Committee shall conduct performance reviews of the President in December of each year, or more frequently as determined by the Chair.

Section 3: **COMPENSATION:** In conjunction with the performance reviews, the Personnel Committee shall recommend, for review and approval by the Executive Committee, compensation actions, to include performance bonuses, for the President. Compensation actions taken by the Executive Committee shall be reported to the Board of Directors. All compensation actions shall be within limits as defined in the annual budget or as approved by the Board of Directors based upon operating results of the Chamber.

Section 4: **STAFF REVIEWS:** The President shall prepare appropriate performance objectives and reviews for all Chamber staff, except the President. The President shall discuss all performance reviews with the Personnel Committee in December of each year, prior to discussing them with staff members. The President may recommend compensation actions, to include performance bonuses, for approval by the Personnel Committee. The Personnel Committee shall report approved actions to the Executive Committee. All compensation actions shall be within limits as defined in the annual budget or as approved by the Board of Directors based upon operating results of the Chamber.

Section 5: **EMPLOYMENT:** The Chamber adheres to an "at will" employment policy for all paid staff including the President. The employment and termination of employment of the President shall be approved by the Board of Directors at any special or regular meeting held with advance notice of such purpose. Any separation agreement and/or severance consideration in connection with the termination of employment of any staff member will be recommended by the Personnel Committee and approved by the Executive Committee and the Board of Directors.



## ARTICLE X

### FINANCES AND CERTAIN LIMITATION ON OBLIGATIONS

Section 1: **FUNDS:** All money paid to the Chamber shall be placed in a general operating fund, unless otherwise directed by the Board of Directors.

Section 2: **DISBURSEMENTS AND LIMITATIONS:** Other than for exceptions specifically authorized by the Board of Directors, obligations and expenses incurred on behalf of or in the name of the Chamber shall be within the budget approved by the Board of Directors. Upon approval of the annual budget at the December Board of Directors' meeting, the President is authorized to prepare checks to be drawn on the funds of the Chamber and once properly signed in accordance with the provision of this Section 2, to deliver such checks to the intended payees thereof for disbursements on accounts and expenses provided for in the budget.

The President shall sign checks drawn on the Chamber's funds. Check for an amount exceeding any limit specified by the Board of Directors shall be signed by the President and Chair or Treasurer. The Treasurer may prepare, execute and deliver checks in the absence of the President subject to the same countersignature and Board of Directors and Executive Committee reporting requirements.

No person or entity, whether an Officer, Director, employee or agent of the Chamber, or acting in any other capacity, may obligate or otherwise commit the Chamber to any financial obligation in excess of **\$5,000** without the specific prior approval of the Board of Directors. Specific prior approval includes the authority granted by the Board of Directors in the approval of the Chamber's annual budget plan.

The Finance Committee of the Board of Directors is authorized to invest the Loudoun County Chamber of Commerce's cash assets in accordance with the guidelines contained in the organization's Investment Policy.

Section 3: **PURCHASES:** Whenever and wherever practical it shall be the policy of the Loudoun County Chamber of Commerce to make its purchases from members of the Chamber.

Section 5: **AUDIT REPORT:** The accounts of the Chamber shall be audited or be compiled by an independent accountant selected by the Board of Directors annually or at such times as the Board of Directors in its discretion may request or desire.

Section 6: **BONDING:** Employees of the Chamber may be covered by an adequate bond if so determined in such amount as may be determined by the Board of Directors. The cost of such bonds shall be an expense of the Chamber.



## ARTICLE XI

### DISSOLUTION

Section 1: **DISSOLUTION.** The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to, the members of the Chamber.

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, civic, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

## ARTICLE XII

### MISCELLANEOUS PROVISIONS

Section 1: **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, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or 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 willful misconduct or a knowing violation of the criminal law in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful misconduct or a knowing violation of the criminal law.

Section 2: **FISCAL YEAR.** The Board shall have the power to fix, and from time to time change, the fiscal year of the Chamber. Unless otherwise fixed by the Board, the fiscal year shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

Section 3: **RECORD DATE.** The Board may fix in advance a date as a record date for the determination of the members of the Chamber for any purpose.

Section 4: **CAPTIONS, PRONOUNS and GENDER.** The captions appearing in these Bylaws are included solely for convenience and shall not be given effect in construing these Bylaws. Whenever singular pronouns are used herein, the same shall include the plural, and vice versa, and whenever words of any gender are used herein, such words shall include all other genders.

Section 5: **SEVERABILITY.** If for any reason any provision of these Bylaws shall be declared void or invalid, such declaration shall not affect the validity of the remainder of these Bylaws, which shall remain in full force as if adopted with the void or invalid provision eliminated.



Section 6: **PARLIAMENTARY PROCEDURE.** The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Chamber, the Board, and committees thereof in all cases in which such rules are applicable and in which they are not inconsistent with the Chamber’s Articles of Incorporation, these Bylaws, applicable law, and any policies, procedures, and special rules of order that may be adopted by the Chamber or the Board.

Section 7:

Section 7: **AMENDMENT:** These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any properly convened meeting of the Board of Directors. Amendments to these Bylaws may be proposed by the Board of Directors, the Executive Committee, or the Governance committee. All proposed amendments shall be sent in writing to every member of the Board of Directors at least five (5) days before they are to be voted upon. All proposed amendments shall be presented to the Board of Directors.

Secretary’s Certificate:

I, Angela Mitchell, Secretary of the Loudoun County Chamber of Commerce, do hereby certify that the foregoing is a true and complete copy of the Amended and Restated Bylaws of the Loudoun County Chamber of Commerce, as submitted to and adopted by the Board of Directors, on the 25 day of July, 2022.

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Angela Mitchell, Secretary

A handwritten signature in cursive script that reads "Angela Mitchell".

Loudoun County Chamber of Commerce Board approval:

Adopted Date:

Amended Date: