

# **Shenandoah County Chamber of Commerce, Incorporated**

## **By Laws**

### Article I NAME

The name of this organization shall be Shenandoah County Chamber of Commerce Incorporated, herein referred to as the SCCC.

### Article II PURPOSE

MISSION STATEMENT: Fostering economic growth and prosperity in our Community by promoting business through education, networking, and advocacy.

### Article III MEMBERSHIP

#### A. NON-DISCRIMINATION

SECTION I. The SCCC, Incorporated in its membership and activities shall not discriminate on the basis of Age, Race, Color, Religion, National Origin, Sex or Sexual Orientation.

#### B. TYPES OF MEMBERSHIP

SECTION 1. Members of the SCCC shall consist of but not be limited to individuals, firms, corporations, partnerships, sole proprietors, associations, and organizations provided the applicant's objectives are compatible with those of the SCCC. Members may reside, or have a place of business physically located within or outside of Shenandoah County. The principal, or appointed designee, of each member organization shall have one vote in all SCCC voting matters.

SECTION 2. The Board can nominate honorary members of the SCCC in which case dues can be waived for said members.

#### C. DUTIES OF MEMBERSHIP

SECTION 1. Members of the SCCC are responsible for attending the Annual Meeting of membership each year.

SECTION 2. The membership shall pay annual dues as set forth by the Board of Directors within 45 days of the date of the annual dues notice. Failure to pay within stated time frame will result in the suspension of membership. Membership is based on the joined date anniversary.

SECTION 3. Each member is encouraged to participate in SCCC activities of their choice.

#### Article IV MEETINGS

SECTION 1. The membership shall assemble at an annual meeting each year at a time and place designated by the Board of Directors to be announced at least 30 days prior to said meeting.

SECTION 2. A quorum for all meetings of this organization other than the general membership meetings shall be a majority of said committee or Board of Directors present. A quorum for any general membership meeting will consist of 10 percent of members in good standing.

SECTION 3. Roberts Rules of Order, Newly Revised shall govern the SCCC in all matters of parliamentary procedure.

SECTION 4. The Chairman shall at the written request of 10% of the membership, call a special meeting within 45 days of receipt of such request. Scheduling and location information shall be mailed to all members at least 15 days prior to said special meeting.

SECTION 5. Board of Directors may attend meetings via conference call or website conferencing should they be unable to attend in person. Arrangements for such scenarios should be made in advance of such meetings.

SECTION 6. Committee members as well as the Board of Directors may vote on any unfinished business via email.

#### Article V BOARD OF DIRECTORS

##### A. DEFINITION

SECTION 1. The governing body of the SCCC shall be the Board of Directors. The Directors shall be a minimum of 10 and no more than 20 in number. Board members are limited to two consecutive three year terms.

SECTION 2. The Board of Directors shall set the strategic direction of the SCCC and shall have supervision, control and direction of the affairs of the organization, its committees and publications; shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its

business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain authority and responsibility to the Executive Committee.

**B. BOARD MEMBER COMPOSITION**

**SECTION 1.** The Board of Directors shall be comprised of SCCC members in good standing. To the greatest extent possible, Board members will cover all sectors of the business and non-profit membership as well as represent all geographic areas of Shenandoah County. These factors shall be considered by the Nominating Committee and Chairman when new Board appointments are being proposed.

**C. SELECTION AND ELECTION OF DIRECTORS**

**SECTION 1.** The Nominating Committee is responsible for submitting nominations for board vacancies.

**SECTION 2.** At the first meeting of the Board of Directors the Chairman shall appoint a Nominating Committee Chairperson. The Chairperson should be a board member who is serving the last year of their term and will not be running for re-election. The Nominating Committee Chair is responsible for recruiting at least one person from each open seat.

**SECTION 3.** By December 1<sup>st</sup> of each year, the Nominating Committee shall submit to the Board of Directors a list of the names of their respective nominees for the Board of Directors who, if elected, shall serve three-year terms. This report shall be approved by the Board and made available to the membership by December 30<sup>th</sup> of each year.

**SECTION 4.** Any member in good standing may make additional nominations of another member, providing that such nominee is a member in good standing and agrees to serve on the Board and abide by the rules and regulations of the Board of Directors. All nominations must be submitted to the Nominating Committee by November 30<sup>th</sup>.

**SECTION 5.** Should there be more nominees than positions available, incoming board members will be determined by a ballot vote at the annual meeting. Winners will be announced within two business days of said annual meeting.

**SECTION 6.** Election of the Board of Directors will be accomplished at the Annual Meeting by majority vote of present members.

**D. MEETINGS**

**SECTION 1.** The Board of Directors shall meet not less frequently than quarterly. The Chairman shall, at the written requests of three members of the Board of Directors, issue a call for a special meeting. Scheduling and location information shall be given to each Director at least three (3) days prior to any regular or special Board Meeting.

SECTION 2. The Board of Directors will attend scheduled meetings.

SECTION 3. Directors must attend at least seventy-five percent (75%) of the scheduled Board Meetings. If a member of the Board is unable to meet this minimum commitment, the Chairman may ask the Director to resign.

SECTION 4. The Board of Directors may, by a seventy percent (70%) majority vote decide to remove a director.

E. VACANCIES

SECTION 1. Vacancies on the Board of Directors may be filled within thirty (30) days by Chairman appointment with the approval of the majority of the Board of Directors. A Director so appointed shall serve the remainder of the vacant term.

Article VI  
EXECUTIVE COMMITTEE

A. DETERMINATION OF OFFICERS

SECTION 1. The Board of Directors, at the first meeting following annual elections, shall install the Chairman and shall elect from the Board the following officers to serve with the Chairman as the Executive Committee: Vice-Chairman, Treasurer, and Secretary. No member shall hold more than one of these positions concurrently. Officers are elected for a one-year renewable term.

B. DUTIES OF OFFICERS

SECTION 1. The duties of the respective officers shall be such as their titles, by general usage, law, and parliamentary procedure require and/or indicate and such as may from time to time be assigned to them respectively, individually, and/or collectively, by the Board of Directors.

C. MEETINGS OF THE EXECUTIVE COMMITTEE

SECTION 1. The Chairman shall call meetings of the Executive Committee as the business of the organization warrants. Special meetings may be called by the Chairman upon the written request of two (2) members of the Executive Committee.

SECTION 2. All current directors of the SCCC are welcome to attend Executive Committee Meetings. The Chairman shall notify all directors of any Executive Committee meeting at least three (3) days prior to said meeting.

SECTION 3. The Executive Committee shall consist of the Chairman, Vice-Chairman, Treasurer, Secretary, and Immediate Past Chairman. The Past Chairman will serve

in an advisory role for six months following his/her tenure as Chairman. He/she will not have a vote.

## Article VII COMMITTEES

### A. APPOINTMENT

SECTION 1. The Chairman, with the approval of the Board of Directors, shall establish such committees, councils, sub-committees or task forces as necessary to carry out the objectives of the organization.

SECTION 2. No standing or special committee shall represent the SCCC in advocacy or opposition to any movement or project without the specific approval of the Board of Directors.

## Article VIII FINANCES

### A. DISBURSEMENTS

SECTION 1. The Board of Directors shall establish polices related to the accounting and financial management of the SCCC. The President/CEO and Treasurer shall ensure these polices are being followed.

### B. FISCAL YEAR

SECTION 1. The accounts of the SCCC shall be reviewed independently on an annual basis. The scope of the review shall be defined by the Executive Committee and adjusted according to the scale and complexity of the SCCC operation. While the review shall be conducted by a party independent of the Board, any SCCC employee or contractor, this section should not be interpreted to require a CPA Review.

SECTION 2. The review shall be made available publicly during regular business hours at the office of the SCCC to all members of the organization.

### C. BUDGET

SECTION 1. The executive committee will recommend a budget for the upcoming year not later than December. The Board of Directors shall adopt a budget not later than January of the current fiscal year.

Article IX  
AMENDMENTS

A. REVISIONS

SECTION 1. These By-Laws may be amended, altered or repealed by the affirmative vote of two-thirds of the members of the Board of Directors present at any regular or special meeting, provided the proposed action be presented in writing at the regular meeting to the Board preceding such vote.

Amended as of 2013

Amended as of January 16, 2018

Amended as of January 15, 2019

Amended as of May 21, 2019