

BYLAWS OF SOUTH HILL CHAMBER OF COMMERCE

ARTICLE I – GENERAL

Section 1: Name

This organization is incorporated under the laws of the Commonwealth of Virginia and shall be known as the South Hill Chamber of Commerce.

Section 2: Purpose

The South Hill Chamber of Commerce is organized to advance the general welfare and prosperity of the South Hill area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion by the Chamber shall be provided; and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3: Limitation of Methods

The South Hill Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501c (6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Application for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors at any meeting or approved by electronic vote. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 4 of Article II.

Section 3: Classes of Membership

The classes of membership shall be composed of the Board of Directors approved levels of membership.

Section 4: Dues

Membership dues shall be at such rate or rates set by the Board of Directors.

- (a) Any member may resign from the South Hill Chamber of Commerce upon written request to the Board of Directors.
- (b) Any Member will be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after sixty (60) days from the date of the fees notice.

Section 5: Voting

In any proceeding in which voting by members is called, each dues paying member shall be entitled to one vote.

ARTICLE III - MEETINGS

Section 1: Annual Meeting

The annual meeting of the South Hill Chamber of Commerce, in compliance with state law, shall be held during June of each year. Logistics shall be fixed by the Board of Directors and notice thereof sent to each member at least seven (7) days prior to the meeting.

Section 2: Additional Meeting

The general membership meeting shall take place at a time and place designated by the Board of Directors. Twenty-five (25%) of the general membership shall constitute a quorum at any regular or special meetings of the South Hill Chamber of Commerce. Each meeting should generally be limited to one hour.

A special meeting of the South Hill Chamber of Commerce shall be called with the written request by a minimum of twenty (20) members and provided to the general membership within seven (7) days.

At all special meetings of the South Hill Chamber of Commerce, only such business as the meeting was called to consider shall be discussed and acted upon.

Section 3: Notices and Agenda

Written or electronic notice of all South Hill Chamber of Commerce meetings must be given to the membership at least seven (7) days in advance unless otherwise stated.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Composition of the Board

The Board of Directors shall be composed of eleven (11) voting Chamber members, one third of whom shall be elected annually to serve for three (3) years or until their successors are elected.

Board members shall be voted on at the Annual Meeting with general membership in June. One non-voting seat on the South Hill Chamber of Commerce Board of Directors shall be a non-elected official/town employee of the Town of South Hill and reviewed at a minimum of three (3) years.

Section 2: Responsibilities

The government and policy-making responsibilities of the South Hill Chamber of Commerce shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, direct its affairs, and oversee personnel. The Board of Directors is responsible for establishing procedures and formulating and adopting all policies of the organization. Fifty percent (50%) of the membership of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board.

Section 3: Selection and Election of Directors

A. Nominations

Prior to May, the Board shall present to the Executive Director a slate of candidates to serve a three-year term to replace the directors whose regular term is expiring. To be qualified, each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must lapse before eligibility for another term.

B. Publicity of Nominations

Upon receipt of the report of the Board, the Executive Director shall post the slate of candidates for Directors.

C. Elections

The election of Directors shall be held at the regular meeting in June of each year.

D. Voting

All voting shall be in person or by electronic ballot unless waived by majority consent of the membership voting. No proxies allowed. A majority of the votes shall constitute an election.

Section 4: Seating of New Directors

All newly elected and appointed Board of Directors members shall be seated at the regular June Board meeting and shall be participating members.

Section 5: Vacancies

It is expected of all Board Members to attend all meetings of the Board and a written attendance record is to be taken and submitted as part of the meeting minutes. Failure to attend three (3) meetings without prior notice to the Executive Board or Director, the Board member will be subject to dismissal and replacement with a majority vote of the Board. It is the duty

of the Assistant Director to provide any attendance violations to the Executive Director or President.

Section 6: Indemnification

The South Hill Chamber of Commerce may, by resolution of the Board of Directors, provide for indemnification by the South Hill Chamber of Commerce 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 proceedings in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the South Hill Chamber of Commerce, 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 matter as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V - OFFICERS

Section 1: Determination of Officers

The Board of Directors at its regular June meeting shall reorganize for the coming year. The Board of Directors shall present the slate of officers each May for approval to the general membership in June. The general membership meeting in June shall elect the President, President-Elect, and Treasurer to conduct the business of the South Hill Chamber of Commerce between regularly scheduled meetings. The President, Vice-President, and Treasurer shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Executive Committee

The Executive Committee shall act for and 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 President, President-Elect, and Treasurer. The President will serve as Chairperson of the Executive Committee.

Section 3: Duties of Officers

Past President

The Past President is responsible for ensuring a smooth transition of the new President into a leadership role of the Chamber and to perform the following duties:

- Ensure proper adherence to the Bylaws.
- Deliver to the Chamber all Chamber property upon expiration of his/her term of office.

President:

The President shall preside at all meetings, oversee general operations of the Chamber, and perform the following duties:

- Review meeting agenda items prepared by the Executive Director.
- Transact business for and on behalf of the Chamber as voted on by the Board of Directors and with the assistance of the Executive Director.
- Accompany the Executive Director to all open houses and formal meetings with new members whenever possible.
- Sign welcome letters to new members.
- Chair the Board's process to select candidates for open positions.
- Serve as an ex-officio chairperson of the Executive Committee and a member of all committees.
- Deliver to the Chamber all Chamber property upon expiration of his/her term of office.

President- Elect:

The President-Elect shall help guide an active program aimed to improve business-civic conditions in preparation for the presidency and perform the following duties:

- Preside over the Board meetings in the absence of the President.
- Deliver to the Chamber all Chamber property upon expiration of his/her term of office.
- Chair and coordinate assigned committees and important events that keep the membership informed and involved.
- Serve on the Executive Committee.

Treasurer:

The Treasurer ensures the current financial records are maintained and shall perform the following duties:

- Provide a monthly financial report to the Board of Directors.
- Deliver to the Chamber all Chamber property upon expiration of his/her term of office.
- Prepare the Request for Proposal (RFP) of South Hill Chamber of Commerce financial accounts every five years.

ARTICLE VI - COMMITTEES

Section 1: Appointment and Authority

The President, with approval of the Board of Directors, shall appoint all committees and committee chairpersons. The President may appoint such ad hoc committees and its chairperson as deemed necessary to conduct programs of the South Hill Chamber of Commerce. Committee appointments shall be at the discretion of the President and shall serve concurrent with the term of appointing the President unless a different term is approved by the Board of Directors.

It shall be the function of an assigned committee to make evaluations, conduct studies and presentations, make recommendations, and to carry on such activities as may be delegated to them by the Board of Directors.

Section 2: Limitation of Authority

No action by any member, committee, employee, director, or office shall be acted upon or constitute an expression of the policy of the South Hill Chamber of Commerce until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3: Presentation

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or, in his/her absence, his/her designee to make presentations before civic and governmental agencies.

Article VII - FINANCES

Section 1: Funds

All money paid to the South Hill Chamber of Commerce shall be placed in a general operating fund. Funds unused from the current year's budget will remain in the general operating fund.

Section 2: Disbursements

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget within limitations of an amount as approved by the Board of Directors.

Section 3: Fiscal Year

The fiscal year of the South Hill Chamber of Commerce shall close June 30th.

Section 4: Budget

The Executive Committee or Budget Committee shall prepare the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the South Hill Chamber of Commerce shall be audited annually as of the close of business on June 30th by a certified public accountant. The audit shall at all times be available to members of the organization within the offices of the South Hill Chamber of Commerce. All necessary tax forms should be filed in a timely manner.

ARTICLE VIII - DISSOLUTION

Section 1: Procedure

The South Hill Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be allocated or distributed to the members of the South Hill Chamber of Commerce. On dissolution of the South Hill Chamber of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS section 501 c (6).

ARTICLE IX – PARLIAMENTARY AUTHORITY

Section 1: Parliamentary Authority

The current edition of Roberts’ Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are inconsistent with the charter or Bylaws of the South Hill Chamber of Commerce.

ARTICLE X – AMENDMENTS

Section 1 – Revisions

These Bylaws may be amended by electronic or written ballot by two-thirds (2/3) vote of members at any regular or special meeting, providing the notice of the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board and the members in writing at least seven (7) days in advance of the meeting at which they are to be acted upon.

The foregoing Bylaws were adopted by the Board of Directors of the South Hill Chamber of Commerce on the 26th day of March 2020; and revised by the Board of Directors of the South Hill Chamber of Commerce on the 27th day of April, 2023.

President: _____

Attest:

Executive Director: _____