

**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 Shenandoah County Chamber of Commerce 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 Chamber 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 Chamber of Commerce in all matters of parliamentary procedure.

SECTION 4. The President 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 VII BOARD OF DIRECTORS

##### A. DEFINITION

SECTION 1. The governing body of the Shenandoah County Chamber of Commerce, Inc. 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 Chamber 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 Chamber 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 President 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 at the start of each year.

**SECTION 2.** At the first meeting of the Board of Directors the President 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.

**E. MEETINGS**

**SECTION 1.** The Board of Directors shall meet not less frequently than once a month. The President 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 monthly meetings.

SECTION 3. Directors must attend at least seventy-five percent (75%) of the monthly Board Meetings. If a member of the Board is unable to meet this minimum commitment, the President 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.

F. VACANCIES

SECTION 1. Vacancies on the Board of Directors may be filled within thirty (30) days by Presidential 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 VIII  
EXECUTIVE COMMITTEE

A. DETERMINATION OF OFFICERS

SECTION 1. The Board of Directors, at the first meeting following annual elections, shall install the President and shall elect from the Board the following officers to serve with the President as the Executive Committee: President-Elect, 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 President shall call meetings of the Executive Committee as the business of the organization warrants. Special meetings may be called by the President upon the written request of two (2) members of the Executive Committee.

SECTION 2. All current directors of the Shenandoah County Chamber of Commerce are welcome to attend Executive Committee Meetings. The President 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 President, President-Elect, Treasurer, Secretary, and Immediate Past President. The Past President will serve in an advisory role for six months following his/her tenure as president. He/she will not have a vote.

Article IX  
COMMITTEES

A. APPOINTMENT

SECTION 1. The President, 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 Chamber in advocacy or opposition to any movement or project without the specific approval of the Board of Directors.

Article X  
FINANCES

A. DISBURSEMENTS

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

B. FISCAL YEAR

SECTION 1. The accounts of the Chamber of Commerce shall be reviewed independently on an annual basis. The review shall be made available during regular business hours at the office of the Chamber to all members of the organization.

C. BUDGET

SECTION 1. The executive committee will outline a budget for the upcoming year.

Article XI  
AMENDMENTS

A. REVISIONS

SECTION 1. These By-Laws may be amended, altered or repealed by a majority vote of the total number of members having voting power at any duly called meeting of said members.

Amended as of 2013

Amended as of January 16, 2018