

BY-LAWS
ANNANDALE CHAMBER OF COMMERCE

ARTICLE I Office of the Corporation shall be located in Annandale, Fairfax County, Virginia.

ARTICLE II The purposes for which it is formed are to promote and develop the business and professional interests in the welfare of Annandale and its environs.

ARTICLE II-A MEMBERS

Section 1. Becoming a Member.

To become a member, a membership application must be filled out, submitted, and annual dues must be paid in full.

Section 2. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing of which the member shall be notified; and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article IX of these By-Laws.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 5. Transfer of Membership.

Membership in this Corporation is not transferable or assignable.

ARTICLE III MEETING OF MEMBERS

Section 1. General Membership Meetings. There shall be a minimum of six general membership meetings a year on a date designated by the Board of Directors. The Board of Directors shall have the authority to cancel any general membership meeting upon proper notification to the membership.

Section 2. Special Meetings. Special meetings of the members may be called by the President, or by the Board of Directors, or by not less than one-tenth of the members having voting rights.

Section 3. Notice of Meetings.

- a. Written or printed notice stating the place, the day, and hour of each general membership meeting shall be delivered by the most efficient/cost effective method available to the membership prior to each meeting date.
- b. Notice of members meeting to act on an amendment of the Articles of Incorporation or on a plan of merger or consolidation shall be delivered in the manner provided above.

Section 4. Proxies. There shall be no proxies.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. All Directors must be members, to include Honorary Members, of the Corporation.

Section 2. Number, Tenure and Nullifications. The elected Directors shall number 20, of which 6 shall be Officers and the Immediate Past President. If the Immediate Past President is unable to serve, another Director shall be elected to fill his/her place. Each of the 14 elected Directors shall hold office for two full years or until such time as a successor shall be elected. In the interest of continuity, Directors shall be reelected on a staggered basis. One-half of the board shall be elected each year. No limit shall be placed on the number of years that a Director may serve. A chamber President upon leaving office may be reelected as an officer or as a member of the Board of Directors. Past Presidents who have distinguished themselves in office may be elected President Emeritus, Annandale Chamber of Commerce, if nominated and approved by a majority of the Board of Directors and approved by a majority of the membership present at a membership meeting.

Section 3. Regular Meetings. The Board of Directors shall meet once each month during the year, at a time to be designated by the President. The Board of Directors may suspend any regular monthly meetings by a majority vote of the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any four (4) Directors.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by the

most efficient / cost effective method available to each Director at his/her address as shown by the records of the corporation.

Section 6. Quorum. The attendance of seven (7) Officers and/or Directors shall constitute a quorum for the transaction of business in any regularly convened meeting of the Board

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. Termination of Office. Any Board member missing three (3) consecutive Board meetings, or more than fifty percent (50%) of the Board meetings in a six (6) month period, will automatically be removed from the Board. No formal action will be required by the Board.

In order to maintain the required number of Directors as stated in the By-Laws, the Board of Directors will elect a Director as stated in Section 8 of the By-Laws. The above Board member will be eligible for re-election.

ARTICLE V. OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, two Vice Presidents (one of which may be designated President-Elect), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable; such officers to be prescribed by the Board of Directors.

Section 2. Election and Term of Office. The Officers and Directors of the Corporation shall be elected in April and installed during the Chamber function in May or June. Officers shall be elected for a term of two years to commence in July of each year. The directors shall be elected for two-year terms with half being elected each year.

Section 3. Vacancies. A vacancy in any office because of death, resignation, or removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal Executive Officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign with any other authorized proper officer of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation. In general, he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.

Section 5. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Board of Directors shall designate one of the Vice Presidents to perform the duties of the President, and that Vice President, while under such designation, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall serve on such committees and in such capacities as may be assigned to them by the President or by the Board of Directors, and shall act as representatives of the President when requested.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts and monies due and payable to the Corporation, from any source whatsoever, and deposit all such monies in the name of the corporation in banks, trust companies, or other depositories as shall be selected.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members as required, and of the board of Directors in Annandale Chamber of Commerce By-Laws one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law and prepare and send all correspondence of the Corporation. In general, he/she shall perform all other duties as may be assigned to that Office by the President or by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Designation of Committees. Committees may be designated by resolution adopted by a majority of the Directors present at Annandale Chamber of Commerce By-Laws a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint members and chairpersons thereof.

Section 2. Selection of Nominating Committee. The Nominating Committee shall be duly appointed by the President with approval of the Board of Directors prior to March 1. The Chairman of the Nominating Committee shall be the Immediate Past President or be appointed by the President if the Immediate Past President is unavailable.

Section 3. Term of Office. Each member of every committee shall serve at the pleasure of the Board of Directors.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Officers shall be authorized to enter into contracts on behalf of the Annandale Chamber of Commerce for a sum specified by the Board of Directors.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and Treasurer when checks, drafts, or money orders are in excess of \$1,000.00 and are not in the Board approved Budget. Otherwise all checks, drafts or money orders for amounts less than \$1,000 shall be signed by the President or Treasurer, unless otherwise decided by resolution of the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII BOOK AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, as required, the Board of Directors, and the committees having any of the authority of the Board of Directors. The Secretary shall keep a record giving the names of the members entitled to vote. All books and

records of the corporation may be inspected by any member, or his/her agent or attorney, for the proper purpose at any reasonable time. Any cost incurred will be the responsibility of the member.

Section 2. At the direction of the President or the President Elect a financial review may be conducted by a qualified non-Board Chamber member selected by the President with the approval of the Board, to be completed thirty (30) days prior to the installation of officers.

ARTICLE IX DUES

Section 1. Annual Dues. Annual dues shall be established by the Board of Directors.

Section 2. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of ninety (90) days from the date due, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II-A of these By Laws.

ARTICLE X AMENDMENTS TO THE BY-LAWS

The Board of Directors, by a majority vote, can recommend to the membership an amendment to the By-Laws, and the general membership can pass on the recommendation of the Board by a vote of two-thirds of the members present. General membership shall be notified by most efficient / cost effective method available preceding the meeting.

ARTICLE XI PARLIAMENTARY PROCEDURE

The proceedings of the Corporation shall be governed by Title 13.1, Michie's Code of Virginia and Robert's Manual of Parliamentary Rules.