



BYLAWS

January 1, 2018

ARTICLE 1 INCORPORATION

1.1 NAME

The legal name is *New Kent County Chamber of Commerce, Incorporated*. It is referred to as the *Chamber*.

1.2 LEGAL ENTITY

The Chamber is incorporated under the laws of the Commonwealth of Virginia. It is organized as a 501(c)(6) nonprofit as defined in the Internal Revenue Code.

ARTICLE 2 PURPOSE

2.1 GOALS

The primary goals of the Chamber are to promote and advance the general welfare and prosperity of the businesses of New Kent County, Virginia, and to increase business and employment opportunities in the county.

2.2 OPERATION

The Chamber shall observe all local, county, state, and Federal laws that apply to 501(c)(6) nonprofit organizations. It shall be nonpartisan and shall not endorse any candidate for elective government position.

The Chamber facilitates establishing commercial, industrial, and agricultural enterprises by coordinating with New Kent County citizens and officials in a cooperative effort that promotes the county and assists businesses to locate to the county. When necessary, the Chamber conducts studies, surveys, and investigations to further these activities.

ARTICLE 3 MEMBERSHIP

3.1 ELIGIBILITY

Any business, or other entity, can apply for Chamber membership. Businesses and other entities are not required to reside in New Kent County or be licensed to do business in New Kent County. Individuals not associated with a specific business are not required to reside in New Kent County.

Any person not associated with a specific business, association, corporation, partnership, or estate having an interest in the objectives of the Chamber shall also be eligible to apply for membership. The term “entity” is used in these Bylaws to refer to any and all of the persons, associations, corporations, partnerships, or estates applying for and receiving membership in the Chamber.

Each entity can acquire one full membership in the Chamber and is entitled to designate up to three (3) persons as members with one (1) of those designated persons assigned as the voting member eligible to cast one (1) vote at all Chamber elections.

3.2 MEMBERSHIP APPLICATION

Prospective members apply for membership by completing a Membership Application form either on-line at <https://www.newkentchamber.org/> or on a paper form also available on the Chamber website. Upon submission of the membership application the member agrees to abide

by the bylaws, rules, and regulations of the Chamber. A new member is allowed to attend meetings but does not have voting privileges until dues are paid.

All membership applications, both paper and on-line, are received by the Chamber Coordinator. The Chamber Coordinator processes the applications as described in the *Member and Employee Handbook*.

3.3 MEMBERSHIP TERMINATION

There are three ways a membership can be terminated: resignation; nonpayment of dues; and misconduct.

3.3.1 Resignation

A member can resign from the Chamber by written or e-mail notice to the President. The Board President shall contact the resigned member to discuss the reason for resignation and request the member to reconsider. Resignations are automatically accepted by the Board.

3.3.2 Nonpayment of Dues

A member whose dues are 90 days in arrears can be terminated by a majority vote of the Board.

3.3.3 Misconduct

A member can be terminated by a two-thirds ($\frac{2}{3}$) vote of the Board. Criteria for termination include, but are not limited to, unlawful business or personal conduct, embarrassing or unbecoming conduct, or conduct prejudicial to the goals, aims, or repute of the Chamber.

Before a member can be terminated for misconduct the Board shall hold a hearing where the subject member is given an opportunity to explain and rectify the misconduct.

ARTICLE 4 MEETINGS

4.1 MONTHLY MEMBER MEETINGS

Monthly Chamber meetings are held on the third Tuesday of each month, beginning at 6:00 P.M., with the exception of the November voting meeting (refer to paragraph 4.5). Monthly meetings are typically held at member business locations and are coordinated by the Programs and Awards Director. The Board can change any meeting place and time by a majority vote of the Board at least one (1) month prior to the changed meeting. A monthly meeting announcement shall be distributed by e-mail to all Chamber members and posted on the Chamber website and Facebook page no later than the first day of the month in which the meeting will take place.

If a member business wants to routinely have more than three (3) representatives attend every meeting, that business shall pay an additional annual \$15.00 per extra person fee. The annual extra person fee can be changed at any time by a majority vote of the Board.

4.2 ANNUAL MEETING

The annual meeting is held the second Tuesday in November. The purpose of this meeting is to elect Officers and Board members whose terms are expiring, report on Board and committee activities for the year, scholarships and grants awarded, fundraising activities, and conduct any other business that arises. The Treasurer shall provide a financial report summary.

4.3 SPECIAL MEETINGS

Special meetings can be called by the President, by a majority of the Board, or by written request to the President by ten (10) percent of the Chamber voting members. Notice of a special meeting requires a minimum of five (5) days notice to the members and shall state the location, date, time, and purpose of the meeting.

4.4 QUORUM

All Chamber member meetings require a quorum of 25 percent of voting members for all business transactions brought to the members for decisions, including election of Officers and Board members. If there is no quorum, all decisions on transactions shall be approved by a majority vote of the Board. The Chamber Coordinator shall provide to the President a count of total current members prior to any meeting where voting will occur so the number of members required for a quorum can be determined.

4.5 VOTING

Each member entity has one (1) vote at all meetings where voting takes place. It is the responsibility of each entity to determine which person has voting rights and to notify the President in writing by letter or e-mail when that designated person is other than the person listed on the membership application.

No voting member shall be entitled to represent more than one (1) entity or have than one (1) vote unless that member is listed as the primary (voting) member for those specific entities.

ARTICLE 5 BOARD OF DIRECTORS

The Board consists of the five (5) Officers, the five (5) Directors, and the paid Chamber Coordinator as defined in Paragraph 5.8.6. The President only casts a vote when there is a tie vote on the Board. The Chamber Coordinator is a non-voting member. The number of Officers and Directors and their respective duties can only be changed by a two-thirds ($\frac{2}{3}$) vote of the Board approving the changes and by then revising this Bylaws Article.

The governance and policy-making responsibilities of the Chamber, subject to the limitations contained in these Bylaws, shall be vested in the Board. Duties of the Board include controlling the property, maintaining sound fiscal policies, and directing the affairs and activities of the Chamber.

5.1 OFFICERS

The Chamber Officers are

- President
- Vice President (President-Elect)
- Secretary
- Treasurer
- Past-President

5.2 DIRECTORS

The Chamber Directors are

- Marketing
- Member Education
- Programs and Awards
- Fundraising
- Membership

5.3 TERMS OF OFFICE

The terms of office for Officers and Directors are different. Officers are elected for a 1-year term with the term beginning on January 1st of each year. Officers can serve no more than three (3) consecutive terms either in the same position or in different positions.

Directors serve a 3-year term with the terms being staggered to ensure continuity on the Board. All terms begin on January 1st. Directors can serve only one (1) term in a specific Director position. A Director who has served a term in a Director position can serve a consecutive term in a different Director position but can serve no more than two (2) consecutive terms as a Director. After serving two consecutive terms, a Director must remain off the Board for three (3) years.

Any Officer or Director selected to fill a vacancy (refer to Paragraph 5.6) shall not have that partial term count toward term limits for that position. Term limits do not apply to the Past President.

5.4 ELECTION

Officers are elected at the annual meeting in November. Directors whose terms are expiring are also elected at the annual meeting in November. The Marketing Director and Member Education Director are elected in the same year. The following year the Fundraising Director and the Digital Media Director are elected. The third year the Programs and Awards Director is elected.

All newly elected Officers and Directors shall read before January 1st of their new term these *Bylaws*, the *Employee and Member Handbook*, and their respective position description. Any suggested updates and changes to any of these documents shall be given to the President for consideration by the Board. Minutes of previous Board and committee meetings are available from the Chamber Coordinator.

The Chamber Coordinator shall keep a list of all Officers and Directors and the date when each term begins and ends.

5.5 TERMINATION AND RESIGNATION

All Officers and Directors serve at the pleasure of the Board. An Officer or Director can be removed from the Board for cause or without cause by a two-thirds ($\frac{2}{3}$) vote of the Board.

Any Officer or Director who is absent from three (3) consecutive monthly Board meetings shall automatically be removed from their respective office. Exceptions include, but are not limited to, being confined by illness or by majority vote by the Board at the monthly meeting when the third consecutive absence occurs.

An Officer or Director can resign without notice by submitting a letter or e-mail to the President.

5.6 VACANCIES

Any vacancy on the Board caused by termination or resignation shall be filled at a special meeting called by the President. This special meeting is for the purpose of selecting a Chamber member to fill the remaining term of the position vacated and shall occur within one (1) week of the vacancy occurring. Once a prospective candidate has been selected by majority vote of the Board, the President shall immediately contact the prospective candidate to request the candidate fill the vacant position. If that candidate declines to serve on the Board, as many additional special Board meetings as required are called by the President within one (1) week of the candidate declining until the vacancy is filled.

The Chamber Coordinator shall add a notation to the list of Officers and Directors terms indicating the date the vacancy occurred, who filled the remainder of the term, and the date the term was filled.

5.7 BOARD MEETINGS

All Board meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised (RONR). The content, conversations, and discussions that take place in any meeting of the Board are confidential and shall not be revealed or discussed with anyone not attending each specific meeting, even absent Board members, without the express permission of the President.

All regularly scheduled Board meetings are held on the same date and at the same location as the monthly member meeting. These meetings begin one (1) hour prior to the member meeting and shall last no longer than one (1) hour. If more than one (1) hour is required for the monthly Board meeting, the President shall notify Board members at least three (3) days prior to that Board meeting by e-mail of the earlier start time for that specific Board meeting.

The President or any two (2) Board members can call a special Board meeting to discuss a specific issue or topic. The Board members shall be notified by e-mail or telephone call of a special meeting being called at least 24 hours prior to the meeting. Special meetings can be at a physical location or virtual by e-mail or teleconference. If a virtual meeting occurs any business conducted and voting that takes place has the same force and effect as though the Board members met in a physical location.

A quorum requires at least half the Board members be present at any Board meeting, either regular or special or physical or virtual, for business to occur and voting to take place. If a quorum is not present, discussion can occur but no business can be conducted or voting take place.

5.8 DUTIES

Detailed position descriptions for each Officer and Director are maintained by the Chamber Coordinator. Each newly elected Officer or Director shall receive a copy of their respective position description. This position description can be a paper or electronic copy.

A summary of the duties of each Board member are provided in the following paragraphs. If there are any differences between these summaries and the position descriptions, the summaries override the position descriptions.

5.8.1 President

The President chairs all Board meetings and member meetings and votes on Board motions only when there is a tie vote. The President shall be an ex-officio member of all Chamber committees with the exception of the Nominating Committee. The President automatically becomes the Past President at the end of the President's term in office.

5.8.2 Vice President (President-Elect)

The Vice President chairs all Board meetings and member meetings when the President is absent. The Vice President automatically becomes the next President when the term of the current President expires.

5.8.3 Secretary

The Secretary records and preserves the minutes for all regular and special Board meetings in an electronic file. Meeting minutes are distributed as an electronic file by e-mail for review by all Board member and approval at the next Board meeting. The Secretary also chairs the Nominating Committee (refer to paragraph 6.1).

5.8.4 Treasurer

The Treasurer has fiduciary responsibility for all Chamber funds and shall disburse funds only as authorized by the Board. Monthly financial reports (balance sheet and profit and loss sheet) are distributed as electronic files by e-mail for review by all Board members and approval at the next regular Board meeting. The Treasurer also prepares the annual Chamber budget for review and approval by the Board.

5.8.5 Past-President

The Past-President serves as the interface and communications link to state and county elected officials and to the presidents of other area Chambers of Commerce.

5.8.6 Chamber Coordinator

The Chamber Coordinator is a part-time, paid, non-voting Board member who provides administrative support to the Chamber and Board, including, but not limited to, receiving new member applications and payments, coordinating with the Marketing Director to update the member database, sending out bulk e-mails and other mailings to members, and maintaining file copies of all documents, records, invoices, and other papers created by Chamber business and other activities.

5.8.7 Marketing Director

The Marketing Director prepares press releases of Chamber activities for local newspapers and prepares all content for social media posting. All marketing programs and expenses proposed by any committee or other activity are coordinated with the Marketing Director and shall be approved by the Marketing Director before implementation and expenditure of funds. Refer to paragraph 6.4.3 for information on expenditure limitations and approval. The Marketing Director has the option to attend any and all committee meetings or other activities when event marketing is being discussed.

The Director maintains the Chamber website, Facebook and Twitter pages, and any other digital media outlets. When required, the Director also obtains contract services for technical advice and

for maintaining the Chamber website. Any expenses incurred with contract services require prior approval of the contract and expenditures by the Board.

5.8.8 Member Education Director

The Member Education Director prepares an annual survey of Chamber members to determine the needs and interest in education programs and seminars, obtains subject matter experts (SMEs) for all programs and seminars, and organizes the date, time, and place for all scheduled programs and seminars. The Director also coordinates with the Chamber Coordinator to announce any outside education programs that might be of interest to Chamber members.

5.8.9 Programs and Awards Director

The Programs and Awards Director obtains the location for all monthly Chamber meetings and arranges a guest speaker for each of these meetings. The Director chairs the Golf Tournament committee and the Awards Committee.

5.8.10 Fundraising Director

The Fundraising Director's primary responsibility is A Taste Of New Kent (ATONK) fundraiser but also maintains communication with the chairpersons for all other fund-raising functions and activities. This Director obtains a member volunteer who serves as the Assistant Fundraising Director and acts on behalf of the Director for any other fund-raising programs as designated by the Director. The Assistant Director is also nominated to fill the next 3-year term as Fundraising Director.

5.8.11 Membership Director

The Membership Director provides outreach activities to non-member businesses in New Kent County to recruit these businesses to join the Chamber. The Director coordinates with the New Kent County Commissioner of the Revenue to obtain periodic, but no less than annual, lists of businesses licensed in the county for purposes of preparing an outreach program to non-member businesses. At each monthly Board member the Director provides a list of new members that have joined the Chamber since the last monthly meeting. The Director also works with the Chamber Coordinator to ensure new member packets are prepared and sent to each new member on a monthly basis.

5.9 INDEMNIFICATION

The Chamber can, by majority vote of the Board, provide for indemnification of any and all current or former Officers, Directors, and employees against any expenses 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 to, or a party of, by reason of having been Officers, Directors, and employees of the Chamber. No indemnification will be provided for the following:

- A. When such individuals are adjudged in an action, suit, or proceeding to be liable for negligence, malfeasance, or misconduct in the performance of their duties.
- B. When, prior to being adjudged, such matters are settled by agreement predicated on existence of such liability for negligence, malfeasance, or misconduct

ARTICLE 6 COMMITTEES

In addition to the specific committees described below, each Director can establish an *ad hoc* committee of no more than three (3) Chamber members to assist in carrying out the routine and assigned duties of that Director. The applicable Director shall serve as chairperson of their respective committee. The term of any *ad hoc* committee shall not exceed the term of the applicable Director.

All committee meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised (RONR). A committee secretary shall be appointed to record committee meeting minutes and activities that shall be transcribed or kept in electronic form.

Specific committees can be established by majority vote of the Board when needed to carry out the activities of the Chamber that do not fall within the specific duties of a Director. Each of these committees established shall have a specific written goal, responsibilities, and start and end dates. The Board shall appoint a committee chairperson who then obtains sufficient Chamber members to serve on the committee. Certain committees are needed annually to perform specific functions and are listed and described in the following paragraphs.

If a committee anticipates that expenditure of any Chamber funds will be required by the committee, the committee chair shall prepare a budget and submit it to the Chamber President for review and approval by the Board. No funds can be expended or requested until the budget is approved. Any committee requiring collection or disbursement of funds shall appoint a treasurer to collect and keep all invoices, receipts, and quotes and record all finances collected and disbursed. The treasurer is also responsible for maintaining and tracking the budget against actual receipts and disbursements of funds. The committee treasurer is the primary interface with the Chamber Treasurer when requesting disbursements or transferring funds.

6.1 NOMINATING COMMITTEE

The Nominating Committee is chaired by the Chamber Secretary and is responsible for obtaining a slate of Officers and Directors to replace those whose terms are expiring. The slate shall consist of at least one (1) Chamber member for each position up for election. The Nominating Committee is also responsible for auditing and certifying the results of the election.

Before the August regular Chamber meeting, the chairperson shall obtain one (1), but not more than (2), Chamber members to serve on the Nominating Committee. The Nominating Committee members shall be announced at the August Chamber meeting, listed in the September meeting announcement, and posted on the Chamber website and Facebook page.

Directors are nominated from the members. Officers are first nominated from the current Directors. If sufficient Officer nominations are not obtained from the current Directors, then Officers are nominated from the Chamber members.

The Nominating Committee chairperson shall obtain paper copies of all position descriptions for the positions up for election from the Chamber Coordinator and shall provide each prospective candidate standing for election with a copy of the position description for their applicable position.

The slate of Officers and Directors shall be completed in time to submit it to the Board for approval with a two-thirds ($\frac{2}{3}$) vote and then to have the list of candidate names for each position included in the November regular Chamber meeting announcement.

The election of Officers and Directors takes place at the November regular Chamber meeting with the newly elected Officers and Directors beginning their terms on January 1st of the following year. The Nominating Committee shall provide a ballot box for the election. Sufficient paper ballots shall be available and one (1) paper ballot shall be provided to each voting member in attendance at the November meeting. Refer to paragraph 4.5 for voting requirements and member eligibility.

Once all voting members have voted, the Nominating Committee shall count the ballots in the ballot box. If a quorum of voting members is not present at the meeting (refer to paragraph 4.4 for quorum requirements for elections) the ballots and election results shall be given to the President so the Board can hold an immediate emergency meeting to certify the results of the election by majority vote of the Board.

The results of the election are then announced at the November meeting. The election results shall also be posted on the Chamber website and Facebook page.

6.2 FINANCIAL COMPILATION COMMITTEE

A Financial Compilation Committee shall be appointed by the President and shall consist of three (3) Chamber members. The Treasurer cannot serve on the Financial Compilation Committee but shall provide all financial reports, bank statements, invoices, receipts, charge card statements, and the Chamber checkbook to the Financial Compilation Committee chairperson.

The Financial Compilation Committee shall review all information provided by the Treasurer, verifying, as a minimum, there are no errors in the financial statements and reports, that all checks written have two signatures, there is an invoice or receipt for each disbursement, and that the checkbook balances. The financial compilation begins in January and shall be completed by the last business day in February. Detailed procedures and checklist forms for conducting the financial compilation are provided in the *Employee and Member Handbook*.

No later than one (1) week before the March Board meeting, the chairperson submits the financial compilation report to the President for Board review and approval by majority vote. If there are any significant discrepancies in the compilation report, the Board has the option to investigate the discrepancies or hire a CPA to conduct a formal compilation.

6.3 AWARDS COMMITTEE

The Awards Committee is chaired by the Programs and Awards Director. This director shall obtain at least one (1), but not more than two (2) Chamber members to serve on the Awards Committee. The committee shall establish an online nomination and voting option that is available to all county citizens for a period of at least 30 days. Once nominations and voting have closed, the committee shall review the information provided and select final award nominees. The Programs and Awards Director shall contact the New Kent County Commissioner of the Revenue to ensure that each of the final nominees is in good standing with the county and that each nominee is licensed to do business in New Kent County. Final nominees shall be presented to the Chamber Board for approval by majority vote.

6.4 MEETINGS AND RESPONSIBILITIES

6.4.1 Committee Meetings

Committee meetings are called by e-mail or telephone call by the committee chairperson at a place and time specified by the chairperson with at least 48 hours notice. The Chamber President

can also call a meeting of any of the standing or *ad hoc* committees. No action, commitment, or communication by a committee chairperson or member shall be binding upon the Chamber until submitted to and approved by majority vote of the Chamber Board.

6.4.2 Quorum

A quorum is required for a committee to conduct business and vote on decisions made. A majority of committee members constitutes a quorum for committees with nine (9) or fewer members. Five (5) committee members constitute a quorum for any committee with more than nine (9) members.

6.4.3 Functions and Responsibilities

Each committee shall prepare a budget and submit it to the President for approval by the Board before any business is conducted by the committee. After a committee chairperson receives an approved budget from the Board, the chairperson is authorized to request expenditure of funds from the Chamber Treasurer of up to, but not including, \$100.00 by presentation of an invoice or quote before the expenditure or presentation of a receipt after the expenditure. A request for any expenditure of \$100.00 or greater is given to the Chamber President for discussion by the Chamber Board. A majority vote of the Board members is required to authorize expenditures of \$100.00 or greater.

Each committee chairperson shall appoint a committee member to serve as secretary of the committee. The secretary shall record and document the minutes of each meeting and provide a copy to each committee member at the next committee meeting. At the same time, a copy of each meeting minutes shall also be delivered by paper copy or e-mail to the Chamber President who shall report the minutes to the Board at the next Board meeting.

The committee chairperson can serve as committee treasurer or appoint a committee member to serve as treasurer. The treasurer shall track all expenditures against the approved budget and shall maintain copies of all quotes, invoices, and receipts with a detailed record of all expenditures. All treasurer records and documentation shall be given to the President within 30 days of dissolution of the committee.

All proposed marketing and outreach activities for any and all events for which each committee is responsible shall be coordinated with the Marketing Director for review and approval prior to expenditure of funds and implementation.

ARTICLE 7 FINANCES

The Chamber fiscal year is from January 1st through December 31st.

The Treasurer has fiduciary responsibility for all funds received by the Chamber and all funds expended and shall keep permanent and accurate and up-to-date records of all funds received and disbursed.

7.1 ANNUAL BUDGET

The Treasurer prepares the annual budget. The proposed budget is distributed by e-mail to all Board members for review no later than one (1) week before the January Board meeting. At the January Board meeting the Board reviews the annual budget. A majority vote by the Board is required to approve the budget.

7.2 RECEIPTS

All moneys received by an Officer, Director, or committee chairperson shall be immediately (within 24 hours) given to the Treasurer for deposit in a general operating fund unless a specific reserve fund has been established for those moneys. The Board by majority vote can establish specific reserve funds when requested by the Treasurer. There are two sources of funds: member dues; and, fundraisers.

7.2.1 Member Dues

The annual dues for each entity are \$100.00 and are due on January 1st of each calendar year. The Treasurer mails an invoice to all members in December. Non-paying members are sent invoices for three consecutive months before being dropped from membership. If a member renews after April 1st, there is a \$25.00 re-signing fee added to the annual amount due.

New members joining the Chamber during the calendar year shall pay \$100.00 unless these new members join on or after July 1st of the calendar year. Members joining on or after July 1st shall pay \$50.00 for the remainder of the year. Members joining in November or December shall pay \$100.00, which includes dues for the remainder of the year and the following calendar year.

If a member business wants to routinely have more than three representatives attend every meeting, that business can pay an additional annual fee of \$15.00 per extra person.

7.2.2 Fundraisers

All moneys received from Chamber fundraisers are given to the committee chairperson responsible for the applicable fundraising activity. The chairperson has the committee treasurer record the receipt of funds and gives the money to the Chamber Treasurer for deposit.

7.3 DISBURSEMENTS

All disbursements are made by check and require two (2) signatures: Treasurer; and, President. The Treasurer shall properly document all disbursements. There are three types of disbursements: budgeted items; non-budgeted items; and donation requests. The Treasurer does not maintain a petty cash fund. If a petty cash fund is needed the Treasurer shall present the reason and the amount of the fund to the Board for approval by a majority vote.

7.3.1 Budgeted Items

Upon approval of the annual Chamber budget by majority vote of the Board, the President is authorized to make, or authorize the Treasurer to make, disbursements on accounts and expenses provided in the budget without additional approval of the Board.

7.3.1 Non-budgeted Items

Any expenditure not included in the approved annual budget that exceeds \$100.00 requires approval by a majority vote of the Board.

7.3.3 Donation Requests

Requests for donations are delivered to the President for presentation to the Board at the next Board meeting. All donations must be within the stated goals and mission of the Chamber and require a majority vote by the Board. Approval of any donation is contingent on availability of funds. Any donation request that does not fulfill the goals and mission of the Chambers shall not be approved and shall be returned to the requester with a letter signed by the President explaining

the reason the donation is not approved. No Chamber funds for donations can be distributed to a Chamber member; but, instead must go directly to the requesting organization.

7.4 BONDING

When deemed necessary by a majority vote of the Board, the President, Treasurer, and any Chamber employee designated by the Board shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE 8 DISSOLUTION

Dissolution of the Chamber requires a two-thirds ($\frac{2}{3}$) vote of approval by the Board. On dissolution of the chamber, any funds remaining shall be distributed to one or more IRS Section 501(c)(3) non-profit organizations. This distribution of funds requires a majority vote of the Board.

ARTICLE 9 BYLAWS AMENDMENTS

These Bylaws can be amended by a two-thirds ($\frac{2}{3}$) vote of the Board or, at the discretion of the Board, by a two-thirds ($\frac{2}{3}$) vote of voting Chamber members. All proposed amendments to the Bylaws shall be included in the monthly meeting announcement for the month in which the amendments will be voted upon by voice vote.

Any voting member can submit to the President proposed amendments to the Bylaws. These proposed amendments shall be submitted in writing at least ten (10) days prior to the regular monthly meeting at which the amendments will be voted upon. A two-thirds ($\frac{2}{3}$) vote of the Chamber voting members present at the meeting is required to approve any amendment submitted by a Chamber voting member. If a voting member quorum is not present, the Board shall line item approve or disapprove the proposed amendments by two-thirds ($\frac{2}{3}$) vote.

All changes to the Bylaws shall be documented on the Bylaws Record of Revisions page.

BYLAWS RECORD OF REVISIONS

| DATE | DESCRIPTION |
|-------------|---|
| 09/09/2008 | Adopted by the Board of Directors. |
| 10/31/2017 | Completely reorganized and rewritten by the Bylaws Rewrite Committee. |
| | |