



BYLAWS

March 2, 2021

ARTICLE 1 INCORPORATION

1.1 NAME

The legal name is *New Kent 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 and advancing commercial, industrial, and agricultural enterprises by coordinating with New Kent County officials, specifically the Economic Development Authority and Director, businesses, and citizens 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 the Chamber website 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

The Board establishes the Chamber member meeting schedule for the year at the January Board meeting. At least one (1) Chamber member meeting shall be held each month, with the exception of the following meetings:

- A. There is no member meeting in a month in which the Economic Development Authority (EDA) holds a business appreciation dinner.
- B. There is no member meeting in a month in which there is a major Chamber fundraising activity such as the A Taste of New Kent wine festival.
- C. The December meeting is replaced by a holiday social event.

Monthly meetings are typically held at member business locations and are coordinated by the Programs and Awards Director who arranges a guest speaker for each meeting. The President can change any meeting place, date, and time with notice given 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 fee for each extra person. The annual extra person fee is set by a majority vote of the Board at the January Board meeting and can be changed at any time by a majority vote of the Board.

4.2 ANNUAL MEETING

The annual meeting is held 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, 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 more 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. All Directors and Officers are voting Board members except 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 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.

Ex officio, non-voting members can be recommended by any Board member for appointment to the Board to perform specific activities. *Ex officio* board members must be a Chamber member in good standing, have specific responsibilities and specific start and end dates documented. A majority vote of the Board is required to appoint any *ex officio* member to the Board.

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 except by an annual two-thirds ($\frac{2}{3}$) vote of the Board with the Officer being considered for a term extension not voting.

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 except by a two-thirds ($\frac{2}{3}$) vote of the Board with the Director being considered for a term extension not voting. A Director who has served a term in a Director position can serve a term in a different Director position.

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 Membership 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 *Member and Employee 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 can be removed from their respective office by a majority vote of the Board. 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

5.7.1 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.

A Board meeting shall be held in each month in which there is a member meeting (refer to paragraph 4.1 for months in which there is no member meeting). These Board meetings are held at a place, date, and time determined by majority vote at the Board Orientation Meeting held in January (refer to paragraph 5.7.2). The Board can select a set place, date, and time for all monthly meetings or vary it month-to-month as long as the Board meeting is held each month before the monthly member meeting date specified in Article 4 Meetings. The President can change any meeting place, date, and time with notice given at least one (1) month prior to the changed meeting. Board members unable to attend a Board meeting in person can attend via teleconference.

5.7.2 January Board Orientation Meeting

The newly elected President shall call an orientation meeting of all Board members to be held during the first two (2) weeks of January. The purpose of this meeting is to set the expectations

of the new President and to set the agenda and goals for the year. The place, date, and time of this orientation meeting shall be agreed to by all Board members and attendance is mandatory.

5.7.3 Special Board Meetings

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.

5.7.4 Quorum

A quorum requires at least half the Board members be present in person or by teleconference 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.

The duties listed in a position description can only be changed with agreement of the President and the Officer or Board member responsible for fulfilling the duties in that position description. 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 coordinate with the Treasurer to prepare the annual Chamber budget and shall be an *ex-officio* member of all Chamber committees with the exception of the Nominating Committee. The President meets monthly, unless a meeting date and time cannot be arranged, with the Economic Development Director with the meeting occurring prior to that monthly Board meeting so that the President can report Economic Development activities to the Board. 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 attends the monthly meeting with the Economic Development Director when the schedule of the Vice President allows attendance at the meeting. The Vice President automatically becomes the next President when the term of the current President expires unless the President is elected to another consecutive term in which case the Vice President continues as the Vice President.

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 (expenditures and deposits) are distributed for review and approval by all Board members at the next regular Board meeting. The Treasurer also prepares the annual Chamber budget, in coordination with the President, 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 contractor, 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 also organizes other member meetings such as morning or evening networking events. The Director chairs 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 resident in or doing business 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 meeting 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 who is responsible, before the August Chamber member meeting, for obtaining one (1), but not more than two (2), Chamber members to serve on the Nominating Committee. The Nominating Committee members are announced at the August Chamber member meeting. The committee obtains a slate of Officers and Directors for the November Chamber member meeting election to replace those whose terms are expiring. The slate shall consist of at least one (1) Chamber member for each position up for election. This slate shall be presented to the Chamber Board no later than the October Board meeting and shall be approved by a two-thirds ($\frac{2}{3}$) vote. The Nominating Committee is also responsible for auditing and certifying the results of the election held at the November Chamber member meeting. The election results shall also be posted on the Chamber website and Facebook page. Details of the Nominating Committee procedures are provided in the *Member and Employee Handbook*.

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 make expenditures of funds up to the limit of each line item in the budget. Any potential single item expenditure of \$100.00 or greater requires a quote be obtained before that expenditure is made or committed. Any contract for an expenditure requires the signature of the President before committing to the expenditure. Any expenditure that results in exceeding the line item budget is given to the Chamber President for discussion by the Board. A majority vote of the Board members is required to authorize these expenditures.

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 in coordination with the President. 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 established by a majority vote of the Board in December for the following year and are due on January 1st of each calendar year. The Treasurer mails an invoice to all members in December. Non-paying members shall be notified for three consecutive months before being dropped from membership. If a member renews after April 1st, a re-signing fee, established by the Board in the December meeting, is added to the annual amount due.

New members joining the Chamber during the calendar year shall pay the established annual dues unless these new members join on or after July 1st of the calendar year. Members joining on or after July 1st shall pay half the annual dues for the remainder of the year. Members joining in November or December shall pay the established annual dues, 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, as established by the Board at the December meeting, 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

With the exception of when a Chamber credit card is used, all disbursements are made by check. The Treasurer is authorized to sign and issue a check for any approved expense. In the absence of the Treasurer or when the Treasurer is unable to sign and issue a check, any other Officer is authorized to sign and issue a check. 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 needs to be established, the Treasurer shall present the reason and the amount of the fund to the Board for approval by a majority vote. All expenditures from a petty cash fund shall be supported by receipts containing the name of the person making the expenditure and the date, amount, and reason for the expenditure. The Treasurer shall balance on the last business day of each month the cash on hand in the petty cash account with expenditure receipts.

Spending limits and disbursement authorizations are described in paragraphs 7.3.1 through 7.3.3.

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 by a two-thirds ($\frac{2}{3}$) vote of voting Chamber members at a meeting where a quorum has been determined. All proposed amendments to the Bylaws shall be sent to the members in a Constant Contact e-mail including the original text and the proposed changes. Members shall be given five (5) business days to provide comments to the President after which time the Board may vote on the amendments. Any voting Chamber member can request a copy of the proposed changes and provide comments to the President to be read to the Board at the meeting in which the proposed changes will be voted upon.

Any voting member can submit to the President proposed amendments to the Bylaws. These proposed amendments shall be submitted in writing and then shall be sent to the members as stated in the above paragraph with five (5) business days allowed for comments. Voting and approving Bylaws amendments proposed by Chamber members is the same as described in the previous paragraph.

Other than grammatical and spelling corrections, 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.
01/01/2018	Completely reorganized and rewritten by the Bylaws Rewrite Committee.
03/26/2018	Change name of Chamber from New Kent County Chamber of Commerce to New Kent Chamber of Commerce to agree with legal name as filed with the IRS and Commonwealth of Virginia.
01/19/2019	Add ability to appoint <i>ex officio</i> Board members. Add requirement for the newly elected President to call a January orientation meeting. Change monthly Board meetings from the day of the monthly general meeting to a day and time determined by the Board at the January Board meeting.
05/08/2019	Update the schedule of monthly member meetings to show no meeting in May and December and clarify the November meeting is the annual election meeting. Remove scholarships from the annual report at the November meeting. Remove the requirement to list Board member duties in the Bylaws. Remove the requirement to have a Board meeting in months when there is no member meeting and give the President the authority to determine the date, time, and place of Board meetings. Clarify that any Board member position description only requires the approval of the President and the applicable Board member. Clarify when Board approval is required for budgeted and non-budgeted expenditures.
03/02/2021	Clarify relationship to the county Board of Supervisors and Economic Development Authority. Remove specific references to website addresses, dues amounts and other fees, meeting dates. Clarify voting Board members, add flexibility to Board term limits, replace automatic removal of absent Board members with a Board vote, add teleconference as an option for Board attendance, add the requirement that the President, and optionally the Vice President, meet monthly with the county Economic Development Director, change the Treasurer reporting requirements at Board meetings, add networking events to the responsibilities of the Programs and Awards Director, remove Nominating Committee procedures and reference the procedure in the <i>Member and Employee Handbook</i> , and make the voting for member submitted bylaws changes the same as Board initiated changes.

DATE	DESCRIPTION
03/02/2021	<p>Change from a two-signature check signing requirement to a one-signature check signing requirement. Allow any other Officer to sign checks in the absence of the Treasurer. Add requirements for maintaining a petty cash fund should one be established.</p> <p>Delete erroneous text from the voting requirements for the Board of Directors to amend the Bylaws. Add and define a member review period for Bylaws amendments proposed by the Board of Directors and change the review period for Bylaws amendments submitted by a Chamber member from 10 days to 5 days to be consistent with the review period for amendments proposed by the Board of Directors.</p>