

**WOMEN'S DIVISION
HAMPTON ROADS CHAMBER OF COMMERCE CHESAPEAKE**

BYLAWS

Article I

The name of this organization shall be "Women's Division of the Hampton Roads Chamber of Commerce, Chesapeake."

Article II – Purpose

The purpose of the Women's Division of the Hampton Roads Chamber of Commerce, Chesapeake, shall be to encourage and motivate women to participate, through the Women's Division and through Hampton Roads Chamber of Commerce, Chesapeake in activities which promote business; to promote a stronger bond of partnership between the members engaged in these two bodies; and to build a better community by promoting cultural, educational, and civic activities.

Article III – Membership

Section 1. Any person of good character and standing who is a resident of or who is engaged in business, government or a profession in Chesapeake or the surrounding area shall be eligible for membership.

Each candidate for membership shall be endorsed by a current member and have their name presented in writing to the membership committee for consideration and recommendation. The committee chair shall present candidates' names to the Board of Directors, who shall approve or reject by voice vote of a quorum.

Article IV – Dues

Section 1. Annual dues for all members shall be twenty-five (\$25.00) dollars per year, payable prior to March 1 of the current year. Members who fail to pay dues within thirty (30) days from the due date shall be subject to suspension.

The Treasurer shall mail to any members whose dues are in arrears, a copy of this section of the By-laws together with a statement of account. Any member who has not paid prior to May 1 shall have her name removed from the membership roll.

Dues notices to the membership shall be placed in the "Shipmate" annually in the month of January. New members joining between January-June shall pay the full year's dues of twenty-five (\$25.00). Members joining July-December will pay prorated dues of fifteen (\$15.00).

Membership cards shall be issued to each member upon payment of dues.

Dues for the upcoming year received in January should be designated for the upcoming year's budget.

Article V – Board of Directors

Section 1. The governing body of the Women's Division of the Hampton Roads Chamber of Commerce, Chesapeake shall be its Board of Directors.

Section 2. The Board of Directors shall consist of the Executive Committee, Committee Chairs, the immediate past president, and a Chaplain and Parliamentarian.

Section 3. Monthly meetings of the Board of Directors shall be held the first Wednesday of each month at a time and place selected by the Board. Cost of any meal involved shall be the responsibility of individual Board members.

Section 4. Attendance at all Board of Directors meetings and all membership meetings is obligatory. Roll call shall reflect the attendance as present, excused or unexcused for each Board member. Notice given to any designated Board member prior to any meeting of intended absence shall constitute an excused absence. Absence of a Board member from any meeting without prior notice shall constitute an unexcused absence. Absence from three (3) consecutive Board meetings without excuse shall be considered equivalent to a resignation and the Board may declare a vacancy in such office. A letter advising of this action, along with a copy of this section of the By-laws shall be sent by the Corresponding Secretary to said Board member by certified mail.

Section 5. Should circumstances result in a reduction in Board membership, any such vacancies shall be filled by Board appointment. The duration of the appointee's term shall be no longer than the completion of that two- year term, thus leaving the appointee qualified for nomination to the Board of Directors in the upcoming election.

Section 6. Special meetings of the Board of Directors may be called by the President or by any five (5) members of the Board of Directors.

Section 7. A quorum of the Board shall consist of two-thirds (2/3) of the voting members present at a regular or called meeting of the Board of Directors.

Article VI – Executive Committee

Section 1. The Executive Committee of the Women's Division of the Hampton Roads Chamber of Commerce, Chesapeake shall be President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and Assistant Treasurer and they shall be elected as provided in Article IX, Section 2.

Section 2. OFFICERS' DUTIES

PRESIDENT: The President shall preside at all Board of Directors and all membership meetings of this body and shall perform such duties as commonly pertain to this office. The President shall be an ex-officio member, without vote, of all committees except Nominations and Audit Committees and shall be notified of all meetings.

The President shall annually conduct an orientation for all members of the Board of Directors prior to the March Board meeting. The orientation shall include an overview of the By-Laws and Policies of the organization as well as key dates for the upcoming year.

At the end of her term, the President shall pass her notebook to the incoming President for reference during her term of office. Upon installation of the next President, the notebook will be placed in the Wallace Room at the Chesapeake Public Library in Great Bridge with history from 1967 to present.

The President shall be a member of Hampton Roads Chamber of Commerce, Chesapeake, Board of Directors, with such powers, duties, and privileges as granted by that body.

FIRST VICE PRESIDENT: The First Vice President shall preside in the absence of the President should the President's chair become vacant. The First Vice President shall fill the unexpired term and shall assume all responsibilities of the President. The First Vice President shall assume all administrative duties encompassed in the section of the Outstanding Woman of the Year of Chesapeake, including providing ballot and biographical information for each nominee to the Communications Committee Chair, and shall appropriately honor her at the Annual Banquet.

SECOND VICE PRESIDENT: The Second Vice President shall fill the office of the First Vice President should that office become vacant. The Second Vice President shall serve as Chairman of the Programs Committee and shall determine programs for all meetings.

RECORDING SECRETARY: The Recording Secretary shall record the minutes of all Board of Directors, membership and special meetings of this body. In addition, the Recording Secretary shall call the roll for the members of the Board of Directors at all such meetings and record the results as part of the minutes. Copies of the minutes shall be sent to the President at least five (5) days before the next meeting.

CORRESPONDING SECRETARY: The Corresponding Secretary shall conduct the correspondence of this body as directed by the President. She shall obtain a minimum of three (3) bids for the printing of one official letterhead and envelopes and shall be responsible for ordering, obtaining and distributing same as needed by Board members. She shall annually submit an estimated budget to the Budget Committee prior to March 20. The Corresponding Secretary shall be responsible for annually preparing and mailing ballots to the membership for election of officers and members of the Board of Directors.

TREASURER: The Treasurer shall maintain records of the accounts of the Women's Division of the Hampton Roads Chamber of Commerce, Chesapeake and shall make disbursements according to the budget. Any other expenditure shall be authorized by the Board of Directors. The Treasurer shall serve as Chairman of the Budget Committee. The Treasurer shall prepare and submit an Annual Budget to the Board of Directors at the April Board of Directors' meeting.

The Treasurer shall be bonded by a bonding company whose agent is a member of Hampton Roads Chamber of Commerce, Chesapeake, if available. The Treasurer shall make financial books and records available for audit as required by the bonding company. The Treasurer shall keep a membership roster that includes addresses and electronic addresses if provided by members.

All funds shall be deposited in the accounts of the Women's Division of the Hampton Roads Chamber of Commerce, Chesapeake and shall be deposited in a Chesapeake bank.

ASSISTANT TREASURER: The Assistant Treasurer shall be responsible for receiving monies from the Hospitality Chairman at all meetings, including the annual meeting, and forwarding such funds to the treasurer. She shall serve as a member of the Hospitality Committee and Budget Committee. The Assistant Treasurer shall assume such other duties as determined by the Board of Directors.

Article VII – Terms of Office

The President, First Vice President, and Second Vice President are to be elected for a term of one (1) year and are not eligible for reelection to the same office the following year. They shall have previously served on the Board of Directors.

The Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer may serve two (2) consecutive terms of office for one (1) year each. The Treasurer shall have previously served on the Board of Directors.

Article VIII – Committees

The Standing Committees of this body shall be By-laws, Communications, Community Service, Cultural, Education, Historical, Hospitality, Local Government, Membership, Public Relations, Telephone, and Ways and Means. The chairs of these committees shall be appointed by the President prior to the March Board of Directors' meeting, with the exception of the By-Laws Committee Chair which will be filled by the immediate past President. Each Committee Chair shall hold one (1) planning meeting prior to the May Board meeting.

Duties of these committees are set forth in the Policies of the Women's Division for the Hampton Roads Chamber of Commerce, Chesapeake.

Terms of Office: The term of office for each member of the Board of Directors, except the Executive Committee and the immediate Past President, shall be two (2) years. Six of the members of the Board of Directors shall be elected in even years and six in odd years and shall assume office immediately following the February installation of officers. The positions of Chaplain and Parliamentarian may be reappointed for a second one-year term.

After a two (2) year term, a director of the Board of Directors shall be ineligible for reelection to the Board for at least one (1) year. The exception shall be a director moving into an officer position. A retiring officer must leave the board for at least one (1) year before returning to the board in an elected or appointed position.

Article IX – Nominations and Elections

Section 1. At the September Board of Directors meeting the Board shall appoint the First Vice President to serve on the Nominating Committee. Two additional members shall be elected by and from the membership at the September membership meeting. Notification of this agenda item shall be included in the September newsletter.

Section 2. On or before the twentieth (20) day of October, annually, the Nominating Committee shall report the slate of nominations for officers and directors to the Corresponding Secretary. The Corresponding Secretary shall prepare a slate of nominees' names in alphabetical order for presentation to the Board of Directors at the November Board meeting for approval by the Board. The slate may be accompanied by a brief biographical sketch of each nominee that includes nominees' addresses, clubs, and community activities and/or qualifications for a position on the Board of Directors.

Upon approval by the Board of Directors, the ballot shall be included in the November newsletter to the membership with notice to members of their right to add to the list of nominations. Members may return their sealed ballot to the First Vice President prior to the November membership meeting or may cast their sealed ballots at the membership meeting. The ballots shall be counted by the First Vice President and two Board Members to be appointed by the President.

Results of the election shall be recorded in the minutes of the November membership meeting.

Article X – Membership Meetings

Section 1. Five (5) meetings shall be held during the year. The March, May, September and November meetings shall be held on the third Thursday at a dinner meeting unless otherwise determined by the Board of Directors. Location of dinner meetings shall be determined by the Hospitality Chairman in cooperation with the Program Chairman. The February meeting shall be the Annual Banquet Meeting. It shall include the installation of new officers, Board of Directors and recognition of "Woman of the Year." The date of this meeting shall be determined by the Board of Directors.

Section 2. A quorum shall be 25% of the membership.

Article XI – Amendments

These By-laws may be amended by a two thirds (2/3) affirmative vote of members in attendance at any regular or special meetings provided written or electronic notice has been given to the membership prior to the meeting.

Article XII – Vacancies, Executive Committee

The Board of Directors shall have the power to fill any vacancies on the Executive Committee except the offices of President and First Vice President. In the event that the office of President becomes vacant it shall be filled by the serving First Vice President. In the event that the office of First Vice President becomes vacant, or the First Vice President assumes the office of President, the Second Vice President shall fill the office of First Vice President. A nominating committee of three (3) Board members shall be appointed by the President to select a sitting Board member to fill the vacated office of Second Vice President. Election shall be by a quorum of the Board of Directors. The newly elected Second Vice President shall serve the balance of the unexpired term.

Article XIII – Reimbursable Expenses

Meals expenses shall be reimbursed by the Women’s Division for the President or her designee if she is representing the Women’s Division at an event. All other expenses shall be the responsibility of the President or her designee.

Article XIV

The Rules of Order for this organization shall be “Robert’s Rules of Order.”

Article XV– Selection of Outstanding Woman of the Year

The “Outstanding Woman of the Year” shall be selected annually by nomination and vote of voting members. Any person of good character and standing who is a resident of or who is engaged in business, government or a profession in Chesapeake shall be eligible for nomination. Nominations shall be submitted to the First Vice President on or before the twentieth (20th) of October annually. Nominees will be notified by the First Vice President and asked to attend the November membership meeting as guests of the Women’s Division. The First Vice President is responsible for preparing the ballot of nominees for distribution to the membership with the November edition of the “Shipmate.” The ballot shall include a resume of each nominee. Members may return their sealed ballot to the First Vice President prior to the November membership meeting or may cast their sealed ballots at the membership meeting. The ballots shall be counted by the First Vice President and two Board Members to be appointed by the President. Following the counting of the sealed ballots, the nominee receiving the greatest number of votes shall be named “Outstanding Woman of the Year.” The ballots will be counted after the November membership meeting. The announcement should be made no sooner than the following day, but after the nominees have been notified.

Changes submitted to the Board of Directors, September, 2010; presented to full membership at November 2010 meeting, and approved by vote of full membership at that meeting.

Bylaws Committee:
Linda Daniels, Chair
Betty Barrett
Kelli Gower Jordan
Jeanette Whitfield
June Vinson