

**BY-LAWS OF THE
DEMOCRATIC BUSINESS COUNCIL OF NORTHERN VIRGINIA**

***Article One
Membership***

Section 1. Eligibility. There shall be one class of membership of the Democratic Business Council of Northern Virginia (the “Corporation”) which shall be open to all persons eighteen (18) years of age or older who are residents of, work in, or have business interests in the following Counties: Arlington, Fairfax, Loudoun, Prince William, and Stafford or the following Cities: Alexandria, Fairfax, Falls Church, Fredericksburg, Manassas, and Manassas Park. The Board of Directors shall have the authority to establish additional criteria for membership and to waive geographic criteria in appropriate individual circumstances.

Section 2. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors which shall include a certification that the applicant agrees to abide by the By-Laws of the Corporation. The application shall include the applicant’s name, address, occupation, employer (if any), and employer’s location. The prospective member shall submit dues payable for the current year with the application. If membership is not approved, the dues shall be returned to the applicant.

All applications are to be filed with the Secretary, referred to the Board of Directors, and approved by the Board of Directors if the applicant meets all membership criteria established pursuant to these by-laws. The Board of Directors shall have the right to delegate to the Membership Committee the authority to approve and disapprove membership applications in accordance with the membership criteria established pursuant to these by-laws.

The Secretary shall be responsible for providing to the Treasurer the name and contact information for each approved member. The Treasurer shall be responsible for maintaining and making available to the Board of Directors a current membership list and for collecting membership dues.

Section 3. Voting. Each member shall have one vote at any membership meeting at which he or she is present. Proxy voting, voting by Internet, mail, and/or email may be permitted subject to such terms and conditions as determined by the Board of Directors. No member may vote whose dues are not paid for the current year.

Section 4. Dues and Membership Status. Annual dues shall be paid to the Corporation by January 1 for the year starting that January 1. The amount of the dues shall be determined by the Board of Directors. Dues obligations are considered a debt to the Corporation and they become incurred on January 1.

No person shall be a member in good standing or be entitled to any right or privilege of membership who is in default in the payment of his or her dues and during any period of lapsed membership.

A membership will be considered as lapsed if dues are not paid by January 1 and such membership shall be automatically terminated if such member's dues remain unpaid as of March 1 following the January 1 due date; however, the Board may grant an additional thirty (30) days of grace to delinquent members in meritorious cases. Terminated members may reapply for membership once all unpaid dues have been paid.

Section 5. Resignation. Any member in good standing may resign from the Corporation upon written notice to the Secretary. A resigned member shall remain responsible for any debt to the Corporation.

Section 6. Expulsion. Any member may be expelled by a motion passed by two-thirds (2/3) of the members of the Board of Directors. Such member shall be notified in writing of the intent of the Board to consider her or his expulsion and shall be provided an opportunity for a hearing before the Board within thirty (30) days of such notice and prior to the vote of the Board on the matter of expulsion.

Article Two *Meetings*

Section 1. Annual Meeting. The annual membership meeting shall be held in Northern Virginia in January of each year at the beginning of the Corporation's monthly breakfast meeting. Written notice of the annual membership meeting shall be mailed or emailed to all members in good standing at least fifteen (15) days prior to the date of the meeting. Failure of notice shall not preclude holding the meeting so long as the annual meeting is mentioned in promotional materials for the January breakfast meeting, individual notice to all members is attempted via contact information provided by the member, and actual notice is provided to at least two-thirds (2/3) of members. There shall be no quorum requirement for the annual membership meeting.

Section 2. Special Meetings. Special membership meetings may be called by the President or by a majority of the members of the Board of Directors; and shall be called by the Secretary upon the receipt of a petition signed by one-fifth (1/5th) of current members. Written notice of such a meeting shall be mailed or emailed by the President or the Secretary at least ten (10) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and specify that no other business shall be transacted. The quorum for special membership meetings shall be fifty-one percent (51%) of the members holding votes entitled to be cast at such meeting.

Section 3. Date, Time and Location of Meetings. All meetings of the Corporation, whether of the membership or the Board of Directors, shall be held within Northern Virginia at such place, date, and time as may be designated by the person or persons authorized herein to call such a meeting.

Article Three
Officers and Directors

Section 1. Officers. The officers of the Corporation shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The officers shall serve in their respective capacities both with regard to the membership and its meetings and the Board of Directors and its meetings. The officers shall be elected by the members. Officers who are not Elected Board Members shall serve as *ex officio* Directors with the same rights and responsibilities of the Elected Board Members.

The **President** shall serve a two-year term commencing at the annual meeting in January, preside at all meetings of the membership and of the Board of Directors, and perform such other duties as are incident to his or her office or are properly required of her or him by the Board of Directors. The President shall establish committees (including at least a Nominations Committee, Program Committee, Membership Committee, Technology Committee, and Finance Committee) appoint all Committee Chairs and members, shall oversee all committees, and be an *ex officio* member of all committees. The President shall have the authority to select and supervise the activities of an Executive Director so long as funding for the Executive Director position is included in the budget or the Executive Director's compensation is approved by the Board of Directors. The President shall also have the authority to terminate an Executive Director.

At the end of the President's two-year term, the President shall automatically succeed to the position of **Immediate Past President** for a two-year term. The Immediate Past President shall be an *ex officio* member of all committees.

The **President-Elect** shall exercise the authority of the President in his or her absence and perform such other duties as may be assigned to her or him by the President or the Board of Directors. The President-Elect shall be an *ex officio* member of all committees. At the end of the President's two-year term, the President-Elect shall automatically succeed to the position of President for a two-year term.

The **Secretary** shall serve a two-year term commencing at the annual meeting in January and shall be responsible for recording the minutes of the membership and Board of Directors meetings, maintaining the membership list with contact information, and maintaining such other records as may be required of him or her by the President or the Board of Directors. She or he shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, and perform such other duties as are incident to his or her office or are properly required of her or him by the President or the Board of Directors. Certain of these functions may be, with the concurrence of the President, delegated to the Executive Director or Committee members with oversight and continuing responsibility of the Secretary.

No person shall serve as Secretary for more than three consecutive terms.

The **Treasurer** shall serve a two-year term commencing at the annual meeting in January and shall collect and receive all monies due or belonging to the Corporation. She or he shall deposit the same in the name of the Corporation in a financial institution designated by the Board of Directors. His or her books shall at all times be open to inspection by the Board of Directors and she or he shall report to the Board of Directors on a monthly basis and at every Board of Directors meeting the condition of the Corporation's finances and every item of receipt or payment not before reported. At the annual membership meeting, the Treasurer shall render an account of the condition of the Corporation's finances.

Moreover, the Treasurer will assist the President in recommending an annual budget to the Board of Directors. At the direction of the President or the Board of Directors, the Treasurer shall oversee and report on an audit and/or review of books. The Treasurer shall perform such other duties as are incident to her or his office or are properly required of him or her by the President or the Board of Directors.

Certain of these functions may be, with the concurrence of the President, delegated to the Executive Director or Committee members with oversight and continuing responsibility of the Treasurer.

No person shall serve as Treasurer for more than three consecutive terms.

Removal. Any officer may be removed by a motion passed by three-quarters (3/4) of the members of the Board of Directors. In the event of the removal of the President, the President-Elect shall serve the remainder of the President's term. In the event of the removal of the President-Elect, Treasurer or Secretary, the remaining Directors shall elect a successor by a majority vote.

Section 2. Board of Directors. The Board of Directors of the Corporation shall be composed of the President, President-Elect, Immediate Past President, Secretary, and Treasurer of the Corporation and 12 additional members (the "Elected Board Members") elected by the membership. Only members of the Corporation in good standing shall be eligible to serve on the Board of Directors. All Elected Board Members shall serve until they are duly succeeded. Directors shall serve without compensation.

Directors shall serve for three-year terms commencing at the January annual meeting after their election, with terms staggered so that five Directors are elected each year.

No Director may be elected for more than two consecutive terms, although they may be elected for additional terms as long as they have cycled off the Board for one year after each time they have served two consecutive terms.

The Corporation expects its Directors to participate actively in furthering the objectives of the Corporation. This would include attendance at Board of Directors meetings, serving on at least one committee, recruiting new members, attending most events, recruiting attendees for events, and committing financial support to the Corporation either through paid sponsorships or fundraising activities.

A Director who misses three consecutive regular meetings of the Board of Directors shall be deemed to have resigned as a Director.

Removal. Any Elected Board Member may be removed by a motion passed by three-quarters (3/4) of the members of the Board of Directors. In the event of the removal of a Director, the remaining Directors shall elect a successor by a majority vote.

Section 3. Meetings. Regular: Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five (5) days prior to the date of the meeting.

Special: Special meetings of the Board may be called by the President; and shall be called by the Secretary upon the receipt of a written request signed by at least five (5) Directors. Written notice of such special meeting shall be mailed or emailed by the Secretary at least ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and that no other business shall be transacted thereat.

Quorum: A quorum for a meeting of the Board of Directors shall be a majority of the Board of Directors.

Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is approved in writing by a majority (or where a supermajority is required the supermajority) of the Directors. The action shall be evidenced by the written consents of the Directors and shall be referenced in the minutes of the next Board of Directors meeting.

Section 4. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Executive Committee shall be available to the President to provide guidance, review major issues facing the Corporation, developing recommendations to the Board of Directors, and, in the case of emergencies, making preliminary decisions to be ratified by the Board of Directors at the next regular or special meeting of the Board of Directors.

Section 5. Elections. The Nominations Committee shall nominate candidates for President-Elect, Secretary, Treasurer, and Elected Board Members.

The Nominations Committee shall be comprised of the Immediate Past President (who will serve as Chair), three Elected Board Members selected by the President, and three Members selected by the Immediate Past President who are not then serving as an Officer or Director.

No later than September 1, the Nominations Committee shall notify Members of the opportunity to submit their names by September 30 for consideration as candidates for Elected Board Member and, in years when officer elections will be held, the offices of President-Elect, Secretary, and Treasurer.

No later than October 15, the Nominations Committee shall notify the Members of the Committee's list of nominees, which shall consist of no more than two candidates for each office and no less than two times and no more than three times as many candidates as there are available Elected Board Member positions.

In making its selections, the Nominations Committee may choose from those Members responding to the solicitation or from other Members who have agreed to be candidates, but may not choose a member of the Nominations Committee. The Nominations Committee shall endeavor to ensure that its selections reasonably reflect diversity and inclusion goals. The Nominations Committee should also endeavor to assure that among the Officers and Directors there are persons who hold or have held business leadership positions, entrepreneurial positions, or positions in which persons have dealt with issues important to the success of business entities.

No later than November 1, the Nominations Committee shall distribute to each Member by mail or email a ballot that includes the names of all nominees accompanied by a brief biographical/position statement that the Nominations Committee shall solicit from each nominee. The ballot shall state that the deadline for receipt of the completed ballot by the Nominations Committee is November 30.

The President shall by December 10 announce the results of the election by mail or email to Members and also via electronic means such as the Corporation's web site and the Corporation's regular social media outlets.

The time deadlines specified in this section may be waived, before or after the fact, by a two-thirds vote of the Board of Directors.

Section 6. Vacancies. Any vacancies occurring on the Board or among the Officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the President-Elect and the resulting vacancy in the office of President-Elect shall be filled by the Board of Directors until a President-Elect is elected at the next election.

Article Four Committees

Section 1. In addition to the Executive Committee and Nominations Committee, the President shall appoint members of the Programs Committee (responsible for planning and publicizing events), Finance Committee (responsible for assisting the President and Treasurer on budget, financial reporting, and related matters), Development Committee (responsible for developing and implementing fundraising plans) Membership Committee (responsible for assisting the Secretary with membership records and for building the Corporation's membership), Technology Committee (responsible for assisting the President, Secretary, and Treasurer with development and maintenance of the Corporation's online tools, back office functions, and other technology needs). The President, with the concurrence of the Board of Directors, may also each year appoint special committees for that year to advance the work of

the Corporation. All committees shall be subject to the final authority of the President and the Board of Directors.

Section 2. Any committee member other than *ex officio* committee members may be removed by the President, or by a majority vote of the Board of Directors, upon five (5) days written notice to the appointee.

Article Five General Provisions

Section 1. Fiscal Calendar and Annual Budget. The fiscal year of the Corporation shall be the calendar year. The Board of Directors shall adopt an annual budget for the Corporation no later than November for the following calendar year.

Section 2. Amendments. Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors recommending the amendment to the Members unless the Board of Directors determines that because of conflict of interests or other special circumstances it should make no recommendation and communicates the basis for its determination to the Members. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time, and place, and that the purpose of the meeting is to consider the proposed amendment; the notice shall contain or be accompanied by a copy of the proposed amendment. The written notice shall be given to Members not less than thirty (30) days nor more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3) of the total number of Members, whether present or not, and upon being duly filed with the State Corporation Commission. No proxy votes shall be permitted.

Amendments to the By-Laws may be made by a two-thirds (2/3) vote of the Board of Directors at any meeting at which a quorum is present, provided ten (10) days written notice is given to the Directors of any proposed change. The foregoing notwithstanding, By-Laws changes made by the Members may not be altered or repealed by the Board of Directors without the consent of the Members. Such consent shall be obtained in the same manner as herein above provided for an amendment to the Articles of Incorporation.

Any By-Laws made by the Board of Directors may be repealed or changed, and new By-Laws made, by a two-thirds (2/3) vote of the Members. However, all such changes shall be subject to the same procedure for changes to the Articles of Incorporation stated above.

Section 3. Meeting Procedures. Procedure in all meetings shall follow *Robert's Rules of Order*.

Article Six Dissolution

The Corporation may be dissolved at any time by recommendation of the Board of

Directors approved in writing by more than two-thirds (2/3) of the Members in good standing. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any Member, but after payment of all lawful debts of the Corporation, The Corporation's property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

Article Seven
Debts and Obligations

Section 1. Creation of Obligations. No Officer, Director, employee, or agent of the Corporation or other person shall create or incur any debt or obligation whatsoever for the payment of money or other items of value; or appropriate or pay any money out of Corporation funds; or contract or execute any agreement, the terms or result of which create a debt or obligation, or shall be in any manner binding upon the Corporation unless the same is specifically provided for in the annual budget or specifically authorized, directed or ratified by the Board of Directors at a formal meeting of the Board of Directors.

Section 2. Disbursement of Funds. All disbursements shall have been approved and authorized by the Board of Directors prior to payment. Payment must be made by check signed by two such persons as authorized by the Board of Directors. Any disbursement made for items provided for in the Budget approved by the Board of Directors may be made by the President or the Treasurer without additional approval of the Board of Directors.

Section 3. Unanticipated Expenses. Notwithstanding the foregoing provisions in this *Article Six*, the President, with the concurrence of the Treasurer, shall have the authority to make expenditures outside of the budget for emergencies or unanticipated expenses that occur between meetings of the Board of Directors so long as those expenditures, in the aggregate, do not exceed five percent of the annual Budget.

ADDENDUM TO BYLAWS

This addendum addresses certain aspects of the implementation of the bylaws adopted in January 2017 (the “revised bylaws”). This addendum will expire at the conclusion of the January 2018 annual meeting.

The current officers will serve terms that conclude immediately prior to the January 2018 annual meeting.

At the January 2018 annual meeting, the officers elected in 2017 pursuant to the revised bylaws (President, President-Elect, Immediate Past President, Treasurer, and Secretary) will commence their terms.

The term limits for officers set forth in the revised bylaws shall apply beginning with the terms that commence at the January 2018 annual meeting.

To create staggered terms for Directors, Directors elected in 2017 pursuant to the revised bylaws will be elected in three categories: four Directors will be elected to three-year terms, four Directors will be elected to two-year terms, and four Directors will be elected to one-year terms.

For purposes of the 2017 election only, a Member or Director who serves on the Nominations Committee may be nominated by the Committee for an officer or Director position, subject to approval by the Immediate Past President and the President.

The term limits for Directors shall apply beginning with the terms that commence at the January 2018 annual meeting.

For purposes of the term limits, the first term of a Director elected in 2017 pursuant to the revised bylaws will be the one-year, two-year, or three-year term for which they are elected in 2017.