

Leadership Charlottesville Alumni Association

BYLAWS

of

LEADERSHIP CHARLOTTESVILLE ALUMNI ASSOCIATION

ARTICLE I

PURPOSE AND OFFICES

Section 1.1. Purpose. The purpose of the Leadership Charlottesville Alumni Association (LCAA), an unincorporated association, shall be to:

- (a) support the Leadership Charlottesville program of the Charlottesville Regional Chamber of Commerce (the Chamber)
- (b) provide networking opportunities for graduates of the program to maintain and enhance their relationship; and
- (c) promote awareness of and participation in community organizations.

Section 1.2. Principal Office. The principal office of the Leadership Charlottesville Alumni Association, an unincorporated association (the "Association") shall be at the offices of the Charlottesville Regional Chamber of Commerce, or at such other place as the Board of Directors may designate.

ARTICLE II

MEMBERS

Section 2.1. Qualification for Membership. Any person who is an alumnus of the Charlottesville Regional Chamber of Commerce Leadership Charlottesville program (the "Program"), and who meets the annual dues requirement of the Association shall be a member of the Association. Membership status may be revoked by the Board of Directors whenever, in the judgment of the Board, the best interests of the Association will be served thereby.

(a) Dues. Dues, in an amount set by the Board of Directors, are due and payable at the annual meeting of the Association. Members whose dues are more than ninety (90) days in arrears may have their membership status revoked upon action by the Board of Directors.

Section 2.2. Meetings. The annual meeting of members shall be held at such time and place as the Board specifies but no less frequently than every 16 months. Special meetings of the membership may be called by the Board of Directors at any time, and must be called upon written request of any five members, provided notice of any called meeting is proved pursuant to Section 2.5 of these bylaws.

Section 2.3. Voting Rights. The members shall have full voting rights, including the right to elect Directors to the Board of Directors and Officers of the Association, and to amend the bylaws.

Section 2.4. Quorum and Voting Requirements. Ten (10) members of the Association, represented in person, shall constitute a quorum. Directors and Officers are elected by plurality of the votes cast by members at a duly constituted meeting of the Association. Members do not have the right to cumulate their votes.

Section 2.5. Notice of Meetings. Written notice stating the place, date, hour and purpose of any annual or special meeting of members shall be delivered to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice shall be issued by or at the direction of the President or Secretary of the Officers or persons calling the meeting. Any legal method of delivering notice may be used.

### ARTICLE III

#### DIRECTORS

Section 3.1. General Powers. The business and affairs of the Association shall be managed by the Board of Directors (the "Board"). All appropriate powers shall be exercised by the Board, including the setting of dues, except as otherwise provided by these bylaws, or by law.

Section 3.2. Number and Selection. There shall be the following number and categories of directors: (i) ex-officio directors — two (2); ; (ii) elected directors - between two (2) and eleven (11), as set by the members at the annual meeting; (iii) appointed directors - two (2); and (iv) elected officers. Each Director shall have one vote.

(a) Ex-Officio Directors. The ex-officio directors shall be the immediate past president and the director of the Leadership Charlottesville Program of the Chamber of Commerce.

(b) Elected Directors. The elected directors shall be those other directors elected by the members as provided in Section 4.1.b of these bylaws.

(c) Appointed Directors. The appointed directors shall be those persons selected by the previous year's class to represent them on the Board of Directors.

(d) Officers. The officers of the Association shall be a President, Vice President, a Secretary and a Treasurer.

Section 3.3. Election. Term of Office and Qualification. The elected directors shall be elected by the members at the annual meeting of the Association, in the number set for that year. Only members of the Association will be eligible for nomination and election as Directors. The regular term of office of the Directors shall be as follows:

(a) Ex-Officio Directors. The ex-officio directors shall serve a term of one (1) year, or until their successors shall have been duly elected and qualified.

(b) Elected Directors. The elected Directors shall serve a term of three (3) years, or until their successors shall have been duly elected and qualified. They shall be eligible for a maximum of three (3) consecutive years.

(c) Appointed Directors. The appointed directors shall serve a term of one year, and then shall be eligible for election as Officers or elected directors.

(d) Officers. Officers shall serve a term of one year and may be re-elected to a maximum of three consecutive terms.

Of the initial election of elected directors, one-third shall serve a term of one (1) year, one-third shall serve a term of two (2) years, and one-third shall serve a term of three (3) years, the nominating committee having proposed the initial terms of the initial elected directors.

Section 3.4. Vacancies. Whenever a vacancy occurs on the Board due to death, resignation, removal, refusal, ineligibility or inability to serve, the vacancy shall be filled by a successor elected the remaining members of the Board, for the balance of the predecessor's term. During the time that any vacancy remains unfilled, the remaining members of the Board shall be deemed to constitute the full Board and shall be empowered to act as such. First consideration shall be given to the Appointed Directors to fill a vacancy on the Board. If so, the resulting vacancy for the Appointed Director may or may not be filled at the full Board's discretion.

Section 3.5. Organization. At each meeting of the Board, the President or, in the absence of the President, the Vice-President or a Director chosen by a majority of the Directors present, shall preside as chairman of the meeting. The Secretary or any person appointed by the chairman shall act as secretary of the meeting.

Section 3.6. Place of Meeting. The Board of Directors may hold its meetings at such place or places as the Board may from time to time by resolution determine, or at such place as shall be specified in the respective notices or waivers of notices thereof, unless contrary to resolution of the Board.

Section 3.7. Regular Meeting. Regular meetings of the Board for the purpose of transacting business may be held at such times as may be fixed from time to time by the Board.

Section 3.8. Special Meetings. Special meetings of the Board shall be held whenever called by the President or by any two or more directors, or, at the direction of any of the foregoing, by the Secretary.

Section 3.9. Notice of Meetings. Unless required by resolution of the Board, notice of any regular meeting need not be given. Notice of each special meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least five (5) days before the date on which the meeting is to be held, or such notice shall be sent to each director at such

place by electronic means of communication or be delivered to him personally or read to him by telephone no later than twenty-four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purposes of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 3.10. Waivers of Notice of Meetings. Anything in these Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall be waived by him in writing (including telegraph, cable, telecopier, mailgram or wireless) before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.11. Quorum and Manner of Acting. No fewer than one-third (1/3) of the directors as fixed by the Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is had. The directors shall act only as a Board and the individual directors shall have no power as such.

Section 3.12. Resignation. Any director of the Association may resign at any time, orally or in writing, by notifying the President or Secretary of the Association. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13. Compensation. Directors shall not be entitled to receive compensation for their duties as directors, but shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of such duties; provided the reimbursement of such expenses are approved by the Board.

Section 3.14. Action By Directors Without a Meeting. Any action required to be taken at a meeting of the Board or which may be taken at a meeting of the Board or of a committee established in accordance with these Bylaws, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed before or after such action by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 3.15. Meetings by Conference Telephone. Meetings of the Board or any committee by conference telephone or similar communications equipment shall be permitted and participation by such means shall constitute presence in person at any such meeting.

## ARTICLE IV

### COMMITTEES

Section 4.1. Establishment. The Board shall establish the following committees: Executive Committee and Nominating Committee.

(a) Executive Committee. Unless the Board provides otherwise, the President of the Association shall be the Chairman of the Association, two (2) other Directors of the Association and the Director of the Leadership Charlottesville Program of the Chamber of Commerce, if the Program remains in effect. The Executive Committee shall meet as needed to plan agenda for meetings and to make such recommendations to the Board as necessary to manage the affairs of the Association. In no event shall the Executive Committee, or any of its subcommittees, have authority to approve an amendment to the bylaws or the voluntary dissolution of the Association.

(b) Nominating Committee. The Nominating Committee shall consist of one (1) elected director, one (1) appointed director and at least one (1) other member of the Association. The Nominating Committee shall recommend to the membership persons for election by the membership (or the Board in the case of vacancies) as Directors of the Board and Officers of the Association. To the extent possible, persons nominated should represent as many as possible of the graduate classes of the Program. The Nominating Committee shall be appointed at least three (3) months prior to the annual meeting.

Section 4.2. General Notice.

(a) Composition. Each committee of the Board shall be composed of at least one (1) Director and such other members of the Association as the Board may from time to time appoint to serve. Non-members of the Association may serve without voting privileges only upon specific action by the Board.

(b) Subcommittees. The committees may establish subcommittees and appoint directors, officers and/or such other persons to serve thereon. The authority of these subcommittees shall be based upon express grants of authority of the originating committee.

(c) Minutes. Every committee shall keep minutes of all its acts and proceedings and report the same to the Board.

(d) Notice. Regular meetings of a committee, for which no notice shall be necessary, may be held at such times and in such places as shall be fixed by a majority of the committee. Special meetings of a committee may be called at the request of any member of the committee. Notice of each special meeting of a committee shall be given by the person calling the same as provided by these Bylaws for special meetings of the Board. Notice of any such meeting may be waived as provided in these Bylaws in the case of meetings of the full Board.

(e) Quorum. A majority of a committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. Members of a committee shall act only as a committee. The individual members shall have no power as such.

(f) Change in Composition, Vacancies etc. The Board shall have the power at any time to change the members of, fill vacancies in, and discharge a committee, with or without cause. The appointment of any director to a committee, if not sooner terminated otherwise, shall automatically terminate upon the cessation of his membership on the Board.

Section 4.3 Other Committees. The Executive Committee or Board may establish such other committees as deemed appropriate and shall prescribe the authority of any such committee and the period of its existence.

## ARTICLE V

### OFFICERS

Section 5.1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. Except for the offices of President and Secretary, any two or more offices may be held by the same person.

Section 5.2. Election. Term of Office and Qualifications. The officers shall be elected annually by the members at the annual meeting of members. Each officer shall hold office for a term of one (1) year, or until his successor shall have been duly chosen and qualify, or until his death, resignation or removal in the manner hereinafter provided. Officers may be reelected to maximum of three (3) consecutive years.

Section 5.3. Subordinate Officers. The Board of Directors from time to time may establish officers and elect in addition to those designated in Section 5.1, including one or more operating officers, with such duties as are provided in these Bylaws, or as the Board may determine from time to time.

Section 5.4. Removal. Any officer may be removed, either with or without cause, by resolution adopted at any regular or special meeting of the members by majority vote.

Section 5.5. Resignations. Any Officer may resign at any time by giving oral or written notice to the Board or the President or Secretary of the Association. Any such resignation shall take effect at the time of receipt of such notice or at any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6. Vacancies. A vacancy in any office caused by any reason shall be filled for the unexpired portion of the term by vote of the Board of Directors.

Section 5.7. President. The President shall have general supervision over the policies of the Association, subject to the approval and control of the Board of Directors. In general, the President shall perform all duties incident to such office and such other duties as may from time to time be assigned to him by the Board of the Executive Committee, and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the President.

Section 5.8. Vice President. The Vice President shall preside at meetings of the Board in the absence of the President and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon Vice Presidents.

Section 5.9. Treasurer. Except as may otherwise be specifically provided by the Board or the Executive Committee, the Treasurer shall have the custody of, and be responsible for, all funds and securities of the Association; receive and receipt for money paid to the Association from any source whatsoever; deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; against proper vouchers, cause such funds to be disbursed by check or draft on the authorized depositories of the Association signed in such manner as shall be determined in accordance with the provisions of these Bylaws; regularly enter or cause to be entered in the books to be kept by him or under his direction, full and adequate accounts of all monies received and paid by the Treasurer for account of the Association; in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board, the Executive Committee or the President; and have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Treasurer.

Section 5.10. Secretary. The Secretary shall act as Secretary of all meetings of the Board; shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Association are duly given and served; shall be the custodian of the seal of the Association and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Association under its corporate seal is duly authorized in accordance with the provision of these Bylaws; shall have charge of the books, records and papers of the Association relating to its organization and management as a corporation, and shall see that any reports or statements relating thereto, required by law or otherwise, are properly kept and filed; shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board, the Executive Committee or the President; and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Secretary.

## ARTICLE VI

### CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 6.1. Execution of Contracts and Other Documents. The Board of Directors or committee of the Board duly authorized by resolution of the Board, except as by law or by these Bylaws otherwise required, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Association to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever

the Board of Directors, in authorizing or directing the execution of any contract, deed or other instrument, shall fail to specify the officer or officers or other agent or agents who are to execute the same, such contract, deed or other instrument shall be executed on behalf of the Association, by the President or any Vice President.

Section 6.2. Checks, Drafts, etc. All checks, drafts, and other orders for payment of money out of the funds of the Association shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors or any duly authorized committee of the Board.

Section 6.3. Deposits. The funds of the Association not otherwise employed shall be deposited from time to time to the order of the Association in such banks, trust companies or other depositories as the Board of Directors or any duly authorized committee of the Board may from time to time select, or as may be selected by an officer or officers, or agent or agents of the Association to whom such power may from time to time be delegated by the Board of Directors or any duly authorized committee of the Board.

## ARTICLE VII

### MISCELLANEOUS

Section 7.1. Genders. The use of a particular gender herein is solely for ease of expression and each gender shall be deemed to include, where applicable, the other.

## ARTICLE VIII

### AMENDMENTS

Section 8.1. Amendments. The Bylaws may be altered, amended or repealed by affirmative vote of a majority of the members at a meeting at which a quorum is present, provided that notice of such proposed action has been given to the members at least ten (10) days in advance of the meeting at which the vote is to be taken.

## ARTICLE IX

### PARLIAMENTARY AUTHORITY

Section 9.1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases where they are applicable and in which they are not inconsistent with these Bylaw.