

CONSTITUTION AND BYLAWS

Mid-Atlantic Chamber of Commerce

MAC²

Adopted _____, 20____ • Originally established 2010

PREAMBLE

We, the members of the Mid-Atlantic Chamber of Commerce, in order to advance the commercial interests of our members, to build constructive relationships with public officials, and to open new bridges of trade within the Mid-Atlantic region and beyond, do hereby establish this Constitution as the governing document of our association.

ARTICLE I — NAME

The name of the organization shall be the **Mid-Atlantic Chamber of Commerce** (hereinafter referred to as the “Chamber”). The Chamber was originally established in 2010.

ARTICLE II — REGISTERED OFFICE

The principal office of the Chamber shall be located at 14000R Thunderbolt Drive, Chantilly, Virginia 20151. The Board of Directors may change the location of the principal office or establish additional offices as the interests of the Chamber require.

ARTICLE III — PURPOSE AND MISSION

The Chamber is organized and operated as a nonprofit business association for the mutual benefit of its members. Its purposes are:

1. **To grow the commerce of its members** — by creating opportunities for business, referrals, networking, and partnership among members and within the broader business community.
2. **To build relationships with policymakers** — by connecting members with elected officials and public leaders, and by representing the shared interests of the business community where decisions are made.
3. **To build new trade bridges** — by opening commercial connections between industries, regions, and domestic and international markets that members could not reach alone.
4. To engage in any lawful activity consistent with the foregoing purposes and with the Chamber’s status as a nonprofit organization.

The Chamber shall be nonpartisan and shall not be organized for the private gain of any individual. No part of its net earnings shall inure to the benefit of any member, director, or officer.

ARTICLE IV — MEMBERSHIP

Section 1. Eligibility. Membership is open to any individual, business, or organization that supports the purposes of the Chamber and is approved in accordance with these Bylaws.

Section 2. Admission. Applicants shall apply in the manner established by the Board of Directors. The Board, or a person designated by the Board, shall approve applications for membership.

Section 3. Rights of Members. Members in good standing are entitled to participate in the activities of the Chamber, to receive its services, and to vote at meetings of the membership as provided in these Bylaws. Each member in good standing shall have one (1) vote.

Section 4. Dues. Membership dues, if any, shall be determined by the Board of Directors. A member whose dues are unpaid for the period set by the Board shall not be considered in good standing.

Section 5. Resignation and Termination. A member may resign at any time by written notice to the Chamber. The Board of Directors may, by majority vote, suspend or terminate the membership of any member who fails to maintain good standing or whose conduct is contrary to the purposes of the Chamber, after giving the member reasonable notice and an opportunity to be heard.

ARTICLE V — BOARD OF DIRECTORS

Section 1. Authority. The affairs of the Chamber shall be managed by a Board of Directors, which shall have full authority over the policies, property, and activities of the Chamber.

Section 2. Composition. The Board shall consist of no fewer than three (3) and no more than nine (9) Directors, as fixed from time to time by the Board.

Section 3. Election and Term. Directors shall be elected by the members at the annual meeting. Each Director shall serve a term of two (2) years and may be re-elected. Terms may be staggered so that continuity of leadership is maintained.

Section 4. Vacancies. A vacancy on the Board may be filled by a majority vote of the remaining Directors. A Director chosen to fill a vacancy shall serve for the remainder of the unexpired term.

Section 5. Removal. Any Director may be removed, with or without cause, by a two-thirds (2/3) vote of the members present and voting at a meeting called for that purpose.

Section 6. Meetings. The Board shall meet at least quarterly and at such other times as called by the President or by any two (2) Directors. Notice of meetings shall be given at least five (5) days in advance.

Section 7. Quorum. A majority of the Directors then in office shall constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Compensation. Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred on behalf of the Chamber.

ARTICLE VI — OFFICERS

Section 1. President. The Board of Directors shall elect from among its members a President, who shall be the principal officer of the Chamber. The President shall preside at all meetings, represent the Chamber publicly, and carry out the policies established by the Board.

Section 2. Additional Officers. The Board may appoint such additional officers (such as a Vice President, Secretary, or Treasurer) as it deems necessary, and may assign to them such duties as the Board determines. Until such officers are appointed, their duties shall be performed by the President or by a Director designated by the Board.

Section 3. Term. Each officer shall serve a term of two (2) years and may be re-elected or reappointed. An officer may be removed by a majority vote of the Board.

Section 4. Financial Responsibility. The officer responsible for finances shall keep accurate records of all funds, present financial reports to the Board, and ensure that the Chamber's funds are used solely for its stated purposes.

ARTICLE VII — MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held each year for the election of Directors and the transaction of other business. The time and place shall be set by the Board.

Section 2. Special Meetings. Special meetings of the members may be called by the President, by the Board, or by written request of at least ten percent (10%) of the members in good standing.

Section 3. Notice. Written or electronic notice of any meeting of members shall be given at least ten (10) days before the meeting.

Section 4. Quorum and Voting. Members present at a duly called meeting shall constitute a quorum for the transaction of business. Except where a greater vote is required by this Constitution, the act of a majority of members present and voting shall be the act of the membership.

ARTICLE VIII — COMMITTEES

The Board of Directors may establish standing or special committees as needed to carry out the work of the Chamber, and may define their purpose, membership, and authority. Committees shall report to the Board.

ARTICLE IX — FINANCES

Section 1. Fiscal Year. The fiscal year of the Chamber shall be the calendar year, unless otherwise determined by the Board.

Section 2. Funds. All funds of the Chamber shall be deposited in accounts approved by the Board and shall be used solely to advance the purposes of the Chamber.

Section 3. Contracts and Expenditures. The Board may authorize officers or agents to enter into contracts and make expenditures on behalf of the Chamber.

Section 4. Records. The Chamber shall keep accurate books and records, which shall be available for inspection by any Director.

ARTICLE X — AMENDMENTS

This Constitution may be amended by a two-thirds (2/3) vote of the members present and voting at any annual or special meeting, provided that the proposed amendment has been communicated to the members in writing at least ten (10) days before the meeting.

ARTICLE XI — DISSOLUTION

In the event of dissolution of the Chamber, its remaining assets, after payment of all debts and obligations, shall be distributed to one or more nonprofit organizations with purposes similar to those of the Chamber, as determined by the Board of Directors, and in accordance with applicable law.

ARTICLE XII — ADOPTION

This Constitution was adopted by the membership of the Mid-Atlantic Chamber of Commerce and shall take effect immediately upon adoption.

President

Date

Board Member

Date

Note: This document is a general governing framework for a nonprofit business association. Before formal adoption or state filing, the Chamber should confirm its specific legal and tax classification (for example, a 501(c)(6) trade association) with a qualified attorney or advisor, and adjust the relevant provisions accordingly.