

**THIRD AMENDED AND RESTATED
BYLAWS
of
THE PRINCE WILLIAM CHAMBER OF COMMERCE
Effective July 1, 2015**

**ARTICLE I
Mission, Purpose and Objectives**

1. Mission. The Chamber's goal is to be the unifying voice of and a resource for the entire business community. It shall represent businesses of all sizes, in all geographic areas of Prince William County and the Cities of Manassas and Manassas Park and in all industry segments. It shall work in cooperation with local economic development offices, offices of tourism and other local and regional business organizations to leverage the influence of its Members, while providing outstanding services to its Members, including business-building resources, networking and advocacy for its Members.

2. Purpose. This Chamber is organized for the purpose of advancing human progress through an economic, political and social system based on individual freedom, incentive, initiative, opportunity and responsibility, with primary emphasis on the general welfare and prosperity of the business community of Prince William County, the cities and towns within the County's boundaries and the surrounding region. Particular attention shall be given to:

A. Advancing the economic, cultural and civic welfare of the communities it serves;

B. Promoting and preserving the free enterprise system;

C. Fostering a better understanding on the part of both citizens and public officials of the business community, its aims, contributions and responsibilities;

D. Encouraging the growth of existing industries and businesses while giving all proper assistance to any new industries and businesses seeking to locate in the community;

E. Supporting all those activities believed to be beneficial to the community and the area and opposing those which might be detrimental;

F. Seeking the orderly growth of business and industry to provide employment opportunities, reduce commuting and increase the region's tax base;

G. Advocating public policies and government actions to promote the welfare of the business community and the citizens;

H. Supporting a reasonable level of government services provided for the safety, health, education and welfare of its citizens;

I. Promoting rational efforts to improve the quality of life and ensure a healthy and pleasant community environment; and

J. Encouraging the establishment and improvement of civic organizations dedicated to social, cultural, charitable, historical or other worthwhile efforts to serve the citizens of the region; and

3. Limitations. This Chamber shall be non-profit, non-partisan, non-sectarian and non-discriminate in all of its activities (which is not to preclude taking stands on public issues or participating in the political process in other non-partisan ways such as voter registration drives or candidate forums). This Chamber shall observe all local, federal and state laws that apply to non-profit organizations, as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

Membership

1. Class of Members. There is one class of membership in the Chamber.

2. Eligibility. Any reputable individual, association, corporation, institution, partnership, limited liability company, trust, estate or other entity having an interest in and subscribing to the purpose and objectives of this Chamber shall be eligible to apply for membership. The Chamber considers membership applications without regard to race, religion, age, sex or national origin.

3. Application. Applications for membership in the Chamber shall be on the form prescribed by the Chamber for that purpose, signed by the applicant and accompanied by the appropriate membership dues. The form of the application shall provide that the applicant agrees to abide by the Bylaws of the Chamber and the Code of Ethics of the Chamber. Such applications shall be construed as an agreement on the part of the applicant with the purpose of the Chamber and a willingness to abide by these Bylaws and any other rules and regulations that may be prescribed from time to time by the Board of Directors. The President and CEO shall review all applications and submit them to the Board of Directors with a recommendation. Membership shall be granted by a majority vote of the Board of Directors at any meeting thereof. Any applicant so accepted shall become a member of the Chamber upon payment of the regularly scheduled dues, as provided below in Article II, Section 4.

4. Dues. Membership dues shall be at such rate or rates schedule or formula as may be from time to time prescribed by the Chamber. Dues are payable annually.

5. Voting Rights of Members. A firm, organization or other entity holding a membership in this Chamber shall designate an individual associated with such firm as its Chamber representative. Members of this Chamber who are in good standing shall be entitled to vote upon matters brought before the membership by the Board of Directors. Each Member in good standing shall be entitled to one (1) vote per membership entity.

6. Special Memberships.

A. Honorary Membership. Distinction in public affairs, service to this Chamber or service to the community shall confer eligibility to honorary membership. Honorary Members shall have all of the privileges of Members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke Honorary Membership by a majority vote of those at a meeting when a quorum is present. Such a vote may be placed on the consent agenda for the regularly scheduled Board meetings.

B. Life Membership. The Board of Directors may, by a majority vote of those at a meeting at which a quorum is present, confer Life Membership on past Members who are retired from business. Life Members shall have all the privileges of Members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke Life Membership by a majority vote of those at a meeting when a quorum is present. Such a vote may be placed on the consent agenda for the regularly scheduled Board meetings.

C. Reciprocal Membership. The Board of Directors may, by a majority vote of those at a meeting at which a quorum is present, confer Reciprocal Membership. Reciprocal Members shall have all the privileges of Members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke Reciprocal Membership by a majority vote of those at a meeting when a quorum is present. Such a vote may be placed on the consent agenda for the regularly scheduled Board meetings.

7. Termination. Termination of membership, resulting in the loss of all rights and privileges of a member, shall occur when:

A.

B. Any Member failing to pay his or her dues as required pursuant to the policy of the President & Chief Executive Officer, as determined from time to time, shall be notified in writing at his or her last known address, and if such dues are not paid when required by the President & Chief Executive Officer, said membership shall be terminated; provided, however, the membership may be extended by the Board of Directors for good cause shown.

C. Any Member may be expelled by the Board of Directors for conduct prejudicial to the aims or pursuits of the Chamber. Expulsion shall be after written notice to the Member. Expulsion shall require the affirmative vote of two-thirds (2/3) of the Directors at the meeting considering said expulsion. The Member shall be afforded an opportunity for hearing, according to such hearing policies as promulgated from time to time by the Board. Such expulsion shall work as a forfeiture of any membership dues previously paid.

ARTICLE III
Meetings of the Members

1. Annual Meeting. The Chamber shall hold an annual meeting of the membership at such time and place as designated by the Board of Directors. The purpose of the annual meeting shall be a report by the Chairman of the Board to the membership regarding activities during his or her tenure and the general state of the Chamber, and may also be used as a traditional time to honor outstanding service of members, to recognize and honor persons or organizations as determined by the Board of Directors, and to conduct such other business as shall be specified by the Board. In addition, the purpose of this meeting shall be to announce and install the newly elected Board of Directors.

2. Special Meetings. The Chairman of the Board or the Board of Directors, upon their own initiative, may call a special meeting of the membership at any time. The Board of Directors shall call a special meeting upon receipt of a petition, in writing, of at least seventy-five (75) members. Notice of a special meeting shall be sent to each Chamber Member as provided for in Article XI at least ten (10) days prior to such meeting, stating the purpose of the meeting.

3. Quorum. At any duly called meeting of the Members, the presence in person by seventy-five (75) Members shall constitute a quorum at a meeting of the Members.

ARTICLE IV
Directors and Officers

1. Board of Directors.

A. Authority of the Board of Directors. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

(1) The Board shall employ a President & Chief Executive Officer, prescribe the duties to be performed, fix the salary and other conditions of employment and evaluate his or her performance.

(2) The Board may, by formal resolution, provide for the indemnification by the Chamber of any and all of its current or former Officers, Directors and employees against 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, or a party, by reason of having held such position, except in relation to matters as to which they shall be adjudged liable for negligence or misconduct in the performance of duty and to such other matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

B. Composition. The Board of Directors shall be composed of no fewer than thirty-one (31) and no more than fifty-one (51) members. A minimum of eighty percent of the Directors shall have been elected by the membership. All Board members elected by the membership shall be voting members of the Board. The Chairman may appoint up to three (3) voting members of the Board, who shall be subject to approval by the Board. In addition, the Chairman may appoint up to four (4) non-voting members of the Board, who also shall be subject to Board approval. The total number of elected Board members and appointed Board members shall not exceed fifty-one (51).

C. Term of Office. The term of office for members of the Board of Directors shall be a term of three (3) years, with said terms being staggered so that one-third (1/3) of the members of the Board shall complete their terms each year. Each year, the number of nominees for election as Directors shall correspond with the number of Directors whose terms are expiring. The term of office for each Board member appointed by the Chairman and approved by the Board shall be one (1) year or until the expiration of the term of the Chairman who appointed him/her.

D. Term Limits. Directors may serve two (2) consecutive three-year terms. After one year of absence from the Board, the person shall then be eligible to serve two (2) additional three-year consecutive terms. A Director may not serve for more than two (2) consecutive three-year terms and not more than eight (8) total consecutive years. The term of service as Chairman, Chairman-Elect, Chairman-Elect Nominee and immediate past Chairman shall count for purposes of this limitation; provided, however, if a Director is in his or her final term of serving as a member of the Board of Directors, and if such Director has been appointed as Chairman, Chairman-Elect, Chairman-Elect Nominee or is an immediate past Chairman, then his or her term as a Director shall automatically be extended, if necessary, to coincide with his or her term as said officer.

E. Vacancies; Removal. In the event of any vacancy in the membership of the Board of Directors arising due to resignation, death, removal of a member or due to other causes, such vacancy may be filled by the Board of Directors. The Chairman of the Board shall propose a Director nominee, who, upon approval by a majority of the Board of Directors voting at a meeting at which a quorum is present, shall serve for the balance of the term of the Director whom he is replacing. A Director not adhering to the Code of Ethics set forth in the membership application form or convicted of a felony shall be expelled by an affirmative vote of two-thirds (2/3) of the Directors acting at a meeting where a quorum is present. Expulsion shall be after written notice and an opportunity for a hearing, according to such hearing policies as promulgated from time to time by the Board.

F. Absences. Directors are required to attend all regularly scheduled Board meetings unless they notify the Chairman that they will be absent for an appropriate reason. A Director who has been absent without providing such notification from three (3) consecutive regular meetings of the Board of Directors in the fiscal year may, upon motion by the Chairman seconded by the President/CEO, be dropped from membership on the Board by a vote of a majority of Board members acting at a meeting where a quorum is present.

2. Officers. The officers of the Chamber shall be the Chairman, the Chairman-Elect, the Chairman-Elect Nominee, the Secretary, the Treasurer, Immediate Past-Chairman and such Vice-Chairmen as the Board of Directors may deem necessary or desirable in order to conduct the affairs of the Chamber.

A. Duties of officers.

(1) Chairman. The Chairman of the Board shall serve as the chief elected officer of the Chamber, and shall preside at all meetings of the Board of Directors, the general membership and the Executive Committee. The Chairman shall act as spokesperson for the Chamber; and shall make all public pronouncements of the policies, positions on issues and activities of the Chamber.

(2) Chairman-Elect. The Chairman-Elect shall exercise the power and authority and perform the duties of the Chairman in the absence or disability of the Chairman.

(3) Chairman-Elect Nominee. The Chairman-Elect Nominee shall do those duties and responsibilities as directed by the Chairman..

(4) Vice Chairmen (optional). The duties of the Vice Chairmen shall be to serve as assistant to the Chairman, performing such actions as are prescribed by the Chairman or the Board of Directors.

(5) Secretary. The Secretary shall assist the Board of Directors in their administrative functions, shall make arrangements for meetings of the membership and the Board of Directors, and shall assist in the preparation of the agenda. The Secretary shall also oversee the work of the Chamber staff in maintaining and keeping current the records of Chamber business, shall be responsible for the corporate seal, and shall be responsible for the minutes of the Executive Committee and the Board of Directors meetings.

(6) Treasurer. The Treasurer shall be responsible for safeguarding all funds of the Chamber and for their proper disbursement; for keeping such funds on deposit in financial institutions or invested in a manner approved by the Board of Directors; for the preparation of monthly financial reports to the Board of Directors; for the preparation of the annual budget; for providing a financial report to the membership during the first quarter of the fiscal year; and shall be a member of the Finance Committee.

(7) Immediate Past-Chairman. The Immediate Past-Chairman shall serve in an advisory role to the Executive Committee and the Board of Directors.

(8) President & Chief Executive Officer. The President & Chief Executive Officer shall serve as the principle adviser to the Chairman and the Board of Directors; shall be a voting member of the Board of Directors and the Executive Committee; shall manage the Chamber's office, and the hiring, discharging, directing and supervising all employees; shall be authorized to sign all contracts, correspondence and other instruments affecting the ordinary day-to-day operation of the Chamber with a maximum value of \$20,000.00 or such other amount as

may be prescribed by the Board of Directors; shall assist in the performance of the duties of the Secretary and the Treasurer; shall be responsible for all expenditures within approved budget allocations; shall cause to be prepared required notices, agenda and minutes of meetings; and shall perform such other duties as may be assigned by the Chairman and the Board of Directors.

B. Appointment of Officers. Sixty days prior to the annual meeting, the Nominating Committee, as comprised in Article IV(2) shall prepare a slate of officers, other than the Chairman, the Chairman-Elect, the Chairman-Elect Nominee and the Immediate Past Chairman who shall be presented for approval by the Board at its first meeting after the annual meeting.

C. Terms of Office; Term Limits. The terms of all officers shall be one (1) fiscal year. A person may serve in a given office for three (3) consecutive terms. After one year absent from such office, the person shall then be eligible to serve three (3) additional consecutive terms in said office. These term limits shall not prevent an individual from serving more than three (3) consecutive terms in different office capacities.

D. Removal. Any Officer not adhering to the Code of Ethics or who is convicted of a felony shall be removed from office by affirmative vote of two-thirds (2/3) of the Board of Directors at a meeting at which a quorum is present. Removal shall be after written notice and opportunity for hearing, according to such hearing policies as promulgated from time to time by the Board.

E. Vacancies Occurring in Officer Positions. In the event of the resignation, death or termination of membership of the Chairman, the Chairman-Elect shall succeed to the office of the Chairman. If there should be no Chairman-Elect at the time of the resignation, death or termination of membership of the Chairman, the Chairman-Elect Nominee shall succeed to the office of the Chairman. If there are no Chair-Elect or no Chair-Elect Nominee at the time of the resignation, death or termination of membership of the Chairman, then the Board of Directors shall call a special election to fill the office of Chairman. In the event of the resignation, death or termination of membership of the Chairman-Elect, the Board of Directors may call a special election for that office or may direct that both a Chairman and a Chairman-elect be nominated and elected at the next annual meeting of the membership. All other vacancies shall be filled by a majority vote of the Board of Directors.

3. Meetings. The Board of Directors shall meet at the call of the Chairman, normally monthly, but not less frequently than once in two successive months, at such time and place as may be designated by the Chairman. In addition, a meeting of the Board of Directors may be called upon the written application of not fewer than ten (10) Directors. Notice, including the purpose of the meetings so called, shall be given to each Director at least one (1) business day prior to set meeting. A Director may participate in any regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by any means of communication by which all Directors may simultaneously hear each other shall be deemed to be present in person at the meeting. A Director cannot vote by proxy. Meetings of the Board of Directors or the Executive Committee may occur by telephone as determined by the Chairman.

4. Quorum. The representation in person by one-third (1/3) of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board.

ARTICLE V

General Counsel

1. The Chamber shall have a General Counsel that provides the Board of Directors, the Executive Committee, the President & Chief Executive Officer and various committees, counsels and departments with legal interpretations and advice on matters related to the operation of the Chamber.

2. Role and Term. The General Counsel shall be a non-voting member of the Board of Directors. The General Counsel shall by virtue of this authority and the importance to the well-being of the Chamber, the General Counsel shall attend all meetings of the Board of Directors and Executive Committee. The General Counsel of the Chamber shall serve for a term of two years with no more than two consecutive terms.

3. Selection. In January of the year in which the current General Counsel's term expires, Chamber shall solicit expressions of interest from Chamber members who are licensed attorneys in the Commonwealth of Virginia to serve as General Counsel of the Chamber. From those expressing interest in the position, the Executive Committee at its March meeting shall recommend the individual to serve as the General Counsel for the next term, and shall thereafter report to the Board of Directors the expressions of interest that were received and its recommendations, and the Board of Directors shall select at its March meeting the individual who will be the General Counsel for the next term.

ARTICLE VI

Elections of Directors , Chairman, Chairman-Elect and Chairman-Elect Nominee

1. Vote by Membership. The Directors, the Chairman, the Chairman-Elect and the Chairman-Elect Nominee shall be elected by the membership of the Chamber.

2. Eligibility. All members shall be deemed qualified to hold office as an Officer or Director, but no individual shall appear on the ballot for any office without having agreed to serve. Notwithstanding the foregoing, only persons who have served as a Director on the Chamber Board for two (2) years during the six (6) years preceding his or her nomination are eligible to be nominated for the offices of Chairman, Chairman-Elect and Chairman-Elect Nominee.

3. Nominations. At least sixty (60) days prior to the annual meeting, the Chairman shall appoint a Nominating Committee, comprised of the Chairman, the Chairman-Elect, the Immediate Past Chairman, the President & Chief Executive Officers and three (3) additional members of the Board of Directors, subject to approval by the Board. The Nominating Committee will recommend to the Board eligible Members for inclusion in the approved slate of candidates for the offices of Chairman, Chairman-Elect, Chairman-Elect Nominee and for those

at-large positions on the Board of Directors which are then vacant or shall become vacant at the end of the current fiscal year.

4. Elections. The determination of those Members who are entitled to vote in the election shall be made in compliance with provisions of the Nonstock Corporation Act which prescribe the manner and timing of closing the membership record in advance of the meeting at which the election is to occur. The Board of Directors shall give notice to the membership of the approved slate of candidates not less than thirty (30) days before the annual meeting. Such Notice may be provided by email pursuant to Article XI and by posting on the Chamber's website. Additional candidates for at-large Directors, Chairman, Chairman-Elect and Chairman-Elect Nominee may be nominated by any Member by delivering a written notice of the nomination to the Chamber office at least twenty (20) days before the annual meeting, addressed to the attention of the Nominating Committee. Such notice shall include a written statement by each additional candidate(s) that he or she agrees to serve as Directors, Chairman, Chairman-Elect or Chairman-Elect Nominee, if elected. The signatures of twenty-five (25) Chamber Members other than the person or persons being nominated are required in order for the name or names of the nominees to be included on the ballot.

The official ballot shall include the names of the persons nominated by the Nominating Committee and approved by the Board, and will also include the names of those persons who have been nominated by petition. The official ballot shall be mailed or electronically sent by email to all Members not later than ten (10) days prior to the annual meeting. A Member may cast his or her vote by returning the ballot to the Chamber office by mail, voting online or by email so that it is received by the Chamber no later than 5:00 PM two (2) business days prior to the annual meeting. The Chamber shall establish internal controls sufficient to ensure the integrity of the process, to include ensuring that each Member casting ballots by email is allowed only one vote per Member and that for corporate members the person voting is authorized to do so. All ballots cast shall be counted and the results announced at the annual meeting by outgoing Chairman. The nominee who receives the highest number of votes cast for the subject position shall be declared elected. In the event of a tie, the elected nominee shall be determined by a coin toss, observed by at least two (2) directors not then standing for election. The newly-elected Directors, Chairman, Chairman-Elect and Chairman-Elect_Nominee shall be installed at the annual meeting.

5. Proxy. There shall be no voting by proxy.

ARTICLE VII

Committees

1. Committees to be Appointed. In addition to the Nominating Committee noted above, there shall be an Executive Committee, a Finance Committee and such other committees, councils and task forces as may be deemed advisable by the Board of Directors.

2. Executive Committee.

A. There shall be an Executive Committee, comprised of the Chairman, the

Chairman-Elect, the Chairman-Elect Nominee, the Vice Chairmen, the Secretary, the Treasurer, General Counsel, the President & Chief Executive Officer and the Immediate Past Chairman. This committee shall study all subjects appropriate for Chamber action, making appropriate recommendations to the Board of Directors, and shall, between meetings of the Board of Directors, subject to such limitations as may be prescribed by resolution of the Board, have and may exercise all of the authority of the Board except that it shall not have the authority to amend the articles of incorporation, adopt a plan of merger or consolidation, recommend to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Chamber, or recommend to the Members the voluntary dissolution of the Chamber or the amendment of the Chamber's Bylaws. Term limits applicable to officers as stated above in Article IV, Section 2, paragraph C and Article V Section 1 shall apply to the members of the Executive Committee.

B. Quorum. A quorum of the Executive Committee shall be a majority of the members thereof.

3. Finance Committee. There shall be a Finance Committee which shall consist of at least five (5) members. The Chairman, Chairman-Elect, the Chairman-Elect Nominee, the Secretary, the Treasurer and the President & Chief Executive Officer shall be members; provided, however, that the Treasurer cannot serve as the Chairman of the Finance Committee. The Chairman-Elect shall serve as Chairman of the Finance Committee. The Chairman may recommend others to serve on the Finance Committee, subject to approval by the Board. Such other members may include a Certified Public Accountant, an attorney, a financial adviser and member(s) at-large of the Chamber.

4. Appointment and Authority.

A. Committee appointments, including appointments as Committee chairmen by the Board of Directors, shall not exceed a term of one (1) year, and appointees shall serve at the pleasure of the Chairman, except for the Chairman-Elect and the Chairman-Elect Nominee serving on the Executive Committee. The Chairman shall be responsible for defining the objectives of the committee or task force. In the event of the death or resignation of the Committee chairman, the Committee vice chairman shall succeed to the position of Committee chairman and complete the unexpired term.

B. It shall be the function of each committee or task force to carry out such activities as set forth in these Bylaws or as are delegated by the Board of Directors.

C. No committee or any member thereof shall take, or make public, any formal action, any resolution or in any way commit the Chamber on a question of policy or on matters of general public interest, without having first received the approval of the Board of Directors.

D. Special committees or task forces shall be discharged by the Board of Directors when their work has been completed and their reports accepted.

E. The purpose, definition of powers and duties of all standing or special committees shall be formalized and set forth in a Manual of Procedures.

F. All counsels and committees shall report on a regular basis to the Board of Directors.

ARTICLE VIII

Finances

1. Funds. All money paid to the Chamber shall be placed in a general operating fund unless otherwise directed by the Board of Directors.

2. Budget. Not later than the beginning of the fiscal year at a meeting of the Board of Directors, the Treasurer, assisted by the President & Chief Executive Officer, shall submit a budget for the coming year to the Board of Directors for approval. The budget, as approved by the Board of Directors, shall be a balanced operating budget and shall constitute the appropriations for the fiscal year.

3. Disbursements. Upon approval of the budget, the President & Chief Executive Officer is authorized to make disbursements on accounts and expenses, within the appropriation limits, without requiring additional approval. Disbursements shall be by check and shall be substantiated by a voucher. The President & Chief Executive Officer shall be authorized to sign checks on all Chamber bank accounts. In the absence of the President & Chief Executive Officer, the Chairman or the Treasurer may sign or countersign checks. Any other employee, approved by the Board of Directors, shall be authorized to sign checks on the operating account where only one signature is required.

4. Fiscal Year. The fiscal year of the Chamber shall close on June 30 of each year.

5. Bonding. The Board of Directors may require the Officers, Directors or employees of the Chamber to provide a security bond in such amount as the Board may direct. The cost of said bond shall be borne by the Chamber.

6. Audit. The accounts of the Chamber shall be audited by an independent firm no less frequently than every three (3) years. An internal audit or outside review, whichever as the Board may determine, of the accounts in the interim years shall be conducted annually as soon as practical after the close of the fiscal year. The accounts shall be audited at such time as the Treasurer or the President & Chief Executive Officer leaves their respective office with the Chamber; at the discretion of the Executive Committee, this audit may be an internal audit or outside review. The audit and reviews shall at all times be available at the Chamber offices for review by the membership.

ARTICLE IX

Amendments

1. These Bylaws may be amended by a two-thirds (2/3) vote of the members of the

Board of Directors acting at a meeting at which a quorum is present, or by a two-thirds (2/3) vote of the Members voting at any regular or special meeting at which a quorum is present or electronically; provided that notice shall have been given not less than ten (10) days prior to the meeting and that such notice contains a statement that the proposed amendment is to be considered at that meeting, as well as a brief explanation of the nature and the effect of the amendment.

2. Notwithstanding subsection 1 above, the Board of Directors shall have no authority to amend provisions of these Bylaws which involve the number of Directors on the Board of Directors, their qualifications or their terms of office. Such amendments may be made only by the membership, by a two-thirds (2/3) vote of the Members voting at any regular or special meeting for which the required notice shall have been given and at which a quorum is present.

ARTICLE X **Dissolution**

The Chamber is not organized for profit, and no part of the net earnings of the Chamber shall inure to the benefit of any private Member or individual. In the event of the liquidation or dissolution of the Chamber, whether voluntary or involuntary, no Member shall be entitled to any distribution or division of the Chamber's remaining property or its proceeds, and the balance of all money and other property received by the Chamber from any source, after the payment of all debts and obligations of the Chamber, shall be used or distributed exclusively for purposes within those set forth in the Articles of Incorporation and herein, and within the requirements of Section 501(c) of the Internal Revenue Code and its regulations as the same now exist or as they may be amended from time to time.

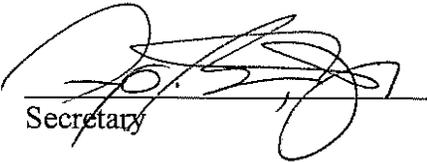
ARTICLE XI **Electronic Notice**

The Chamber shall utilize to the greatest extent possible procedures and processes which efficiently rely upon email, the Internet or other electronic means for conducting Notice and Voting as provided hereunder. Notice to a Member's designated email account as provided for in the membership records of the Chamber shall constitute sufficient Notice under these Bylaws. The Chamber shall establish internal controls sufficient to ensure the integrity of the process, to include ensuring that each Member is allowed only one vote per Member and that for corporate members the person voting is authorized to do so. Members without a designated email address may vote in person at the Chamber offices, but shall not be entitled to receive separate notice by mail.

ARTICLE XII
Interpretation

These Bylaws shall be interpreted in conjunction with the Articles of Incorporation, and in the event of a conflict, the Articles of Incorporation shall control. All matters not covered by the Articles of Incorporation or these Bylaws shall be governed by Section 13.1-801, *et seq.*, of the Code of Virginia.

Approved this 1st day of July, 2015


Secretary