

Fauquier Chamber of Commerce Board Book 2024

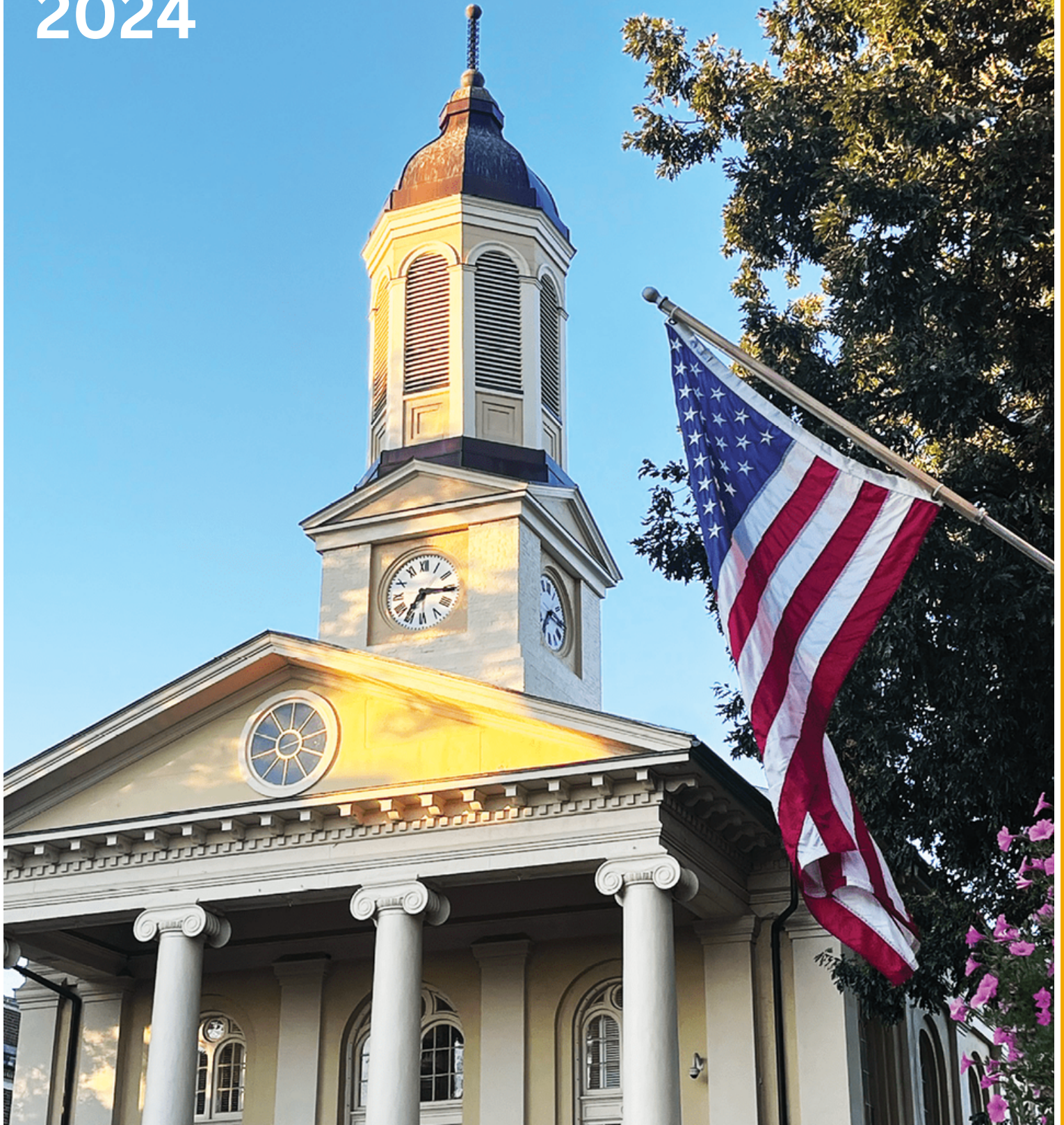


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Welcome

On behalf of the entire board, it is my pleasure to extend a warm welcome to you as our newest member. We are delighted to have someone of your caliber join us in our mission to foster economic growth and prosperity within our vibrant community.

Your appointment to the Board of Directors reflects not only your individual achievements but also your commitment to the betterment of Fauquier. The Fauquier Chamber of Commerce has a rich history of bringing together dynamic individuals and businesses to collaboratively shape the future of our region. With your expertise and dedication, I am confident that we will continue to thrive and make a positive impact.

As the Chair of the Board, I assure you that your contributions and insights will be highly valued. The diversity of skills and perspectives among our board members is what makes us a formidable force in driving positive change. We believe that your unique talents will complement the strengths of our existing team and further elevate the Chamber's influence.

To help you integrate seamlessly into your new role, we have created this New Member Manual. This manual will provide you with a comprehensive overview of our organization, its goals, and the key initiatives we are currently undertaking. It will also be an excellent opportunity to better understand your roles and responsibilities as a board member and begin building a strong relationship with your fellow board members that is essential for our collective success.

Thank you for your commitment to our community, and I eagerly anticipate the positive impact we will make together for all small businesses.

Sincerely,
Dawn Arruda
2024 Chair

VISION & MISSION STATEMENT

VISION: Your source for growth and support in a thriving and interconnected business community.

MISSION: Dedicated to the growth and prosperity of local businesses through building relationships, advocating for business, and providing resources and support.

2024 EXECUTIVE SLATE



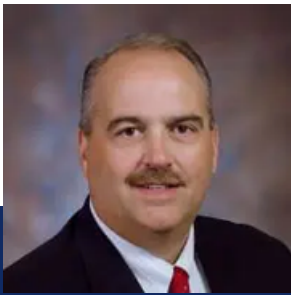
DAWN ARRUDA

Chair
Dawn Arruda Real Estate



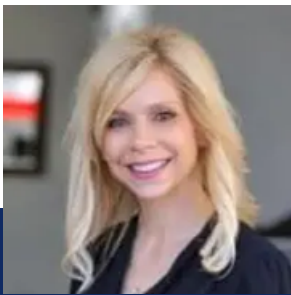
PRISCILLA HOTTLE

Chair Elect
Hottle & Associates



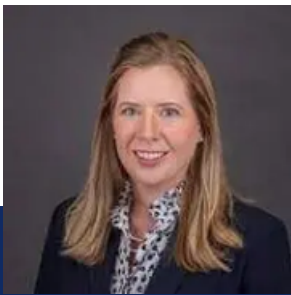
RAY KNOTT

Immediate Past Chair
Atlantic Union Bank



CARMEN RIVERA

Secretary
Carmen Rivera State Farm Insurance



BECCA SEGAL

Treasurer
Fauquier Health

2024 EXECUTIVE SLATE



LORNA MAGILL

*Vice Chair - EDLA
Wellspring Consulting Group, LLC*



ANGIE THOMAS

NOVEC



CAITLIN ADKINS

Spaces Organized & Styled



BENJAMIN MUSSER

United Horizon Real Estate



AL PENKSA

Edward Jones Financial

2024 EXECUTIVE SLATE



GLORIA WILLIAMS

Mark B. Williams PLC



DOUG PARSONS

Fauquier County Economic Development

BOARD ROLES, RESPONSIBILITIES, AND REQUIREMENTS FOR INVOLVEMENT

As a member of the Board of Directors, your role is critical to the success of the Fauquier Chamber of Commerce. The list below is intended to provide a general understanding of responsibilities and expectations, however, must not be considered inclusive or final.

RESPONSIBILITIES

- Board of Directors Meeting: Attendance for the Monthly Board of Directors Meeting is critical. The monthly meetings are the third Wednesday of each month. If needed, you may attend by conference call if advance notice is provided to the President/CEO. Board Members who are also members of the Executive Committee will meet on the second Wednesday of the month as well.
- Closed Session: Closed session meetings are a time in which the Board of Directors meet to discuss various items, such as Human Resource items, not intended to be publicly disclosed. Topics discussed are noted in separate minutes and securely filed in the designated secured filing cabinet kept in the chamber office. Closed session discussions are not to be discussed with anyone outside of the Board of Directors unless agreed upon during the closed session. Closed session meetings are generally held after the regularly scheduled monthly meeting.
- E-votes: Occasionally an E-vote will be needed between board meetings. An E-vote will be an item sent to the board members via E-mail and you would reply with your decision to approve, not approve, or abstain (if applicable) via E-mail or using the ballot procedure provided in the email.
- Ad-hoc Committees: Occasionally an Ad-hoc committee will be created to discuss issues or policy changes and the results are brought back to the board for review and/or implementation.
- Chamber Committees & Councils: It is recommended for a board member to participate with one of the chamber's various committees.
 - Economic Development & Legislative Affairs
 - Fall Festival Committee
 - Finance Committee
 - Gala & Annual Meeting Committee
 - Governance & Nominating Committee
 - Membership Engagement Committee
 - Valor Awards Committee
 - Women's Business Council
 - Young Professionals Council

BOARD ROLES, RESPONSIBILITIES, AND REQUIREMENTS FOR INVOLVEMENT

- Attend Events: Attendance shows you care about our members and demonstrates your commitment to your position to the membership. We realize you can not attend every event or activity, that is understandable.
- Set Policy: The Board of Directors is responsible for setting chamber policy. Become familiar with the Fauquier Chamber of Commerce Bylaws. This will greatly assist in your decision making. If you have a question about an item in the Bylaws, feel free to ask questions. The Bylaws usually have an item or two which needs to be modified each year as the business environment changes, or to realign with a previous change.
- Budget: The board will review financial progress throughout the year. The budget is reviewed at the Monthly Board of Directors Meeting.
- Events: The Board of Directors assists the President/CEO in planning and executing events throughout the year. The Board of Directors assist in appraising the results of the events and making recommendations.

Desired Skills and Experience

- Have knowledge of history, mission and goals. Knowledge of the community and commitment to maintaining a strong organization that is responsive to the membership. Working knowledge of bylaws and policies. Ability to handle organization business with tact, enthusiasm and commitment. Ability to communicate effectively. Ability to motivate committee members. Ability to take responsibility and follow through on assignments. Ability to work well with people individually and in a group.

Term of Service

- Members of the Board of Directors are elected for three year terms. Members may be re-elected per the bylaws.

Time Commitment

- Attend each board meeting, serve or assist on committees and be available to members, other leaders and staff, estimated to require 5 hours per month. Committee & Council involvement not included in estimate.

Benefits of Leadership Service

- Leadership is viewed as an opportunity to make a difference in the profession or trade. Opportunity to identify needs, support and achieve organizational and trade/professional goals. Gain or enhance experience in building and working with teams. Increase knowledge of association activities and resources.

JOB DESCRIPTIONS FOR BOARD POSITIONS

The Officers and Executive Committee

The officers of the Chamber Board of Directors shall consist of the following members:

Chairman of the Board, Chairman of the Board - Elect, Treasurer/Secretary, and one or more. Vice Chairmen as the Board of Directors may direct from time to time. These officers, the President, and the Immediate Past Chairman of the Board shall constitute the Executive Committee.

The Chairperson

- The Chairperson shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of directors, and Executive Committee.
- Assign officers to divisional responsibility, subject to Board of Director's approval.
- Assist the President/CEO, and consult Vice Chairmen, in developing a Program of Work for the ensuing year and assign a Board member to monitor each area and/or chairman.
- Assist the Treasurer and President/CEO in developing a budget to sustain the chamber's operations.
- Have authority to sign Chamber checks in the absence of the President/CEO
- Create task forces as deemed necessary to achieve the Chamber's mission and Program of Work.
- The Chairperson shall, with the advice of Vice Chairmen and the Immediate Past Chairperson, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Executive Committee and board of directors.
- He/she shall recommend such changes in procedure and policies as he/she may deem appropriate to the Board.
- As Chairperson of the Executive Committee of the Board, he/she shall call it to meeting between those of the full Board as necessary to assure effective action.
- He/she shall preside at all meeting of the full Board and be responsible for presenting an agenda for each, based on the premise that each member of the Board be as fully informed on Chamber activities as possible, at all times working closely with the President/CEO to assure this result..

JOB DESCRIPTIONS FOR BOARD POSITIONS

The Chairperson

- He/she shall be an ex-officio member of all committees and attend such meeting as may be necessary or convenient, but shall not be expected to attend all of them. He/she may call meeting or committees in cases where the committee chairman, for any reason, fails to do so and issue directives, recommend action, but he/she shall be cautious in exercising such power.
- He/she shall be responsible for reporting to the Board all actions of the Executive Committee taken between meetings of the full Board to include recommendations.

The Immediate Past Chair

- As directed by the Chairperson, coordinate and supervise task forces to address issues that are of immediate need/concern to the Chamber. Task forces should be comprised of current Board members, past Board members and/or committee chairmen.
- Advise Chairperson on potential selections of task force members.
- Work closely with task forces to see that groups understand and actively carry out their responsibilities.
- Serve as the liaison person between the task forces and the Board of Directors. Report to board status and updates on task force results.
- Call and attend meetings of the task forces as may be necessary or convenient. Can serve as interim leader or appoint a leader.
- Perform such other tasks as may be assigned by the Chairperson

The Chair Elect

- Supervise those divisions of Chamber activity designated by the Chairperson, including all committees designated by the board
- Advise Board Chairperson on potential selections of Chairmen to staff the various committees under their jurisdiction.
- Serve as ex-officio members on all committees in their division.
- Serve as the liaison person between the committees and the Board of Directors as needed.
- Attend the meeting of the committees as may be necessary or convenient, but shall not be expected to attend all of them. They may call meetings of committees in cases where the committee chairman, for any reason, fails to do so, issue directives and recommend actions, but he/she shall be cautious in exercising such power.

JOB DESCRIPTIONS FOR BOARD POSITIONS

The Chair Elect (con't)

- Assume the duties of the Chairperson in his/her absence or incapacity.
- Serve as voting members of the Executive Committee as provided in the bylaws.
- Act as Parliamentarian
- They shall perform such other tasks as may be assigned by the Chairperson.
- Be prepared to report to the Board at any time when called upon to do so, or on their own motion, on any matters about which the Board needs to be informed, or is required to take action.

The Treasurer

- The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors.
- Review and present a monthly financial report to the Board.
- Assist the President/CEO and Chair in developing a yearly budget.
- Attend Executive Committee meetings
- Participate in nominating committee for the following year's Board and Executive Committee
- Perform such other tasks as may be assigned by the Chair.

Vice Chair of Events

- Act as liaison to the board and committee Chair(s) and oversee the activities of the committee.
- Attend Executive Committee meetings
- Participate in nominating committee for the following year's Board and Executive Committee

Vice Chair of Marketing

- Act as liaison to the board and committee Chair(s) and oversee the activities of the committee.
- Attend Executive Committee meetings
- Participate in nominating committee for the following year's Board and Executive Committee

JOB DESCRIPTIONS FOR BOARD POSITIONS

Vice Chair of Marketing

- Act as liaison to the board and committee Chair(s) and oversee the activities of the committee.
- Attend Executive Committee meetings
- Participate in nominating committee for the following year's Board and Executive Committee

Vice Chair of Membership

- Act as liaison to the board and committee Chair(s) and oversee the activities of the committee.
- Attend Executive Committee meetings
- Participate in nominating committee for the following year's Board and Executive Committee

Vice Chair of Councils

- Act as liaison to the board and Council Chairs and oversee the activities of the specific councils
 - Women's Business Council
 - Young Professionals
- Attend Executive Committee meetings
- Participate in nominating committee for the following year's Board and Executive Committee

The Executive Committee

- The Executive Committee is composed of the Chair, Chair-Elect, Treasurer, Immediate Past Chair, and the Vice-Chairs.
- The charge of this committee is to review policy, review personnel issues, and address issues brought to the Committee concerning the day-to-day operations of the Chamber.
- The Executive Committee serves as the Personnel Committee for the Board of Directors.
- All actions of the Executive Committee, except those that are routine, are brought to the full board for consideration.
- The Executive Committee acts as Nominating Committee for the following year's board and reviews the Chair-elect's proposed slate of officers for the following year's Executive Committee

DELINEATION OF RESPONSIBILITIES

Who is Responsible?	Board Chair	Board of Directors	President CEO	Committee
Create the strategic plan		X		
Approve the annual budget		X		
Hire and evaluate staff other than President/CEO			X	
Assess performance of the board		X		
Promote board accountability	X			
Assess performance of President/CEO		X		X
Review IRS Form 990	X	X	X	X
Establish organization policies		X		X
Set the agenda for Board meetings	X		X	
Monitor daily income and expenses			X	
Approve selection of auditor/CPA		X		
Develop/Review programs and services				X
Revise/Update mission and vision statement		X		
Exercise fiduciary oversight of the organization		X		
Identify, recruit, select new board members		X		X
Create the business plan			X	
Daily management of the organization			X	
Create resolutions and positions		X		X
Document administrative procedures			X	
Renew insurance coverages			X	
Budget staff for professional development		X		
Appoint committees	X	X		
Budget for technology investment		X	X	
Develop external relations, collaboration	X	X	X	
Sell sponsorships and generate revenue		X	X	X

ANTI-TRUST COMPLIANCE POLICY

The Fauquier Chamber of Commerce is committed to strict compliance with federal and state anti-trust laws. The anti-trust laws are designed to promote free and open competition and to penalize any activities that unreasonably lessen business rivalry. These activities include: agreements among competitors on prices, agreements to boycott third parties, and agreements to divide markets. Because Chamber meetings bring together competitors, any unauthorized discussion of such topics would possibly lead to an inference that an illegal agreement was reached.

Accordingly, the following guidelines apply to any meeting or other activity conducted under the auspices of the Chamber:

- The Chamber staff shall be present at all times.
- There shall be no discussion among competitors of prices, discounts, or other terms and conditions of sale.
- There shall be no discussion of any agreement or understanding to boycott a third party or to deal with it only on certain terms.
- Without prior authorization, there shall be no discussion of agreements to deal exclusively with certain parties, requirements that purchasers of particular products or services purchase other products or services, standard-settings, certification, statistical reporting, or codes of ethics, and other self-regulatory activities.
- The Chamber's staff shall keep minutes of all Board of Directors meetings (does not apply to Committees, Councils, Task Forces, or other activities) under the supervision of the Executive Director.
- The Chamber staff shall immediately terminate any discussion that may violate these guidelines.

Since severe civil and criminal penalties, including fines and imprisonment, can result from violations of these anti-trust laws, whenever there is doubt about how to apply these guidelines, the Officers, Members, and guests of the Chamber should consult the President/CEO.

990 COMPLIANCE FORM

As a Director on the Fauquier Chamber of Commerce Board of Directors, I acknowledge my fiduciary responsibility to the Chamber and agree that if a conflict of interest is now present or arises in any matter upon which I will express an opinion or recommendation or vote, I agree to abstain from voting, debating, or expressing an opinion on such matter or will disclose any possible conflict.

I acknowledge that I have reviewed and / or been given a copy of the following:

- Bylaws
- Policies (in Policy Manual):
 - Anti-Trust Compliance Policy
 - Board of Directors Code of Conduct Policy
 - Board of Directors Job Description Policy
 - Conflict of Interest Policy
 - Whistleblower Policy

Signature of Director

Date

Print Name

Email Address

All Chamber Directors must complete this form and return it to Chamber staff for compliance.

CODE OF CONDUCT POLICY

Directors on the Fauquier Chamber of Commerce Board of Directors agree:

- To act in the best interests of, and fulfill their obligations to, the Chamber and its members;
- To act honestly, fairly, ethically, and with integrity;
- To conduct themselves in a professional, courteous, and respectful manner;
- To comply with all applicable laws, rules, and regulations;
- To act in good faith, responsibly, with due care, competence, and diligence, without allowing their independent judgment to be subordinated;
- To act in a manner to enhance and maintain the reputation of the Chamber;
- To disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter, in which the Director has or may have a conflict of interest (See Conflict of Interest Policy);
- To make available to, and share with, Directors any information that may be appropriate to ensure proper conduct and sound operation of the Chamber's governance and management;
- To respect the confidentiality of information relating to the affairs of the Chamber acquired in the course of service, except when authorized or legally required to disclose such information;
- To not violate any federal, state, or local laws governing the Chamber and to understand and adhere with all governing documents applicable to the Chamber.

A Director who has concerns regarding compliance with this Code of Conduct should raise those concerns with the President/CEO or Chair of the Board of Directors. In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the Chamber, it must be approved by the unanimous vote of the Board.

Directors will annually sign a confirmation that they have read and will comply with this Code.

CONFLICT OF INTEREST POLICY

PURPOSE:

The purpose of this Conflict of Interest Policy is to protect the Fauquier Chamber of Commerce, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Fauquier Chamber or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

DEFINITIONS:

Interested Person – Any Director, Officer, or Member of a Committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the FC Chamber has a transaction or arrangement,
- A compensation arrangement with the FC Chamber or with any entity or individual with which the FC Chamber has a transaction or arrangement, or
- A potential ownership or Investment interest in, or compensation arrangement with, any entity or individual with which the FC Chamber is negotiating a transaction or arrangement.
- A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or Committee decides that a conflict of interest exists.

Compensation – Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

PROCEDURES:

Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of Committees with governing Board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee Members shall decide if a conflict of interest exists.

CONFLICT OF INTEREST POLICY

Procedures for Addressing the Conflict of Interest – An interested person may make a presentation at the governing Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Board Chair or Committee Chair shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or Committee shall determine whether the Chamber can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Chamber's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy – If the governing Board or Committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing Board or Committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest,
- The nature of the financial interest,
- Any action taken to determine whether a conflict of interest was present, and
- The governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement.
- A record of any votes taken in connection with the proceedings SHALL NOT be recorded in the minutes.

CONFLICT OF INTEREST POLICY

COMPENSATION:

- A voting Member of the governing Board who receives compensation, directly or indirectly, from the FC Chamber for services is precluded from voting on matters pertaining to that Member's compensation.
- A voting Member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the FC Chamber for services is
- precluded from voting on matters pertaining to that Member's compensation.
- No voting Member of the governing Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the FC Chamber, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

ANNUAL STATEMENTS:

Each Director, Officer and Member of a Committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the Conflicts of Interest Policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the FC Chamber is a nonprofit and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

DOCUMENT DESTRUCTION & RETENTION POLICY

The corporate records of the Fauquier Chamber of Commerce are important assets.

PURPOSE:

The Chamber has established the following policy with respect to the destruction and retention of documents and other records, both in hard copy and electronic media (which may merely be referred to as "documents" in this Policy) for the purposes of maintaining order, streamlining efficiencies, utilizing limited office space, and mitigating risk. This policy identifies the record retention responsibilities of staff, volunteers, Board of Directors, and outsiders (independent contractors via agreements with them) for maintaining and documenting the storage and destruction of the Chamber's documents and records.

DOCUMENT DESTRUCTION & RETENTION POLICY

ADMINISTRATION:

The Chamber's President/CEO shall be the administrator ("Administrator") in charge of the administration of this Policy. The Administrator's responsibilities shall include:

- Supervising and coordinating the destruction and retention of documents pursuant to this Policy and particularly the Document Retention Schedule included below.
- Determine which documents are still "in use" and "current" which, as such, shall be considered "new" even if they were created previously.
 - Examples of documents previously created that are still considered current:
 - Bylaws & Policy Manual
 - Forms
 - Instructions & Procedures
 - Checklists & Materials Lists
 - Reference Sheets
 - Templates
 - Logos
 - The Administrator shall review these documents annually to determine if they are still current or should be considered in their retention period.
- Be responsible for documenting the actions taken to maintain and / or destroy organization documents and retaining such documentation.

LEGAL EXCEPTION:

The Chamber expects all staff to fully comply with this Policy and schedule, under the direction of the President/CEO. All staff should note the following general exception to any stated destruction schedule: If you believe, or the Chamber informs you, that Chamber records are relevant to litigation, or potential litigation (i.e., a dispute which could result in litigation), then you must preserve those records until the President/CEO determines the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those records. If you believe this exception may apply or have any question regarding the possible applicability of this exception, please contact the President/CEO.

ELECTRONIC DOCUMENTS

Documents in electronic format shall be maintained just as hard copy or paper documents are, in accordance with the Document Retention Schedule. Due to the fact that the integrity of electronic documents, whether with respect to the ease of alteration or deletion, or otherwise, may come into question, the Administrator shall attempt to establish standards for document integrity. The standards will include guidelines for handling electronic files, backup procedures, archiving of documents, and regular checkups of the reliability of the system; provided, that such standards shall only be implemented to the extent that they are reasonably attainable considering the resources and other priorities of the organization.

DOCUMENT DESTRUCTION & RETENTION POLICY

EMERGENCY PLANNING:

Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site or cloud location. The Administrator shall develop reasonable procedures for document retention in the case of an emergency.

DOCUMENT DESTRUCTION:

The Chamber's staff, volunteers, Board of Directors, councils, committee members, and outsiders are required to honor the following rules:

- Paper or electronic documents indicated under the terms for retention on the Document Retention Schedule will be transferred and maintained by the Chamber's President/CEO;
- All other paper or electronic documents not listed on the Document Retention Schedule shall be destroyed after four years;
- All electronic documents will be deleted from all individual computers and hard drives each year such that the only electronic copies are on the Chamber's network and back-up(s), which may utilize a cloud system, as determined by the Executive Director;
- No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

RECORD RETENTION SCHEDULE:

The following Document Retention Schedule indicates the retention period. For purposes of this schedule, the retention period shall not count the current calendar year. Thus, as an example, if a Type of Document has a four (4) year Retention Period and it was created on any date in 2020, those documents should be destroyed on or about January 1st of 2025.

Type of Document	Retention Period
Corporate Governance	
Bylaws and Articles of Incorporation	Permanent
Corporate Resolutions	Permanent
Policies and Policy Manual - Current	Permanent
Board of Directors Agendas and Meeting Minutes	Permanent
IRS Exemption Determination Letters	Permanent
Lists of Officers/Directors/Committee Chairs/Council Chairs	Permanent
Committee & Task Force Materials/Council Materials	4 years
Director 900 Compliance Forms (signed policies)	4 years
Strategic Plans (expired)	4 years
Ballot/Election Results (for any written or electronic vote)	4 years
Administration	
Other Affiliated Entities Annual Reports or Annual Update Letters	4 years
Directories and Periodicals (not produced by or for the Chamber)	4 years
Correspondence – Executive Director, All Staff, and General	7 years
Certificate of Origin	3 years
Appointment Calendars - All	4 years
Emails – All Staff	4 years
Equipment Manuals	until equipment disposal
Accounting and Finance	
Financial Statements (audited, reviewed, or compiled)	Permanent
Auditor Management Letters	Permanent
Chart of Accounts	7 years
Journal Entries	7 years
Check Register and Cancelled or Electronically Deposited Checks	7 years
Bank Deposits and Statements	7 years
Expense Reports	7 years
General Ledgers and Journals (includes: bank reconciliations, fund accounting by month, payouts allocation, securities lending, single fund allocation, trust statements)	7 years

Accounts Payable Ledger	Permanent
Investment Performance Reports	Permanent
Investment Consultant Reports	Permanent
Investment Manager Correspondence	Permanent

Legal Agreements

Equipment Files and Maintenance Records	7 years after disposition
Contracts and Agreements	4 years after all obligations end

Insurance

Policies – occurrence type	7 years
Policies – claims-made type	7 years
Fire Inspection Reports	7 years
Safety (OSHA) Reports	7 years
Claims (after settlement)	7 years

Real Estate

Deeds	Permanent
Leases (expired)	7 years after all obligations end
Mortgages, Security Agreements	7 years after all obligations end
Purchase Agreements	7 years after disposition

Tax

Tax Returns (990 & 990-T) and Worksheets	Permanent
Withholding Statements	
Tax correspondences	

Employment & Personnel

Employment Applications	1 year
Personnel Files	5 years
Employment Contracts	10 years
Retirement records	Permanent
I-9 Forms	1 yes

LIMITATIONS ON LEADERSHIP POWER POLICY

No entity or group, other than a Committee, may be formed without Board approval or operational provision afforded by an existing Fauquier Chamber of Commerce policy. The intent of this policy is to ensure that organizational features of the Chamber will not change outside of Board direction.

MONEY MANAGEMENT POLICY

In order to comply with Generally Accepted Accounting Principles (GAAP), and fiscally prudent Chamber Best Practices, the Fauquier Chamber of Commerce shall manage all funds according to the following:

INTEREST PAYMENTS AND RECEIPTS:

Funds shall be managed in such a manner as to eliminate, or minimize, all outgoing interest payments (charges, fees, etc.) while maximizing all incoming interest receipts (dividends, interest earnings, investment distributions, etc.).

BILLS AND ACCOUNTS PAYABLE:

All bills, payroll checks, and outgoing payments shall be reviewed by the Executive Director before payment occurs. The President/CEO will approve all payments, in writing, by affixing their initials, amount to pay, and approval date. Once approved and prepared, the President/CEO will sign all outgoing checks.

The President/CEO shall receive approval from the Board of Directors for any bills or outgoing payments that exceed \$5,000.00 unless they have been previously approved by the Board through the Annual Budget or contract acceptance. Written documentation of this approval, via approved Board meeting minutes or documented email vote, shall be retained by the Executive Director with the bill and check stub or credit card receipt paying the bill.

Payroll is excluded from this additional approval, provided bonuses or additional payments are not included in the payroll. Should the President/CEO desire to include bonuses or additional payments greater than \$5,000 in any fiscal year, cumulatively for all employees, the above approval policy shall be in effect above the \$5,000 threshold.

DEBT INSTRUMENTS:

The FC Chamber may have various debt instruments and loans available to the organization to facilitate business operations. As a rule, short-term debt shall be kept to a minimum and paid off as soon as possible, usually by the end of the next fiscal quarter or sooner, to eliminate or minimize interest expense. Long-term debt shall be managed carefully, always paying installments within the discount period or normal pay period to avoid late fees while taking advantage of discounts.

MONEY MANAGEMENT POLICY

Vendor Accounts: Vendor Accounts should be used for the ease of purchasing products and services, not as a debt instrument. Thus, Vendor Accounts balances should, as a rule, be paid off each month to prevent interest charges, service charges, or late fees. The FC Chamber shall make every attempt possible to do business with Members only or to recruit non-members to become Members by using FC Chamber and Member purchasing power as an incentive.

TAX PAYMENTS:

All payments to taxing authorities, including those to city, county, state, and federal governments, shall be paid on-time to avoid penalty and interest fees within the control of the Chamber. When a discount period is provided at a reduced tax rate, such as with property tax payments, the Chamber shall always pay within such time, even if funds need to be borrowed to make the payment during the discount period.

DEPOSITORY ACCOUNTS AND PURPOSE:

The Chamber shall maintain the following accounts with a bank, credit union, or financial institution that is a Member of the Chamber. Not all accounts are required and may be opened or closed at the direction of the Board. Each account shall be reconciled monthly as soon as possible after the statement is available:

Operating (EIDL) Account: The Operating (EIDL) account is the main transaction depository account for the FC Chamber. Financial records bookkeeping shall be kept using QuickBooks accounting software. Receipts, bills, invoices, bank statements, and transfers, shall be kept for the period of time required by the Chamber Document Destruction and Retention Policy.

If the below described conditions are met, the Chamber shall maintain between one depository only account, known as "Reserve Account." This accounts shall be maintained regularly as needed. Funds from these accounts shall only be used for the designated purpose.

Escrow Account: If the Chamber owns property or has employees whose benefits and burdens are not paid monthly or per payday, it shall also maintain a depository account for the purposes of holding property tax and payroll liabilities payments. Each payday, all payroll liabilities (burdens and benefits) that are not paid within that month shall be transferred to this account to be held in reserve until needed to make the scheduled payments to the outside entities. Additionally, 1/12th of all property taxes shall be transferred to this account each month to be held in reserve until needed to make the annual property tax payments. A computerized spreadsheet shall be maintained regularly by staff itemizing the breakdown of funds held in this account. Bank statements, transfers, and deposits shall be kept for the period of time required by the Chamber Document Destruction and Retention Policy.

MONEY MANAGEMENT POLICY

INVESTMENT ACCOUNTS:

The Chamber may have an additional account, or accounts, governed by the Reserve Fund Policy for the purpose of saving funds for large capital expenditures or retaining funds for a “rainy day.” All such investment accounts shall be secondary to the smooth operations and money management practices contained herein.

SEPARATION OF FINANCIAL DUTIES:

In an effort to protect the Chamber from theft, embezzlement, and/or accidental money mismanagement, the following redundancy and separation of duties shall be strictly observed.

President/CEO:

The President/CEO SHALL NOT:

- Open incoming mail that appears to contain incoming funds.
- Accept funds at registration tables or for-sale merchandise booths.
- Create deposit slips or electronically process the depositing of funds to depository accounts.
 - This does not preclude the President/CEO from serving as a courier to physically carry the deposit packet to the bank, as long as the deposit slip was prepared by others.
- Process Merchant Accounts deposits (Credit Cards accepted for payment to the Chamber).

The President/CEO SHALL:

- Open all incoming mail that appears to contain Statements from depository accounts, investments, and debt instruments. To facilitate this effort, and to prevent tampering in any form, the President/CEO may have only such Statements delivered to a separate address such as a Post Office Box registered to the Chamber.
- Reconcile all Statements from depository accounts, investments, and debt instruments.
- Print out Reconciliation Reports summarizing the transactions and balances indicated in the computerized software accounting package for each period corresponding with each Statement.
- Print out all Financial Reports for the Finance Committee and Board of Directors, to include but not limited to, Balance Sheet, Profit & Loss Statement, and Budget vs Actual Reports.
- Be the only authorized agent to transfer funds between accounts, when necessary, to include, but not limited to: checking, savings, Reserve Fund, and LOCs. Each transfer shall be documented with a paper receipt, initialed by the Executive Director, maintained in chronological order, and logged in the QuickBooks accounting software.

MONEY MANAGEMENT POLICY

The Bookkeeper SHALL NOT:

- Open incoming mail that appears to contain incoming funds or Statements from depository accounts.
- Accept funds at registration tables or for-sale merchandise booths.
- Process Merchant Accounts deposits (Credit Cards accepted for payment to the Chamber).

The Bookkeeper SHALL:

- Record in QuickBooks accounting software all check deposits, merchant account deposits, payments by check or credit card, and transfers.
- Maintain the filing system of financial documents which shall clearly be separated by entity, fiscal year, and type of transaction. Like transaction types are grouped and filed together:
 - Record of incoming checks with deposit slips shall be filed together.
 - Record of incoming Merchant Account deposits.
 - Bills Paid shall be filed together in check order.
 - Credit Card Payments with receipts in date paid order.
 - Bank Statements in date order.
- Keep secure any cash-on-hand when not issued to another employee for an event. Track and monitor the Chain of Custody of any cash issued to employees until returned or documentation of expenditure is presented.

All full-time employees who have completed their Introductory Period in accordance with the Employee Handbook and those part-time employees designated by the President/CEO shall be considered Money Acceptors as long as they have been trained on this Chamber Money Management Policy, any related Policies, and any related Procedures as approved by the President/CEO. The President/CEO and the Bookkeeper SHALL NOT be a Money Acceptor. Money Acceptors SHALL NOT:

- Open incoming mail that appears to contain Statements from Depository accounts.

Money Acceptors SHALL:

- Open incoming mail that appears to contain incoming funds.
- Create deposit slips or otherwise document incoming checks or cash presented for deposit in a cash log, receipts ledger, or other written method as determined by the President/CEO.
- Accept funds at registration tables or for-sale merchandise booths.
- Process Merchant Accounts deposits (Credit Cards accepted for payment to the Chamber).
- Prepare and track deposit slips and Merchant Account deposit transactions or reports for processing in QuickBooks accounting software.

MONEY MANAGEMENT POLICY

ABSENT FINANCIAL MANAGEMENT EMPLOYEE:

Should the Chamber not have in its employ a President/CEO due to death or termination, the Executive Committee shall designate an interim individual to fulfill the duties of that position under this policy. Should the President/CEO not employ or hire a third-party to fulfill the duties of Bookkeeper or Money Acceptor, the President/CEO shall be responsible for the duties of the Bookkeeper or Money Acceptor listed herein. Should this occur, the SHALLs will take precedence over the SHALL NOTs for the two positions as listed above.

CRIME INSURANCE AND/OR BONDING:

The Chamber shall maintain theft and embezzlement insurance, commonly referred to as Crime Insurance or Financial Bonding, to protect the Chamber from illegal, unlawful, and/or taking of Chamber funds without permission. In no case shall the liability coverage limits of such a policy, insurance rider, or bond providing such protection be below \$100,000.

NON MEMBER PRICING POLICY

The Fauquier Chamber of Commerce always promotes Membership and gives Members preferential treatment on Membership benefits. The Chamber also recognizes that anti-trust laws allow non-members to take advantage of our products, services, and events at a higher rate.

The Chamber will charge non-members a premium above the Membership price for participation in our products, services, and events. This total non-member price shall not equal or exceed the Member price when added to the current dues rate for the same product, service, or event.

In cases where a product, service, or event has been sponsored or is “included with Membership” such that there is no direct cost or fee for Members, a reasonable fee shall be charged non-members.

POLITICAL ACTIVITY & SOLICITATION POLICY

In an effort to avoid the appearance of impropriety, it shall be the policy of the Fauquier Chamber of Commerce not to allow solicitations or political activities at its events, unless conducted by the Chamber or for the benefit of the Chamber or its affiliated entities.

DISALLOWED SOLICITATIONS:

Include, but are not limited to: selling raffle tickets, soliciting attendees to make charitable donations to Member or outside organizations, or soliciting other monetary or product donations.

DISALLOWED POLITICAL ACTIVITIES:

Include, but are not limited to: voter registration, soliciting names for ballots and petitions, or campaigning activities which include the distribution of candidate literature or other promotional items.

EXCLUSIONS:

If the Chamber were to organize and promote to its Members, and/or the public, an event for the SPECIFIC PURPOSE of Soliciting or for Political Activity, said specific purpose event would be excluded from this policy.

POLITICAL INVOLVEMENT POLICY

ENDORSEMENT OF POLITICAL ISSUES:

The Board should consider the best interest of Members of the Chamber of Commerce first and foremost when deciding to advocate on behalf of political issues or to join coalitions advocating on behalf of political issues. The Board should consider the ramifications, blowback, and political fallout if the Chamber were to lose its advocacy effort.

ENDORSEMENT OF CANDIDATES:

The Chamber and its Board does not endorse candidates. The Chamber is not affiliated with any Political Action Committee (PAC). Candidates who are monetarily supported by any particular PAC may not claim endorsement by the Chamber.

To receive an endorsement from the Chamber requires a majority vote of the Chamber Board which is a separate and distinct act from any PAC providing monetary support. Chamber endorsement and PAC monetary support are not related acts.

CANDIDATE CAMPAIGN AND BALLOT MEASURES ADVERTISING:

Candidate Campaigns and Ballot Measures shall pay the full rate at the Member or Non-Member rate, respectively, according to the Non-member Pricing Policy or any other pricing guideline established by the Chamber, its subcontractors, or its agents. No discount shall be given from established pricing guidelines.

When a Candidate Campaign or Ballot Measure pays for advertising in an Chamber product, service, or publication, the following shall also be included elsewhere in or on that product, service, or publication:

The placement of paid advertisement does not imply endorsement by the Fauquier Chamber of Commerce.

WHISTLEBLOWER POLICY

PURPOSE:

The Fauquier Chamber of Commerce is committed to high standards of ethical, moral, and legal business conduct. In line with this commitment, and the Chamber's commitment to open communication, this policy aims to provide an avenue for Directors and staff to raise concerns regarding fraudulent or dishonest conduct and reassurance that they will be protected from reprisals or victimization for whistleblowing.

SAFEGUARDS:

Harassment or Victimization – Harassment or victimization for reporting concerns under this policy will not be tolerated. The Chamber will use reasonable efforts to protect whistleblowers against retaliation. Directors or staff of the Chamber may not retaliate against a whistleblower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees.

Confidentiality – Whistleblowing complaints will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that whistleblower complaints will only be shared with those who have a need to know; so, the Chamber can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, involve law enforcement personnel. Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have the right to know the identity of the whistleblower.

Allegations – Whistleblowers must be cautious to avoid fabricated and malicious allegations. After an investigation, if it is determined that the whistleblower made a baseless allegation, disciplinary action may be taken against that whistleblower.

PROCEDURE:

Reporting – A staff member's concerns about possible fraudulent or dishonest conduct should be reported to his or her supervisor. If, for any reason, the staff member finds it difficult to report his or her concerns to a supervisor, then they may report the concern to the President/CEO. Employment related concerns should continue to be reported through normal channels as set forth in the Employee Handbook. A Director's concerns about possible fraudulent or dishonest conduct should be reported to the Board Chair, or the Executive Committee, if deemed necessary.

WHISTLEBLOWER POLICY

Timing – Time is of the essence; so, that the earlier a concern is expressed the easier it is for the Chamber leadership to take action.

Evidence – Although the whistleblower is not expected to prove the truth of an allegation, the whistleblower should be able to demonstrate to the supervisor or Board Chair contacted that the report is being made in good faith.

INVESTIGATION:

Initial Inquiries – Initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved without the need for investigation; however, some investigations may warrant investigation by independent groups; such as: auditors and / or attorneys.

Further Information – The amount of contact between the complainant and the person or persons investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from, or provided to, the person reporting the concern.

Review and Reporting – All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person and person, or group, contacted.

EXAMPLES OF FRAUDULENT CONDUCT OR IMPROPRIETY:

- The following is a non-exhaustive list of the kinds of improprieties that should be reported:
- Forgery or alteration of documents;
- Abuse, inappropriate activity with a program participant;
- Fraudulent financial reporting;
- Misappropriation or misuse of Chamber resources, such as funds, supplies, other assets;
- Violations of Chamber's Conflict of Interest Policy;
- Authorizing or receiving compensation for goods not received, services not performed, or hours not worked; and,
- Facilitating or concealing any of the above or similar actions.

The Chamber reserves the right to amend and/or supplement this policy at any time.

COMMITMENT STATEMENT

I understand that board service is a privilege. I am fully committed to and pledge to help carry out the mission of the Fauquier Chamber of Commerce to strengthen, support, and promote the economic vitality of our member businesses and the Fauquier community.

The Board of Directors is empowered by the membership to govern the Fauquier Chamber of Commerce in accordance with the IRS code 501(c)(6) and the laws of the state of Virginia. In execution of this authority, the Board, individually and collectively, hold the following responsibilities and commitments:

1. Serve for the full length of your term.
2. Attend monthly Board Meetings.
3. Attend the Board Strategic Planning (October).
4. Attend as many Chamber events and programs as possible.
5. Be an advocate in the community for the services, and programs of the Chamber and the populations we serve.
6. Complete an annual statement of commitment of Board Service for the Chamber.
7. Contribute individual expertise to the Chamber if the need arises.
8. Approach the Chamber with a solid attitude of community support and volunteerism.
9. Set policy for the Chamber.
10. Execute strategic planning activities that advance the Chamber's mission statement, vision statement, goals, and objectives.
11. Assure a balance between the Chamber's goals and activities and its resources.
12. Assure the Chamber's compliance with all local, state, and federal laws.
13. Evaluate the Chamber's programs and operations.
14. Respect other Directors and Chamber members.

As a member of the Board of Directors I will make a good faith effort to be fiscally responsible for the Chamber. I know my legal responsibilities for this Chamber as a member of the board and accordance with the bylaws and operating principles of the Chamber and understand that I am morally responsible, as a member of the board, for the health and well-being of the Chamber. I will be prepared for and attend board meetings and be available for phone consultation. If I am not able to meet my obligations as a board member, I will offer my resignation.

Board Member Signature

Date

Print Name of Board Member

COUNCILS & COMMITTEES

GOVERNANCE & NOMINATION COMMITTEE

Purpose: The Governance and Nominating Committee (the “Committee”) would be a committee of the Board of Directors, with responsibility for review of the efficient and effective practices of general governance. The Committee makes recommendations on matters to the by-laws of the organization, along with recommendations on the size, composition, members and the officers of the Board.

The Committee will bring stability and longevity to the Chamber along with the development of future leaders. To ensure our leadership is a representation of our members, our mission and our values.

Committee Membership and Leadership: The Committee chairperson would be the Chairperson of the Board of Directors. The Committee would additionally be made up of the following members, all of which would be voting members of the Committee:

- President/CEO of the Chamber
- The Immediate Past Chair
- 3 At Large Members of the Board of Directors – these will be selected and voted on annually by the Board of Directors at its November Board meeting and will serve for a term of 1 year
- 2 former Chairperson’s of the Board (not currently serving on the Board) – the former Chair’s must be members or employed by members of the Chamber that are currently in good standing, as well as, they must be currently active in the Chamber. Additionally, these former Chair’s will be selected and voted on annually by the Board of Directors at its November Board meeting and will serve for a term of 2 years.

Meetings: The Committee meets every other month (but no less than 4 times annually), and additionally if necessary at the call of the Committee Chairperson. A meeting schedule would be established for each board year by December of the preceding year and distributed to all committee members. In addition, the Committee Chair may invite on an as needed basis other individuals who can assist in the work of the Committee. All members of the Committee will be required to acknowledge the sensitive and confidential nature of the information reviewed by the Committee, and will agree to maintain that confidentiality.

Committee Authority and Responsibilities: Develop and recommend position descriptions and set expectations for the Board Members, the Chairperson, and Board Officers.

Review the organizations By-laws at least annually and make recommendations for changes, if necessary, to the full Board for discussion and approval.

COUNCILS & COMMITTEES

GOVERNANCE & NOMINATION COMMITTEE CON'T

- Oversee and make recommendations to the Board for the Board's recruitment, nomination, and selection processes that include:
- A policy on Board Member recruitment, nomination and selection
- Procedures for recruitment, nomination and selection
- Establishment of selection criteria for Board Members.
- Procedures for recruitment, nomination and selection of Board Officer positions

Oversee and make recommendations to the Board for Board vacancies

- Identification, recruitment and vetting of prospective Board Members
- Evaluation of the performance of Board members eligible for reelection
- Submitting to the Board nominations for election and reelection of Board members

Oversee and make recommendations to the Board for Board Officer Positions

- Identification and vetting of nominated Board Members for Officer Positions
- Evaluation of the performance of nominated Board Members for Officer Positions
- Submitting to the Board nominations for election of Board Officer Positions

ECONOMIC DEVELOPMENT & LEGISLATIVE AFFAIRS

FALL FESTIVAL COMMITTEE

FINANCE COMMITTEE

GALA & ANNUAL MEETING COMMITTEE

MEMBERSHIP ENGAGEMENT COMMITTEE

VALOR AWARDS COMMITTEE

WOMENS BUISNESS COUNCIL

FAUQUIER YOUNG PROFESSIONALS

BY - LAWS

ARTICLE I.

MEMBERSHIP

Section 1. Classifications:

The Fauquier Chamber of Commerce (the “Chamber”) shall have four (4) classifications of membership: business entities, individuals, non-profit organizations, and municipalities.

Section 2. Categories:

The Board of Directors of the Chamber (the “Board of Directors”) shall establish categories of membership that reflect the size of the Chamber member business or entity.

Section 3. Dues:

1. The Board of Directors shall set membership dues for each category and classification based on the needs of the Chamber. The Board of Directors shall review dues periodically and make adjustments as necessary.
2. A new Chamber member shall pay a full year’s dues upon joining the Chamber. Thereafter, each Chamber member shall pay renewal dues each year on the anniversary date of joining the Chamber. New or renewing members have the option of paying their dues on a quarterly or monthly basis with the Chamber President’s approval.
3. The Chamber President shall notify any Chamber member who is more than thirty (30) days past due in dues payment. Any Chamber member who is more than ninety (90) days past due in the payment of dues shall be automatically removed from Chamber membership provided the thirty (30) day reminder notice has been sent.

Section 4. Representation:

Provided a Chamber member business has paid dues for the category of membership appropriate for the number of its employees, all employees of a Chamber member business shall enjoy the privileges of membership. Each Chamber member business shall be entitled to only one vote.

Section 5. Termination:

The membership of any Chamber member may be terminated by a three-fourths (3/4) vote of the members of the Board of Directors present at any duly called meeting of the Board of Directors provided that by a similar vote the Board of Directors shall first find that such membership is prejudicial to the best interests of the Chamber. The Chamber member in question shall first have had the opportunity upon notice of at least thirty (30) days to show cause why that membership should not be terminated as provided in this section. If after the thirty (30) day show cause period the Chamber terminates a member, the Chamber shall return pro-rated dues paid for the current year.

ARTICLE II.

BOARD OF DIRECTORS

Section 1. Size of Board:

A Board of Directors consisting of at least eleven (11) not more than twenty-four (24) voting members shall govern the Chamber.

Section 2. Ex-Officio Members:

The Immediate Past Chairman of the Board of Directors of the Chamber shall hold a voting, ex-officio seat on the Board. The Board of Directors shall have the authority to establish additional non-voting, ex-officio seats on the Board for organizations whose areas of responsibility relate to or affect the mission of the Chamber. Ex-officio members, other than the Immediate Past Chairman of the Board of Directors, have all the privileges of Board of Directors members except the right to vote. The Board of Directors shall confer or revoke ex-officio positions on the Board by a majority vote of the Board of Directors.

Section 3. Terms and Limits:

New members of the Board of Directors shall be representing a Chamber member in good standing. New members of the Board of Directors shall be elected annually by the Chamber membership for a term of three (3) years to commence at the beginning of the calendar year immediately following the election. Former members of the Board of Directors shall be eligible for re-election for a consecutive three (3) year term if nominated to do so by the Governance and Nomination Committee (GNC) and subsequently elected to the Board of Directors by the membership. Former members of the Board of Directors who have served two (2) consecutive three (3) year terms shall be eligible for re-election after being off the Board of Directors for at least one year. A Board of Directors member whose second (2nd) term is expiring may be elected to serve an additional one (1) year term; provided, however, not more than one (1) such "additional year" Board of Directors member shall be nominated in any one (1) year.

Section 4. Election:

1. The Board of Directors shall appoint a GNC (see Article V Section 4 for committee membership, leadership and procedures). The GNC, at least sixty (60) days prior to the Annual Membership Meeting, shall submit to the board nominations for election and reelection of Board members. The new elections to the board shall be from the membership of the Chamber, one (1) member for each vacancy on the Board of Directors.
2. The GNC committee shall make an effort to provide for broad representation on the Board of Directors, reflecting the diversity in nature of business, geographic location and community involvement of the Chamber membership.

BY - LAWS

1. The GNC shall present a slate of nominees to the Board of Directors for its review and approval. The Chairman of the Board shall present the GNC's slate of nominees, which has been approved by the Board of Directors at any regular or special meeting of the Chamber membership held no less than thirty (30) days before the Annual Membership Meeting.
2. Following the meeting at which the slate is adopted and not less than fifteen (15) days before the Annual Membership Meeting, the President shall provide to all Chamber members the adopted slate.
3. The slate of nominees corresponding with the number of Directors to be elected will be presented at the Annual Membership Meeting and adopted by vote.

Section 5. Meetings:

The Board of Directors shall meet no less than nine (9) times a year at a time and place determined by them.

1. Special meetings of the Board may be called by the Chairman, a majority of the Executive Committee, or by any two-thirds of the members of the Board of Directors. Special meetings shall be held upon notice given by electronic mail or telephone (at least two business days before the meeting) or by letter (mailed at least five business days before the meeting) to all of the directors, stating the time and place of the meeting.

Section 6. Quorum:

Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 7. Participation:

Each member of the Board of Directors shall serve on at least one (1) Board of Directors/Chamber committee during each year of the member's term. Each member of the Board of Directors shall maintain representing a Chamber member in good standing during their term.

1. Attendance. Unless absences are excused by chairperson of the board of directors no less than 24 hours before board meeting, directors are not to miss more than two consecutive Board meetings, nor are they to miss more than 3 Board meetings in the aggregate during a calendar year. Failure to meet this requirement shall be viewed as a resignation from the Board, and that Director's seat on the Board of Directors shall be vacant.

BY - LAWS

Participation in Board Meetings through Electronic Means. Where it is not possible or practical for a Board Member to be physically present at any scheduled meeting, a Board Member may attend Regular and Special Meetings through an electronic method of communicating by which all participating Board Members may simultaneously hear each other during the meeting. Such participation by a Board member shall be limited to 2 meetings during any calendar year. The Chairman of the Board may grant additional concessions for expanded participation by electronic means if there exist extenuating circumstances that warrant a concession.

Section 8. Board Vacancy:

The Board of Directors shall have the authority, along with the recommendation of the GNC, to fill by majority vote of the Board of Directors interim vacancies on the Board of Directors from among members of the Chamber in good standing.

STRATEGIC FRAMEWORK

Vision: Your source for growth and support in a thriving and interconnected business community.

Mission: We are dedicated to the growth and prosperity of local business through:

- Building Relationships
- Advocating for Business
- Providing Resources and Support

Core Values: Committed – Engaged – Integrity – Leadership – Respect – Sustainable - Welcoming

2024 Strategic Initiatives

1. Increase member engagement by developing actionable opportunities to bring the business community together. Likewise, provide a platform to promote member businesses and elevate the reputation of the Fauquier Business Community.
2. Increase awareness of, and connection to, the Chamber through business advocacy and development of a suite of business resources.
3. Expand Chamber revenues as a conduit to achieve long term strategic initiatives and expansion of the Chamber's reach and effectiveness.

Operational Priorities

4. Generate new revenue opportunities to ensure adequate resources to pursue our strategic initiatives, and to align the Chamber's services to meet the needs of the members and promote business growth.
5. Strengthen efforts to grow membership and programs to improve the standing of the Fauquier Business Community.
6. Redevelopment, expand and grow the Membership Engagement Committee.
7. Promote the importance of developing Human Capital through involvement with the Fauquier Chamber.

Guidelines for Prioritization and Decision-making

- Leverage and build on the Chamber's existing strengths and services.
- Collaborate with community stakeholders, local governmental leaders, and state resources to further enhance the Chamber's programs.
- Invest in activities that have the greatest impact and reach.
- Expand committee volunteers to build future chamber leaders.

About the 2024 Plan

In October of 2023, the Board of Directors and staff of the Fauquier Chamber of Commerce engaged in a strategic planning process that focused developing a new vision, mission, and core values; new and reasonable revenue generation, improving membership engagement and increasing committee participation.

STRATEGIC FRAMEWORK

The major themes, which appear in the strategic initiatives and operational priorities of the framework are summarized below.

INCREASED MEMBERSHIP ENGAGEMENT

The Board sees a clear need to improve and growth engagement of the membership to both enhance the position of the Business Community in the eyes of local governmental leadership, and to improve the overall voice of the business community. Additionally, improvement in membership engagement would expand and improve the overall programs of the Chamber, which would assist in driving economic growth for all businesses.

Goal Metrics (expected results)

Expand the Membership Engagement Committee to at least 3 co-Chairs, with segments to focus on new members, existing and engaged members, and existing and unengaged members. Development of committee outreach programs that facilitate focused and actionable sessions to bring these groups together to promote member involvement in both the Chamber and Business Community. Results will reflect an increase in attendance at and expansion of Chamber events. This will include the reinstatement of the monthly Chamber networking luncheons, along with future programs to focus on discussing the biggest challenges facing the Fauquier business community.

INCREASE CHAMBER AWARENESS

The Board members perceive that many in the community do not understand the benefits of the Chamber and its ability to provide the business community within Fauquier County. Chamber awareness will focus on expanding economic development, legislative and educational opportunities to better inform the business community.

Goal Metrics (expected results)

Develop and promote a platform for active discussions around economic development and business growth at Chamber sponsored events. This would include a County Economic Forum, enhanced and expanded legislative preview and debriefs, leverage connections to bring in state leaders to present on issues facing the business community.

EXPAND CHAMBER REVENUES

The Board members felt it was imperative that the Chamber expand its existing revenue streams and seek opportunities to add new revenue streams. This would provide revenue that would be reinvested in staff to allow for the growth of membership engagement and Chamber awareness initiatives.

STRATEGIC FRAMEWORK

Goal Metrics (expected results)

Offering a new non-member listing in the Chamber's directory for a fee. This non-member directory listing would provide a business with access to have information about their business in a searchable online directory. Signature Series luncheons/breakfast featuring keynote speaker or panel addressing topics of significance to the business community. Disc Golf Event to promote networking. An additional community event such as Father's Day Car Show or the like. These combined events could add \$22,500 in net free cash flow to the Chamber.

BUSINESS CONTINUITY PLAN (BCP)

The purpose of the Fauquier Chamber of Commerce Business Continuity Plan is to provide reasonable procedures for how our business will continue operating during an unplanned disruption in service.

This business continuity plan refers to our system of procedures to restore critical business functions in the event of an unplanned disaster. These disasters could include natural disasters, cyberattacks, service outages, or other potential threats or any other event where normal business operations are disrupted, and current staff are incapacitated or unavailable to perform as expected.

All employees and board members should keep a copy of this plan easily available at all times, both in the office and at home, in either electronic or printed format, or both.

COMPONENTS OF THE PLAN

- Monthly Renewal Billing
- Monthly Past Due Statements
- New Member Applications
- New Member Welcome Packet
- Membership Anniversary Cards
- Deactivation of Memberships
- Month End Financials
- E-Blasts
- Social Media
- Event Reconciliation

Considering the modifications made to certain BCP elements and the frequency of such, the specific processes of each element will be listed and filed separately with in the Board of Directors website page.