

BYLAWS
OF THE
VIRGINIA LIMOUSINE ASSOCIATION

ARTICLE I: TRADE NAME

The name of the association shall be the Virginia Limousine Association, Inc. (Hereafter referred to as "VLA"). The principal office shall be located in the State of Virginia at 5806 Grove Avenue Box 208 Richmond, VA 23226. Additional offices in other locations may be operated as determined by the Board of Directors (Hereafter referred to as BOD).

ARTICLE II: PURPOSE

The VLA is a non-profit trade association established for the purpose of promoting best practices and ethical conduct within the chauffeured transportation industry. In addition, the VLA serves as an advocate for member concerns to legislative and regulatory entities, as well as the public at large.

Virginia Limousine Association, Inc. shall be a non-stock corporation organized pursuant to the laws of the Commonwealth of Virginia.

VLA shall abide all applicable antitrust laws.

ARTICLE III: MEMBERSHIP

1. Definition

The VLA is composed of individuals and companies engaged either directly or indirectly in the business of transporting passengers for hire. Membership in the VLA is voluntary and non-transferable. No compensation is awarded or dividends paid; there is no obligation for members beyond pursuit of the aforementioned objectives in Article II.

The VLA BOD shall establish a Membership Committee for the purpose of attracting, recruiting, and vetting potential members; the addition of new members being considered crucial to the growth, vibrancy, and fiscal solvency of the association.

2. Eligibility

There shall be three classes of membership as set forth herein:

OPERATOR MEMBERS. The designation "Operator Member" shall apply to individuals or entities, which meet the following qualifications:

- A. Limousine or "for hire" transportation business that has control of one or more vehicles, meeting all applicable licensing and regulatory requirements, in which vehicles owned or operated.
- B. Recommended for membership by a majority vote of the VLA Membership Committee
- C. Have paid dues in full as published by the VLA BOD.

Operator Members may attend any open VLA meeting, address membership, comment on pending measures, seek redress, and vote with full membership privileges.

Each Operator Member shall be entitled to one ballot per member company for any referendum requiring a recorded vote.

ALLIED TRADE MEMBERS. The designation "Allied Trade Member" shall apply to individuals or entities, which meet the following qualifications:

- A. Own or operate a trade or allied business, which provides products, merchandise or services related or necessary to, or reasonably required by, those owning or operating limousines business.
- B. Recommended for membership by a majority vote of the VLA Membership Committee
- C. Have paid dues in full as published by the VLA BOD

Allied Trade Members shall be entitled to attend all open meetings of the VLA, address membership, comment on pending measures, seek redress, but shall not have the right to vote on any formal referendums pertaining to VLA business.

HONORARY MEMBERS. Pursuant to majority approval by the BOD, VLA Membership Committee may grant honorary membership status to any individual or company, who has, in the view of the BOD, has contributed in some exceptional manner to the VLA, the chauffeured transportation industry, or the community at-large.

Honorary Members are granted a waiver of fees and may attend any open event sponsored by the VLA. Honorary Membership may be revoked at any time upon a majority vote of the BOD.

Membership in VLA is subject to eligibility verification and approval by the BOD.

3. **Dues**

Membership shall support VLA operations through the assessment and payment of annual dues. Dues shall:

- A. Be determined by the BOD.
- B. Published on the VLA website.
- C. Assessed annually by the Treasurer.
- D. Be considered delinquent 31 days after assessment.
- E. Non-refundable for any reason.

Delinquent Payment: Any of the VLA members who are delinquent in the payment of dues for a period of 30 days shall be suspended. While suspended, a member may not be entitled to any services of the VLA.

The BOD, at its sole discretion, may postpone the due date of dues of any member.

The BOD may issue additional assessments as needed should the need for emergency funds arise.

4. Separation

Members may resign membership in the VLA for any reason, stated or otherwise. At such time, no further billings shall be accrued, nor any refunds proffered.

Members may be involuntarily expelled and/or suspended for cause by majority vote of those present at any meeting of the BOD. The BOD shall be the sole judge of sufficiency of such cause.

In the instance of expulsion or suspension for cause, the member must be provided written explanation by registered U.S. mail of said cause, and afforded 30 days from notification date to contest the action.

In the instance where expulsion or suspension is contested, the member in question shall receive the opportunity to present mitigating or exculpatory evidence at a hearing featuring a quorum of the BOD. A hearing may take place in person or via conference call at the sole discretion of the BOD.

At the conclusion of a hearing, the status of the expulsion or suspension shall be subject to a majority vote of BOD members in attendance for final disposition. The BOD is mandated to render a decision in such matters within 24-hours of the hearing.

5. Reinstatement

Any former member who has resigned or has been suspended or expelled for nonpayment of dues and who desires to be reinstated with a continuous membership must make payment of all dues in arrears. A reinstated member must

wait one year from the date of reinstatement before becoming eligible to serve on the BOD. If, however, a continuous membership record is not desired, such member may be reinstated, if qualified for membership, by paying the current year's dues. Any other former member may be reinstated by the BOD at a time and upon such conditions as the BOD may see fit.

ARTICLE IV: BOARD OF DIRECTORS

1. Authority and Responsibility

The VLA shall be governed by an elected Board Of Directors (BOD), which shall actively prosecute its objectives and shall have discretion in the disbursement of its funds.

The property, affairs and business of the Association shall be under the management and control of the BOD. The BOD shall determine VLA policies as expressed with the Bylaws. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such as it may consider necessary.

2. Composition

The BOD will consist of not less than five (5) or more than nine (9) members who will be determined through election by general membership.

BOD positions shall be served by Operator Members, with a maximum of two (2) positions available to Allied Trade Members. Honorary Members are not eligible to serve on the BOD. It is not required that the BOD consists of any Allied Trade Members to be considered valid.

Allied Trade Members serving on the BOD:

- A. Have voting rights in matters before the BOD.
- B. May serve as Chair of a committee.
- C. May be recused by officers during votes that represent a conflict of interest.
- D. May not serve as officers.

An Allied Trade Member who is elected by the membership to the BOD may not hold the office of President, Vice President, Secretary or Treasurer. An Allied Trade Member may serve as a committee chairperson.

An Allied Trade Member will have voting authority, but must be cognizant of the need to recuse themselves from matters that may be of conflict.

3. Term

Each Director shall hold office for a term of two (2) years and until his or her successor has been elected and qualified or until death, resignation or removal. Terms shall be staggered in the interest of continuity, ensuring that an approximately equal number of terms shall expire each year.

A Director may be elected by the voting members for 3 consecutive terms, after which the Director shall be ineligible to serve for a period of one (1) year. No more than one (1) representative from any member company shall be permitted to serve on the BOD.

4. Nomination of Directors

In June of each year, the BOD in conjunction with the Nominating Committee shall declare to membership at-large that nominations for BOD positions are eligible for submission. Membership must be notified no less than fourteen (14) days in advance of nominating periods. Notification must be made by electronic mail and must be posted prominently with instructions on the VLA webpage.

The nominating period shall be open for a period of no less than fourteen (14) days.

To be eligible for office, candidates must be members in good standing (current dues), for a minimum of one (1) consecutive year.

More than one representative from any member company may be submitted for nomination, however only one from each company may serve if elected.

Nominations must be submitted in writing by electronic mail to the Nominating Committee. Each shall be received and processed by the Nominating Committee which must vet and present eligible candidates to the BOD within an additional fourteen (14) days

5. Election of Directors

Directors may be elected either electronic ballot or electronic mail, as technology may allow, and at the discretion of the BOD.

Election dates and duration shall be set by the BOD at its sole discretion. The BOD reserves the right to allow early balloting at its sole discretion.

Directors shall be installed at the first full membership meeting following the election. Outgoing Directors may serve until the installation of new Directors, with full privileges.

6. Replacement of Directors

In the event that any person shall become unable or unwilling to serve the BOD to the President may appoint an eligible member to serve the remainder of the term.

The BOD may at its discretion, remove any Director by a minimum 2/3 vote of a quorum of Directors.

7. Officers

To manage the specific operations of the VLA, the BOD is charged with the election or appointment of "Officers". The four required officers critical to VLA operations consist of:

- A. **President:** The President shall be the principal executive officer of the Association. The President shall preside at all meetings of the VLA and the BOD. The President shall also serve as a member, *ex-officio*, of all committees except the Nominating Committee. The President shall appoint or remove all members of each committee, appointees and its chairman. Finally, the President shall be responsible for the general management of the affairs of the VLA and shall see that all orders and resolution of the BOD are carried into effect.
- B. **Vice President:** The Vice President shall perform such duties as may be delegated by the President. The Vice President shall perform the duties of the President in the event of the President's inability to serve. The Vice President shall perform any other responsibilities from time to time as may be requested by the Officers for the benefit of the VLA.
- C. **Secretary:** The Secretary shall attend all meetings of the BOD and membership, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all BOD meetings to the Directors and of all membership meetings to members as appropriate, and shall perform such other duties as may be prescribed by the BOD or by the President. The Secretary shall keep custody of the corporate seal, and when authorized shall affix the seal to any instrument requiring it.
- D. **Treasurer:** The Treasurer shall keep full and accurate accounts of receipts and disbursements of the VLA; shall collect all funds due the VLA and disburse funds as required to meet the obligations of the VLA; shall keep the funds of the VLA in a separate account to the credit of the VLA, unless the BOD provides otherwise; shall render to the President and the BOD, as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the VLA.

Designated herein, all disbursements must be approved based on the level of payment as follows:

- 1. Less than \$200 – Treasurer approval.
 - 2. \$200-\$1000 – Board approval.
 - 3. Greater than \$1000 – Full vote of membership.
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The Treasurer is further charged with the preparation of an annual budget which must be approved by majority vote of a quorum of the BOD, and presented publicly at the annual VLA general meeting.

The Treasurer shall serve as the Chairman of the Finance Committee. The Treasurer shall also be responsible for coordinating all efforts to assist in the annual audit of the financial records of the VLA

8. Election of Officers

The election of Officers will take place at the initial meeting of the newly elected BOD and requires a quorum of directors to be present.

9. Succession of Officers

In the event the President shall be unable or unwilling to serve in the office to which he/she has been elected, the Vice President will assume the position and duties of the Presidency for the remainder of the year.

The Secretary will become the Vice President. The BOD will vote to replace the position of Secretary at the next meeting of the BOD.

In the event the Vice President shall be unable or unwilling to serve in the office to which he/she has been elected, the Secretary shall assume the office of Vice President. The BOD will vote to replace the position of Secretary at the next meeting of the BOD.

In the event the Treasurer shall be unable or unwilling to serve in the office to which he/she has been elected, the BOD shall vote to replace the position of Treasurer at the next meeting of the BOD. The President shall assume the duties of Treasurer in the interim.

10. BOD Meetings

The initial meeting of the BOD shall be held immediately before, after or during the annual general meeting of members of the VLA, and a minimum of three (3) additional BOD meetings shall be held during each year at a time and place fixed by the BOD.

The President must notify the BOD of the meeting date at least fourteen (14) days prior to the meeting. Agenda items for all BOD meetings must be submitted to the President, by any Director, no later than seven (7) days prior to the date of a meeting and said agenda should be distributed to the BOD no less than twenty-four (24) hours prior to any meeting.

Upon majority vote of the Directors, any BOD meeting may be conducted via teleconference.

“Special meetings” of the BOD may be called at any time by the President or any five (5) directors. Legal counsel may be present at all meetings of the BOD if so ordered. Twenty four (24) hours written notice by electronic mail of the time and location of any special meeting of the BOD shall be given to each director.

All meetings of the BOD shall be conducted in accordance with ROBERT'S RULES OF ORDER, Revised, when not in conflict with these Bylaws. At all meetings of the Board, the President or in his absence, the Vice President and if neither is present a chairman will be chosen by the Board and shall preside.

A majority of Directors shall constitute a quorum, which is required for the transaction of all business. Except as otherwise provided in these Bylaws or by state or federal law, a majority of a quorum of directors present shall have the power to act.

Whenever directors are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the directors entitled to vote thereon and returned to, tallied and published by the Secretary.

11. Additional Powers

The BOD is authorized to undertake any action or measure not expressly prohibited herein, in the interests of conducting VLA business pursuant to the stated purpose expressed in Article II.

The BOD is hereby authorized to retain goods and services related to the operation of the VLA as may be determined by the BOD. Such expenditures are delineated in Article 4, Section 7, Sub-section D.

Emergency measures may be undertaken in accordance with the “Special Meetings” provision of Article 7, Section 10. In the rare event that such notice is untimely, The President may convene a teleconference of a quorum of BOD members to gain approval for emergency expenditures.

Officers or Directors are prohibited from incurring expenditures unilaterally except where provided under Article 4, Section 7, Sub-section D.

12. Indemnification Of Directors

During a term of office, and thereafter, no Officer or Director of the BOD or his estate, personal representative or heirs, shall reasonably incur expenses or liabilities in resisting any claim or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such officer or director, the Association shall indemnify him or them against such expenses or liabilities.

For the purposes of this paragraph, (a) the term "expenses or liabilities" shall include, but not be limited to, attorneys' fees, court costs, judgments and the costs of reasonable settlements, and (b) the term "reasonable settlements" shall include, but not be limited to, settlements or compromises approved by the BOD or by counsel for the corporation in a written opinion to the President that the settlement or compromise is in the interests of the corporation and falls within these provisions of the by-laws.

The foregoing right of indemnification shall not be exclusive of other rights to which such officer or director may be entitled as a matter of law or equity. For purposes of the foregoing provisions of these by-laws, the good faith of an officer or director of this Association shall not be questioned on the grounds that action was taken or omitted by him in reliance upon the correctness of information supplied by other officers or employees in the course of their duties or in reliance upon the advice of counsel for the Association.

The VLA, its BOD, officers, employees and agents shall be fully protected in making any determination as to the existence or absence of liability, in making or refusing to make any payment on the basis of such determination, and in taking any other action under these provisions of the by-laws in reliance upon the advice of counsel.

To make assurances thus, the VLA is hereby obligated to purchase and subsequently renew in perpetuity, a "Directors & Officers" (D&O) insurance policy to mitigate exposure under such instances. Evidence of said policy must be made available to any Director upon request.

ARTICLE IV: GENERAL BUSINESS

1. Membership Meetings

The members shall have an annual meeting in June at the principal office of the corporation or at such other time or place as is otherwise determined by the BOD to conduct general VLA business. Notice of the annual meeting shall be provided fifteen (15) days in advance of the meeting in writing, by mail, personal delivery, or electronic means at the address of the member on file with the secretary. All meetings shall be conducted in accordance with Robert's Rules of Order - Revised, when not in conflict with these Bylaws. At all meetings, the President or in his absence the Vice President and if neither is present, a chairman will be chosen by the BOD and shall preside.

The VLA shall meet no less than quarterly on such date and such time and place as shall be determined by the BOD. The BOD may call special meetings of the VLA on such dates and at such times and places as determined by the BOD. Ten percent (10%) of the voting members of the VLA, must be present in person or by proxy, and shall constitute a quorum. A quorum is required for the transaction of business at any regular or special meeting. A majority vote of those present in person or by

proxy at each regular or special meeting shall be necessary to take any action requiring a vote, unless otherwise specified herein.

At any general meeting, each Operator Member in good standing, whose dues are fully paid for the current fiscal year, and who is properly registered, shall be entitled to one vote, either in person or by proxy. Registration shall be in such a manner as may be prescribed from time to time by the BOD, and all proxies to be voted must be filed with the VLA office prior to the commencement of the meeting in such form as the BOD shall determine.

2. Notice

Notice of the date, time, place and purpose of any meeting of the members of the VLA shall be given in writing, by electronic mail, or by United States mail, addressed to each member of the VLA at the address on file with the Secretary not less than three (3) days prior to the date fixed for such meeting.

3. Action By Members Without A Meeting

Whenever members are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by a majority of the members entitled to vote there on. Returned, tallied and published results will go to the BOD.

ARTICLE V: COMMITTEES

The president of the VLA shall appoint committees, standing or special, or the BOD shall from time to time deem necessary to carry on the work of the association. The president shall be ex-officio member of all committees. Standing committees shall be:

1. Nominating Committee

The Nominating Committee shall be appointed by the President and shall consist of three (3) members, two (2) of whom shall be members of the BOD, the third member shall be appointed from the general membership. The President shall appoint a Chairman. The Nominating Committee shall meet not less than ninety (90) days prior to the annual meeting of the members, and shall send written request to general membership for nominees to serve on the BOD.

2. Membership Committee

The Membership Committee shall be appointed by the President and shall consist of members of the general membership under the direction of a Chairman. The President shall appoint said Chairman. The Membership Committee is charged with the recruitment of new members and the retention of existing members. The Membership Committee shall meet not less than ninety (90) days prior to the annual meeting of the members, and shall send written request to general membership for nominees to serve on the BOD.

3. Finance Committee

The Finance Committee shall be appointed by the President and shall consist of three (3) members, The VLA Treasurer, who shall serve as Chairman, one (1) member of the BOD, and one (1) member appointed by the President from the general membership. The Finance Committee shall review VLA financial matters including general ledger, bank statements, investment folios, and any records involving the deposit, expenditure, or transfer of VLA funds or property.

ARTICLE VI: DIVIDENDS

The VLA shall declare no dividends payable to its members. All of the assets of the Association shall be used solely for the express purposes of the VLA as express in Article to herein. No part of the corporation's net earnings shall inure to the benefit of any private member. The business of the corporation shall not be conducted for profit. Upon the dissolution of the corporation, any remaining assets remaining to the corporation after the satisfaction of its lawful debts the funds of the VLA may be paid over to a successor created by the reorganization of the VLA, or if there be no such successor, to one or more legally organized charitable organizations to be selected by the BOD.

ARTICLE VII: AMENDMENTS

VLA Bylaws may be amended at any regular meeting of the association by a majority vote, provided that a thirty (30) day notice of the intended bylaws change has been provided. A substitute proposal regarding a submitted Bylaw change may be acted upon and voted at the same meeting. No amendment to these Bylaws or the VLA Articles of Incorporation shall be valid or effective if, upon giving such amendment affect, the tax exempt status of the VLA is compromised.

DATE ADOPTED: 7-11-17

By

Sean Stafford
Secretary of the VLA Board of Directors