



BYLAWS

7X24 Exchange Central Virginia Chapter

ARTICLE I, GENERAL

Title

The name of this organization shall be the 7X24 Exchange Central Virginia Chapter.

The formal title to this organization shall be a non-profit body “**7X24 Exchange International Central Virginia Chapter, Inc.**” The organization has always considered equal opportunity for all members to be fundamental to its success. We do not discriminate on the basis of race, creed, age, color, national origin, sex, sexual preference, disability or marital status.

Official Documents

Documents governing the organization and operation of **7X24 Exchange Central Virginia Chapter** shall be included in the Bylaws of **7X24 Exchange Central Virginia Chapter** as approved by the Officers. Said documents shall include any amendments or additions which may be made and approved from time to time.

Newsletter

The official Newsletter for **7X24 Exchange Central Virginia Chapter** shall be published by **7X24 Exchange Central Virginia Chapter** at times and in a manner as established by the Officers.

Mission/Charter

7X24 Exchange Central Virginia Chapter is an educational forum bringing together the Information Services/Computer Technology and Facility/Engineering functions of user organizations to promote a better understanding of the design, implementation and management issues involved in achieving high levels of uninterrupted infrastructure uptime.

7X24 Exchange Central Virginia Chapter will work to advance the state-of-the-art in infrastructure reliability by collecting and disseminating information in the form of statistics, case studies, guidelines, practices and standards for use by users, engineering and/or architectural firms, and code or enforcement agencies.

7X24 Exchange Central Virginia Chapter Meetings will serve as an open forum to present topics relevant to infrastructure reliability.

7X24 Exchange Central Virginia Chapter will not endorse specific products or vendors.

Board of Directors

The Board of Directors is responsible for the overall management and policy of the chapter. The Directors establish goals and directives in accordance with the purpose/charter of the chapter.



Officers

The officers of **7X24 Exchange Central Virginia Chapter** May consist of up to, though not more than One (1) President, one (1) Vice President, (1) Secretary, one (1)Treasurer, and up to ten (10) Voting Board Members.. The officers shall have the duties as established by the By-laws.

Board of Directors Removal

The Chapter Board of Directors can remove any member of the Board of Directors Member by a majority vote of a quorum. If the Board member is unable to fulfill their commitment to attend at least 50% of the four (4) quarterly board meetings and events each year, the President and the Board can ask that Board member to step off to create a vacancy for another more active Board member.

ARTICLE II, MEMBERSHIP

Qualifications

Any individual of good character who is interested in **7X24 Exchange Central Virginia Chapter** and who agrees to conform to the By-laws of **7X24 Exchange Central Virginia Chapter** may be a member of **7X24 Exchange Central Virginia Chapter** upon approval by the Chapter president, Vice President or a majority vote of the chapter officers.

Membership Classification

Membership in **7X24 Exchange Central Virginia Chapter** shall be unlimited as to the number and shall include the following classifications:

- a. Member: A member is defined as a corporation or individual that is a user or involved in the use of critical support systems [aka the infrastructure] or a vendor and/or consultant and/or organization that has direct cause and/or effect in the availability of the infrastructure. Without authorization by officers of the Board of directors a vendor/and/or Consultant is not permitted to market or sell their wares. Any violation of this code of conduct shall have additional restrictions imposed upon the offending member and/or shall be removed at the discretion of the officers by majority vote. Membership includes four (4) individuals, an additional fee as determined annually by the Board of Directors is required for each additional individual.
- b. Education or Student Member: This complimentary membership is available to the educational community and includes students and faculty. Students or faculty must attend or instruct in a school of higher education in the field(s) of engineering, architecture or computer science/information technology.

This organization must have a strong representation of end-users supported by vendors, design professionals and contractors who provide equipment and solutions to reliable 7X24 operations.



ARTICLE III, DUES

Dues for each membership class in **7X24 Exchange Central Virginia Chapter** may be set by the Board of Directors on a calendar year basis and shall not be changed more than once in any calendar year. The dues structure shall be as following: a complimentary membership for end-users and individual students/faculty as outlined above. Company [MEP/Vendor] memberships will be established by the Board. Company memberships will allow for the participation of up to four (4) company employees, regardless of location. Additional company memberships can be added for a fee.

ARTICLE IV, MEETINGS OF THE 7X24 Exchange Central Virginia Chapter Meetings

At least one (1) meeting of the membership and officers of **7X24 Exchange Central Virginia Chapter** will be held each year.

Notice of Meetings

The call to a meeting shall be issued by the Secretary by meeting notice to members on the Communication Roster.

Expenses

The Officers will be authorized to expend funds of **7X24 Exchange Central Virginia Chapter** as it may deem appropriate for the expenses related to meetings-provided said reimbursed expenditures are approved by the Board of Directors by a majority vote. Three officers of the Board of Director shall have access to all Financial Accounts to assure accountability and transparency.

Quorum

A quorum for Board of Director meetings shall consist of 50% of the Board members in good standing, to be in attendance, on conference call or able to cast a vote electronically. All board members and officers are allowed one vote each.

Voting

A voting member is defined as an individual board member or officer as defined in good standing or the primary company contact or designated representative in good standing. A voting member is defined as in ARTICLE X, ADMINISTRATION AND PROCEDURES and is entitled to one (1) vote by its designated representative or by proxy.

A proxy must be in writing and signed by that member's designated representative for that purpose. The proxy shall be valued only for the meeting for which it is made.



ARTICLE V, BOARD OF DIRECTORS

The Board of Directors shall consist of the Officers as defined in ARTICLE I. Past officers are entitled to sit on the Board of Directors as Honorary Directors following retirement.

Board of Directors can create a Board of Advisors consisting of Mission Critical End Users only to advise and guide the Board on matters of interest to the community. The Board of Advisors will be instrumental in surveying the needs and interest of the End User Community for the purpose of planning educational presentations at Chapter meetings and events.

ARTICLE VI, ELECTION OF OFFICERS

Conduct of Election

New Board members are nominated by current Board members. Nominees receiving the greatest number of votes from the membership shall be deemed to have been elected to the vacancies to be filled for a full term of the office.

Chapter Terms of Office

The elections for the Board of Directors will constitute two (2) year terms of office.

ARTICLE VII, OFFICERS

Terms of Office

Officers shall be elected to their respective offices by the membership at an annual organizational meeting, held the third quarter of the calendar year. The term of office for each officer so elected shall commence on the first day of January of that year of election to the office and terminate on the last day of December, two years thereafter, or when a successor in the office has been duly elected and qualified. Any officer may succeed himself in office for one consecutive term [two terms total] if elected and qualified to do so.

Quorum

A 50% majority of the duly elected Officers of the Board of Directors shall constitute a quorum for the transaction of business.

Compensation

No Officer shall receive any compensation for services as an Officer.

Vacancies

In the event of a vacancy due to death, resignation or removal, such vacancy shall be promptly filled by a special election made by the Board of Directors.

Removal

Any Officer may be removed by the action of the membership for malfeasance or misfeasance in office.



Resignation

Any Officer may tender a resignation from office by delivery of a notice thereof to the other Officers.

Honorariums

Officers may be rewarded for their contributions to **7X24 Exchange Central Virginia Chapter** in a manner and to such extent as may be established by the membership.

ARTICLE VIII, DUTIES OF OFFICERS

President

The President shall preside at all membership meetings. At each annual meeting, the President shall deliver a report as to the condition of **7X24 Exchange- Central Virginia**; this report will be made part of the minutes of said meeting.

Vice President

The Vice President shall preside at all meetings in the absence of the President. In the event of a vacancy, an inability or refusal to act by the President, the Vice President shall perform all the duties of the President during each unfilled period. In addition, the Vice President shall perform such duties as may be directed by the President and/or membership from time to time.

Secretary

The Secretary shall be the custodian of all corporate and final records of **7X24 Exchange Central Virginia**. The Secretary shall prepare and email notices of meetings, ballots and other such information as may be required by these By-laws and as may be directed by the President from time to time. The Secretary shall attend all meetings of the membership and other **7X24 Exchange Central Virginia Chapter** meetings as the President may direct. The Secretary shall work with the President, Vice President, and Committee Members to assist in the preparation and execution of day to day operational needs of the organization, including social media and the documentation and distribution of Board of Directors meeting minutes.

Treasurer

The Treasurer shall be responsible for all recording and financial functions of the organization and have custody of all funds, accounts, securities or other monies of **7X24 Exchange Central Virginia**. The Treasurer shall pay all debts of **7X24 Exchange Central Virginia Chapter** after approval in the manner prescribed, receive sums due and payable to **7X24 Exchange Central Virginia**, deposit funds of **7X24 Exchange Central Virginia Chapter** accounts as approved by the Officers and sign on behalf of **7X24 Exchange Central Virginia Chapter** checks and drafts drawn on **7X24 Exchange Central Virginia Chapter** accounts. All checks shall require two (2) signatures-one by the Treasurer and [President or the Vice President]. Quarterly status reports are to be provided to the President. Additional reports with corroboration are to be provided to the President and Vice President upon request, or the Board of Directors upon a majority vote by a quorum requesting financial updates. Debit cards for the use of conducting **7X24 Exchange Central Virginia Chapter** business and functions are to be provided to officers only as designated; President and Vice President serving as Committee chairpersons.



ARTICLE IX, DEPARTMENTS AND COMMITTEES

Departments and Committees may be created by the Officers as may be deemed desirable from time to time.

Chairperson

The Chairperson of each Department shall be appointed by the President with the advice and consent of the Officers, except for those Departments having the Vice President as Chairperson.

Committees

Committees may be created by the officers as may be deemed desirable. All Committee Chairs will be responsible for submissions to the Secretary for the website and the chapter newsletter. Committee Chairs will be officers; however, any member in good standing may participate on a committee as desired or needed.

Committees will be established as needed to assist in fulfilling specific Chapter initiatives including but not limited to:

- a. **Membership:** Responsible for recruiting new members, processing membership applications and maintaining a membership database. Committee members shall report all database changes to the Secretary. Set annual goal for membership and work closely with Programming committee to deliver programs and valuable content to enhance member experience and retain existing members.
- b. **Sponsorship:** Responsible for advertising, fund raising and promotional activities. Committee members shall respond to inquiries from members and guests. Sponsorship committee will work closely with all other committees to ensure sponsorship goals are being met for each initiative.
- c. **Communication & Programming:** Responsible for website submittals, identification of subject matter and development of programs. Evaluate the possibility of developing a Chapter Newsletter. Work closely with membership committee on identifying membership topic interests.
- d. **Hospitality and Venue** Responsible for locating appropriate venues for events and providing food and beverage at those events. Work closely across all other committees to ensure smooth handling of all aspects of the events.
- e. **Scholarship/Internship:** Responsible for investigating and delivering to the Board for discussion and possible implementation a means of developing future talent for the mission critical industry. This program may include scholarships, internships, and the development of the Chapter's affiliations with the local schools and universities to develop mission critical candidates from their student body. This initiative will support International Data Center Day and follow guidelines set forth by 7X24 International. The Board will vote and approve any programs before implementation.

The Board may establish subcommittees for the purpose of supporting specific initiatives such as the Golf Tournament.

Committees will work together to ensure all events details are covered. Committees will report activity to President.



ARTICLE X, ADMINISTRATION AND PROCEDURES

Fiscal Year

7X24 Exchange Central Virginia Chapter shall operate on a fiscal year basis commencing on the first day of January and ending on the last day of December.

Legal Documents

The Board of Directors may authorize any officer or officers, agent or agents to enter into, on behalf of **7X 24 Exchange Central Virginia Chapter** any contract or legal document in its name, providing such authorization is made in writing.

Gifts and Grants

7X 24 Exchange Central Virginia Chapter may accept such gifts and grants of monies or property as the Officers may authorize.

Book and Records

All officers or agents who have funds or property of **7X 24 Exchange Central Virginia Chapter** in their possession shall maintain such written records of their transactions as enable them to fully account for the use and disposition thereof and to be maintained in such form as to be subject to audit.

Review of Financial Records

The Officers may cause a review to be made by one or more members of **7X 24 Exchange Central Virginia Chapter**, or by an independent Certified Public Accountant, of the books and records maintained by the Treasurer at such intervals as the Officers may determine.

Year End Financial Statements shall be prepared by an independent CPA along with annual tax returns.

The officers may also direct that a review be performed of the accounts of any officer or agent having custody of **7X 24 Exchange Central Virginia Chapter** funds at such times and in such manner and by such persons as the Offices may deem appropriate.

Bonds

The Officers may require any officer or agent having custody of **7X24 Exchange Central Virginia Chapter** to be bonded by a bonding company and in such amounts as selected by the Officers. All premiums for such bonds shall be paid by **7X24 Exchange Central Virginia Chapter**.

Rules of Procedure

The Officers of **7X24 Exchange Central Virginia Chapter** may adopt rules of procedure not inconsistent with the By-laws of the National 7 X 24 any statute, provided that such rules shall be in writing and made available to the membership upon request.



ARTICLE XI, AMENDMENTS

Proposal for Amendments by Members, Officers & Directors

Any proposal for a change or changes to these By-laws must be made in writing by at least three (3) voting members in good standing of the **7X24 Exchange Central Virginia Chapter**. Such proposal shall be submitted to the Recording Secretary and must contain the names and addresses of each member's designate making such proposal, together with a statement of that part of the By-laws proposed for change, the nature of the change being proposed and the reasons why such change is proposed.

Review

All proposals for changes to these By-laws shall first be reviewed by the Officers.

Adoption

The Officers may, on its own motion, adopt, reject or modify the proposed change or, in its discretion, determine the change proposed should be submitted to a quorum vote of the membership, in which event it shall be voted on by the membership at the next meeting (stays of the existing By-law and the text of the proposed change, designed in such a manner as to clearly afford each voting member to vote for or against the proposal).

Any changes to the By-laws as made by the membership shall be published at the next meeting.

BYLAWS

7X24 Exchange Central Virginia Chapter

DATE: 12/13/19 - Finalized

Signatures:

Exec President	Anna Mann Approved via Email 12/3/19
Vice President	Rose Sompayrac Approved 12/3/19
Vice President	Tammy Shifflett Approved via Email 12/3/19
Board Member	Ron Clark Approved via Email 12/3/19
Board Member	Eric Layman Approved via Email 12/12/19
Board Member	Justin Dodge Approved via Email 12/3/19
Board Member	Jeff Jenkins Approved via Email 12/3/19
Board Member	Dave Mulholland Approved via Email 12/3/19
Board Member	Phil Baroody Approved via Email 12/3/19
Board Member	Travis Smith Approved via Email 12/3/19