

BYLAWS  
OF  
THE LIMOUSINE ASSOCIATION OF VIRGINIA, INC.

**ARTICLE I: NAME OF CORPORATION/TRADE NAME**

The name of the association shall be the LIMOUSINE ASSOCIATION OF VIRGINIA, INC. (hereafter referred to as "VLA"). The corporation may operate under one or more trade names from time to time, including but not necessarily limited to The Virginia Limousine Association. The principal office shall be located at 5924 Seminole Trail #109, Barboursville, Virginia 22923 or such other address as the Board of Directors may, from time to time designate. The principal office may be changed as needed and additional offices in other locations may be operated as determined by the Board of Directors.

**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, improve business conditions amongst that limousine industry in the Commonwealth of Virginia, and promote the general welfare of the limousine industry by educating its members and providing a voice to its members regarding safety and regulatory matters pertinent to the limousine industry.

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

**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 paid to members less and except a reasonable compensation which the association may pay to its officers as compensation for their time and efforts exerted on behalf of the association, which compensation, if paid, is subject to approval by the Board of Directors. No dividends shall be paid to any member.

The VLA BOARD OF DIRECTORS 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 from time to time by the VLA.

Operator Members shall be entitled to attend all open VLA meetings of the VLA, address membership, comment on pending measures, seek redress, and vote with full membership privileges.

Each Operator Member shall be entitled to one vote per member company for any matter coming before the association 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 from time to time by the VLA.

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 matter which comes before the association pertaining to VLA business.

**HONORARY MEMBERS:** Subject to approval by the Board of Directors, the VLA Membership Committee may offer honorary membership status to any individual or company, who has, in the view of the Board of Directors, 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 Board of Directors.

Each level of membership in VLA is subject to eligibility verification and approval by the Board of Directors.

### **3. Dues**

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

- A. Be determined by the Board of Directors.
- B. Published on the VLA website (if maintained by the association).
- 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 nor shall the suspended member be permitted to vote on any matter that comes before the association.

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

The Board of Directors 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 and at any time. Upon the Member's resignation from membership, no further billings shall be accrued, nor are any refunds proffered. The resigning member shall none-the-less be responsible for all dues which were assessed and which came due during the time of such member's membership. The non-payment of such dues by the resigning member shall be a prerequisite for re-admission as a member of the VLA.

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

#### **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 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 Board of Directors. Any other former member may be reinstated by the Board of Directors at a time and upon such conditions as the Board of Directors may see fit.

### **ARTICLE IV: BOARD OF DIRECTORS**

#### **1. Authority and Responsibility**

The VLA shall be governed by an elected Board of Directors, 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 Board of Directors. The Board of Directors 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 Board of Directors will consist of not less than five (5) or more than nine (9) members who will be determined through election by the members entitled to vote.

Board of Directors 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 Board of Directors. It is not required that the Board of Directors consists of any Allied Trade Members to be considered valid.

Allied Trade Members serving on the Board of Directors:

- A. Have voting rights in matters before the Board of Directors.
- 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 Board of Directors 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 reclude 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 Board of Directors.

### **4. Nomination of Directors**

In June of each year, the Board of Directors in conjunction with the Nominating Committee shall declare to membership at-large that nominations for Board of Directors 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 Board of Directors 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 Board of Directors.

Election dates and duration of balloting shall be set by the Board of Directors at its sole discretion. The Board of Directors 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 Board of Directors, the President may appoint an eligible member to serve the remainder of the term.

The Board of Directors 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 Board of Directors is charged with the 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 Board of Directors. 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 Board of Directors 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 Board of Directors 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 Board of Directors 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 Board of Directors 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 Board of Directors provides otherwise; shall render to the President and the Board of Directors, 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 \$1,000.00 - Treasurer approval.
- 2. \$1,001.00 - \$3,000.00 - Board approval.

3. Greater than \$3,001.00 - Full vote of membership.

The Treasurer is further charged with the preparation of an annual budget which must be approved by majority vote of a quorum of the Board of Directors 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 Board of Directors 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 Board of Directors will vote to replace the position of Secretary at the next meeting of the Board of Directors.

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 Board of Directors will vote to replace the position of Secretary at the next meeting of the Board of Directors.

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

**10. Board of Directors Meetings**

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

The President must notify the Board of Directors of the meeting date at least fourteen (14) days prior to the meeting. Agenda items for all Board of Directors 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 Board of Directors no less than twenty-four (24) hours prior to any meeting.

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

"Special meetings" of the Board of Directors may be called at any time by the President or any five (5) directors. Legal counsel may be present at all meetings of the Board of Directors if so ordered. Twenty-four (24) hours written notice by electronic mail of the

time and location of any special meeting of the Board of Directors shall be given to each director.

All meetings of the Board of Directors 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 Board of Directors 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.

#### **12. Indemnification of Directors**

During a term of office, and thereafter, no Officer or member of the Board of Directors 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 Board of Directors 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 Board of Directors, 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 of 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 Board of Directors 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 to 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 Board of Directors 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 Board of Directors. The Board of Directors may call special meetings of the VLA on such dates and at such times and places as determined by the Board of Directors. 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 members 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 Board of Directors, 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 Board of Directors 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 Board of Directors.

## **ARTICLE V: COMMITTEES**

The president of the VLA shall appoint committees, standing or special, or as the Board of Directors 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 Board of Directors, 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 Board of Directors.

**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 requests to general membership for nominees to serve on the Board of Directors.

**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 Board of Directors, 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 expressed in its Articles of Incorporation. 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 shall be paid over to one or more legally organized charitable organizations or 501(c)(6) entities to be selected by the Board of Directors.

**ARTICLE VII: AMENDMENTS**

These by-laws may be amended at any regular meeting of the association by a majority vote, provided that a thirty (30) day notice of the intended by-laws change has been provided to the Operator Members. No amendment to these by-laws 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: September 1, 2024

By: \_\_\_\_\_  
Secretary