

**THE COMMITTEE OF 500  
BYLAWS**

**ARTICLE I -NAME**

The Committee of 500 is also noted as C500 within these bylaws.

**ARTICLE II -NATURE OF ORGANIZATION/PURPOSES**

Section A – Nature of C500.

C500 is a political action committee registered under §24.2-908 of the Code of Virginia.

Section B - Purposes

C500 is a non-partisan political action committee, organized for the following purposes:

1. The election and monitoring of public officials and staff in the county of Spotsylvania, Virginia. Our objective is to have county officials and staff who:
  - a. Are respectful of and responsive to the citizens of the county;
  - b. Exercise responsible stewardship of Spotsylvania County's future; and
  - c. Give priority to improving the quality of life in Spotsylvania.
  
2. Furthering our Principles, which include:
  - a. Encouraging the use of "Smart Growth Management" concepts and tools;
  - b. Supporting a transportation network that facilitates movement, but does not stimulate rampant residential development;
  - c. Preserving Spotsylvania's open space, natural and historic resources;
  - d. Promoting responsible economic development;
  - e. Providing a quality education for Spotsylvania's youth and prudent expenditure of education funds;
  - f. Encouraging effective public safety services throughout the County for all Spotsylvania residents and visitors; and
  - g. Advocating the adoption of a tax burden that is as low as fiscally practical and prudent to meet the County's legitimate needs.

The above goals should be pursued in an environment of the highest levels of integrity, ethics and respect for one another.

**ARTICLE III -MEMBERSHIP/MEETINGS**

Section A - Membership

Any individual resident of Spotsylvania County, with the exception of sitting elected officials and declared Supervisor candidates, who has tendered the appropriate annual dues shall become a member in good standing upon the acceptance of those dues by the Board of Directors. Should the Board, by majority vote, subsequently determine to rescind that membership, the party shall be refunded the dues previously accepted, prorated to the date of rescission.

Section B – Membership Dues

Annual dues shall be in the amount(s) set each year by the Board.

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Section C - Membership Meetings and Voting

There shall be at least two meetings of the membership a year. Printed and/or electronic update communications from the Board to the membership will occur at least quarterly. Additionally, meetings of the membership may be set by the Chair on his/her own initiative, or by a majority of the Board of Directors acting in concert, or by a petition for such a meeting signed by at least ten percent (10%) of the regular membership. At the option of the Board, any meeting may be open to the general public and may feature presentations or activities consistent with the purposes of C500.

Quorum: Ten percent (10%) of the voting members of C500 shall constitute a quorum at any meeting of the membership. If fewer than 10% of the voting members are present at such a meeting, a majority of those present may adjourn the meeting to a specific date, time, and place; however no other business may be conducted. At the reconvening of any such adjourned meeting at which a quorum is then present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Conduct of Meetings, Majorities: Unless otherwise provided for herein, all membership meetings shall be conducted pursuant to Robert's Rules of Order. At his/her discretion the presiding officer may appoint a person, who does not have to be a member, to serve as parliamentarian. The majorities required to adopt a motion or resolution shall be those of the voting members present at the meeting.

Voting: Each member in good standing shall be entitled to one vote upon each issue properly submitted to a vote at a meeting of the membership.

Voting on a multiple-choice issue, such as the election of Directors, is to be non-cumulative.

Any party listed on the membership rolls whose dues are in arrears is not a member in good standing and shall have neither voice nor vote at membership meetings. There shall be no voting by proxy.

Other Meetings: The Board may, at its discretion, provide for such other non-membership and/or public meetings as would be consistent with the purposes recited in Section II above. If such a meeting is to be in part a membership meeting at which a vote might possibly be taken, the notice requirements set forth herein apply. For non-business informational and program-oriented membership or public meetings, the notice given shall be that set by the Chair or by the Board, whichever has assumed responsibility for calling the meeting.

The general orientation of C500 related to County issues and activities is guided by major Principles. These Principles, referenced in Article II of these by-laws and provided in more detail in a stand-alone document, shall be subject to review at least once every two years and modified as deemed appropriate by the Board of Directors based upon a majority vote of those attending a general or special meeting for this purpose, so long as the quorum requirement is met.

**ARTICLE IV - BOARD/MEETINGS**

Section A – General Powers

The business operations and general affairs of C500 shall be controlled and managed by its Board of Directors, referred to herein and generally as "the Board." The Board will consist of at least 7 and not more than 11 active C500 members.

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Section B – Positions, Qualifications

The Board shall be composed of a Chair, Vice Chair, Immediate Past Chair, Secretary, Treasurer, and up to 6 additional Board members who, along with the Officers, shall share the following areas of responsibility, as further described in Article VI: Membership, Smart Growth Management, Transportation, Economic Development, Education, Public Safety, Ethics, Election-related activities, as well as such other areas consistent with C500 Principles as shall be adopted by the membership and Board. All persons nominated must be active members in good standing who have agreed to serve if elected.

Section C - Tenure, Removal

Terms are for two years, subject to renewal for an additional term except for the Chair. All persons nominated must be active members in good standing who have agreed to serve if elected.

Elections for Board positions will be held at a member meeting and will occur approximately every two years during June or July. Any contested election will be by secret ballot. A nominating committee appointed by the Chair in consultation with the Board will solicit and propose nominees. Any individual in good standing may self-nominate. Vacancies, which occur within any two-year period, may be filled by appointment of the Chair and a majority vote of the Board.

Any Board member can be removed from office by a majority vote of the entire membership at a meeting called for that purpose, or by a two-thirds majority of the entire Board of Directors at any regular or special Board meeting. Any Director so removed who is serving as an officer is simultaneously removed from that office. No specific cause or grounds for removal need be given. The Board cannot again remove a Director who is removed by the Board but reelected Director by the membership during that Director's term.

Section D - Vacancies

Any vacancy arising on the Board for any reason other than the normal expiration of a term of office or as a result of removal by the membership may be filled for the remainder of its unexpired term by a majority vote of the remaining Directors.

Section E – Meetings

1. Regular Board Meetings. At its first meeting of the year the Board shall establish a schedule of regular bimonthly or more frequent meetings for that year, which it may later change by majority vote. At the discretion of the Chair and the Board, additional notices or pre-publishing of the agendas for such regular meetings may be dispensed with.
2. Special Board Meetings. Special meetings of the Board may be called by the Chair on his/her own initiative or by resolution adopted by a majority of the Board. The notice for such a special meeting shall include the agenda to be considered at that meeting.
3. Notice: Notice of special meetings shall be given at least five (5) days prior thereto. Such notices shall be sent in the manner most likely to reach each individual member. Any Director may waive notice of any meeting. The attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the sole, express purpose of objecting to the transaction of any business because of improper notice and does not otherwise participate in the meeting.

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Section F – Quorum, Voting

Unless where otherwise specified herein, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. Each Director may cast one vote on each matter coming before the Board for decision. Unless otherwise established by agreement, Robert's Rules, or these bylaws, prior to the taking of a particular vote, a majority vote of the quorum shall be required for the adoption of a resolution or motion. In the event of a tie vote, the Chair's vote shall prevail.

Section G - Action Without a Meeting

Any action which may be taken by the Board of Directors at a meeting may also be taken without a meeting if a consent in writing or electronically, setting forth the action to be taken, shall be signed or otherwise agreed to by two-thirds of the entire Board prior to the time such action is taken.

Section H – Officers and Their Duties

The officers of C500 shall be the Chair, Vice-Chair, Immediate Past Chair, and Treasurer. Their duties are as follows:

The Chair shall serve a single two-year term, and be the principal executive officer of the C500. The Chair shall generally direct and guide all C500 activities, and serve as the principal spokesperson for the organization. Unless the Chair appoints another Board member to serve as a presiding officer, the Chair shall, when present, preside at all meetings of the members and of the Board.

The Vice-Chair in the absence or incapacity of the Chair or in the event the Chair's office is vacant shall perform the duties of the Chair. When so acting, he or she shall have all the authority and powers of the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair and/or by the Board, as well as familiarize him/herself with the duties, responsibilities and activities of the Chair position.

The Treasurer shall:

1. Have custody of, and account for all funds and investments C500 which have not been specifically placed in trust to another party;
2. Receive all monies due and payable to the C500 from any source, and deposit the same in the name of C500 in such banks or other depositories as have been approved by the Board;
3. Unless otherwise instructed by the Board, disburse all sums legally due from C500 in a timely manner;
4. Be responsible for the timely filing of all reports with the Commonwealth of Virginia; and
5. In general perform all of the duties incident to the office of Treasurer.

The Board shall also appoint an Alternate Treasurer/Custodian to serve in the absence, incapacitation or vacancy of the Treasurer and assure continuity of the Treasurer functions.

Immediate Past Chair:

Upon completion of his or her term of office as Chair, that individual shall automatically be elected to the Board for a 2-year term as the Immediate Past Chair and Board Officer. This individual may assume or share responsibility for furthering any C500 Principle(s), as approved by the

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Board. There shall not be an attendance requirement for this individual, and he/she will be counted toward a quorum when present, but if absent, a majority of the other members of the Board will constitute a quorum.

The Chair and Board shall assure that one or more Board member(s) are assigned to:

1. Prepare and preserve the minutes of the proceedings of meetings of the members and of the Board;
2. Ensure that timely notices of meetings are given to the appropriate parties in accordance with the provisions of these bylaws or as otherwise required;
3. Maintain a roster of the names and addresses of each member; and perform duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board.

**ARTICLE V -EXECUTIVE COMMITTEE**

The Executive Committee of C500 shall be composed of the officers plus a member appointed by the Board from among the Board membership. The Executive Committee shall have the authority to make preliminary decisions for C500 involving routine organizational and business matters, subject to those decisions being reported to the full Board at its next meeting and being then ratified by the same.

**ARTICLE VI: BOARD MEMBER AREAS OF RESPONSIBILITY**

C500 recognizes that its resources are limited, and areas of C500 concern change over time, especially during the Board of Supervisors election cycle. Accordingly, the Board shall determine annually, or more often as necessary, which Areas of Responsibility consistent with its Purposes and Principles might be best accomplished by a standing committee, ad-hoc committee, or active monitoring by one or more Board members.

The Board shall have the authority to establish or eliminate such committee by two-thirds vote, and will designate a Board Member to serve as Chairperson of any such committee.

Whether through a committee or individual Board member(s), activities within each Area of Responsibility should generally include:

1. Identifying and monitoring the work necessary to implement C500 principles;
2. Devising strategies for their advancement;
3. Developing amendments to the Principles, as necessary; and
4. Providing recommendations to the Board for C500 action, which shall take into account County spending and revenue implications.

A major continuing function of C500 is education of the public on Spotsylvania actions and issues, and to encourage a constructive dialogue among the general public and its elected and non-elected representatives in County government.

C500 Areas of Responsibility include:

1. "Smart Growth Management", which includes responsibility for monitoring county development and actions related to population growth, the comprehensive plan, zoning, preservation and open spaces.

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2. Transportation, which closely aligns with growth management issues, and also focuses on issues ranging from public transportation to roads to rail in meeting resident needs and the relationship of transportation to economic development, jobs and residential growth.
3. Economic Development, which includes addressing issues of the changing workplace in Spotsylvania and devising strategies to encourage the County to attract high-quality employers. Additionally, it is to assess how tourism and the historic sites in Spotsylvania County can be used to advantage in encouraging tourism.
4. Education, which includes advocacy for quality education, assessing the adequacy of school funding, and research on the various financing sources for the County's public schools.
5. Public Safety, which includes addressing issues related to law enforcement, public safety, and public health.
6. Ethics, which includes identifying what constitutes ethical behavior in an increasingly complex environment, for assessing the ethical performance of County officials, and for making recommendation if changes are deemed in order in the current ethics codes and policies of the County.
7. Election-related activities, which includes coordinating the evaluation and assessment, and potential endorsement of candidates for County Supervisor position(s), and such other public office if determined by the Board and membership; as well as other appropriate campaign fund-raising, communication, and supportive efforts for endorsed candidates.

**ARTICLE VII-AMENDMENTS/POLICY**

These bylaws may be altered, amended or repealed, in whole or in part, and new bylaws adopted, by majority vote of the membership. Nothing in these bylaws nor in any amendments thereto or substitutions therefore shall operate to be inconsistent with or take precedence over applicable state and federal law.

*Revised and approved by the Board of Directors and Membership April 2008.*