



## **OPERATING AGREEMENT**

### **MISSION**

The mission of LEAD Greater Williamsburg (“LEAD”) is to encourage, enrich, and support future community leaders. The program operates under the auspices of the Greater Williamsburg Chamber and Tourism Alliance (“the Chamber”). The Chamber has established the following agreement for the program.

### **OBJECTIVES**

1. Bring together, from a cross-section of the community, a diverse pool of participants eager to expand their community involvement.
2. Introduce the participants to key community leaders and organizations.
3. Establish for the participants a network of contacts helpful for becoming effective community leaders.
4. Provide participants with an enjoyable experience as they enhance their roles as leaders, gain personal and professional growth, and form lasting friendships.
5. Provide an Alumni Association enabling participants to continue their involvement with and support of the LEAD program.

### **OPERATING PROCEDURES**

#### 1. LEAD BOARD MEMBERS AND GOVERNANCE

The LEAD Board shall be comprised of sixteen (16) to twenty (20) members that are ratified by the Williamsburg Area Chamber of Commerce Foundation Board of Directors (“Foundation Board”).

2. FUNCTIONS

The functions of the LEAD Board shall be to:

- a. Make program policy, subject to approval of Foundation Board.
- b. Select program coordinator(s).
- c. Establish committees and select committee chairs.
- d. Approve major committee decisions.
- e. Evaluate total program and coordinator(s).
- f. Be responsible for operation of LEAD.
- g. Adopt the Class Project and recommend approval to the Foundation Board.

3. STANDING COMMITTEES

Standing committee chairpersons and vice chairpersons shall serve on the LEAD Board. The LEAD Board Chair shall serve as an ex officio member of all committees. Standing committees shall consist of:

- a. Alumni
- b. Community Leadership Service
- c. Communications
- d. Curriculum
- e. Executive
- f. Finance
- g. Selection
- h. Special Events
- i. Sponsorship

See Appendix A for committee responsibilities.

4. ELECTIONS

The Executive Committee, led by the Immediate Past Chair in this instance, shall nominate a Chair and Vice-Chair for each of the standing committees. The Executive Committee shall fill all positions with individuals drawn from prior LEAD classes. The LEAD Board shall recommend new board members to the Foundation Board for approval.

For the Executive Committee, a Board Vice-Chair shall be selected from among the LEAD Board membership for an additional term, with the understanding that they will succeed to the position of Board Chair for another term, and then Immediate Past Chair as a consultant for a final term.

5. TERMS

LEAD Board members shall be elected to a two-year term, beginning in October of each odd-numbered year, and may be elected to an additional consecutive two-year term. New LEAD Board members will be selected to serve as committee vice-chairs for their first term, with the understanding that they may succeed to position of chair of their respective committee for another term if selected by the board.

The Chair of the LEAD Board shall become a member of the Chamber Board and shall serve as liaison between the Chamber Board and LEAD.

- a. **Temporary Vacancy.** If the LEAD Board Chair becomes temporarily unable to fulfill the duties of their position, then the LEAD Board Vice-Chair shall, without further action, have all the powers and duties of the LEAD Board Chair until such time as the LEAD Board Chair may reassume their position.
- b. **Voluntary Vacancy.** If the LEAD Board Chair voluntarily vacates their position, then the LEAD Board Vice-Chair shall, without further action, immediately become the Acting LEAD Board Chair (the "Acting Chair") and shall have all the powers and duties of the LEAD Board Chair. The Acting Chair shall then call a special meeting of the LEAD Board as soon as practically possible. At this meeting, which shall be chaired by the Immediate Past Chair, the LEAD Board shall, by simple majority vote, recommend a LEAD Board Chair. The Acting Chair shall forward such recommendation to the Foundation Board, which shall ratify the new LEAD Board Chair to complete the unexpired portion of the two-year term.
- c. **Other Vacancy.** If the LEAD Board determines that the LEAD Board Chair should be removed from their position for any reason, then it may do so by simple majority vote at any regular meeting or at any special meeting called by the Immediate Past Chair. The LEAD Board shall, by simple majority vote, recommend a new LEAD Board Chair. The Immediate Past Chair shall forward such recommendation to the Foundation Board, which shall ratify the new LEAD Board Chair to complete the unexpired portion of the two-year term.

6. FINANCE

The Chamber serves as the fiscal agent for LEAD. The fiscal year of the LEAD Program shall begin on October 1 and end on September 30.

7. AMENDMENTS

Amendments to the operating procedures herein may be proposed by the LEAD Board on an affirmative vote of a majority of its members. Proposed amendments shall be presented to the Foundation Board for approval.

*Approved by the LEAD Board, January 11, 2018*