



Bylaws

Of the

**Rockwall Area Chamber of Commerce
&
Visitors Center**

Amended November 21, 2016

ARTICLE I

Section 1 – Name

This organization is incorporated as a not-for-profit corporation under the laws of the State of Texas and shall be known as the Rockwall Area Chamber of Commerce.

Section 2 – Definitions

Wherever the following words are used in these by-laws, they shall have the following meaning:

- a) “Chamber” or “Chamber of Commerce” means the Rockwall Area Chamber of Commerce. It is also known Rockwall County Chamber of Commerce, the latter having been filed and approved as an assumed name by the Texas Secretary of State in September 2002. Its principal office is in the City of Rockwall, Texas.
- b) “Board of Directors” or “Board” means the Board of Directors of the Rockwall Area Chamber of Commerce.
- c) “Executive Committee” or “Officers” means the Executive Committee of the Rockwall Area Chamber of Commerce and is comprised of the Chairman of the Board, the Chairman Elect, the Immediate Past Chairman, the Secretary, the Treasurer and the Chief Executive Officer.
- d) “Chairman” means the Chairman of the Board of the Rockwall Chamber of Commerce.
- e) “Member” or “Partner” means a member of the Rockwall Area Chamber of Commerce.
- f) “Member in Good Standing” means a member of the Rockwall Area Chamber of Commerce whose application has been accepted by the Chamber and who is current in dues and continues to support the mission of the organization as determined by the Board.
- g) “Mail” means delivery via U.S. Postal service or electronic means.
- h) “Newsletter” means Communications via online and/or website.

ARTICLE II

Section 1 – Purpose & Objectives

The Chamber shall observe all local, State and Federal laws applicable to a non-profit organization as defined in section 501 (c) (6) of the Internal Revenue Code.

Section 2 - Objectives

The objectives of the Chamber are:

- (1) to develop, encourage, promote and protect the business, industrial, professional, financial, agricultural, and general interests of Rockwall County, its communities and trade territory;
- (2) to promote the civic interests and general welfare of its communities;
- (3) to extend and promote trade, commerce and tourism;
- (4) to foster and encourage the development of other resources for the entire County and its business communities;
- (5) to support and encourage the development of laws and regulations desirable for the betterment and benefit of its member businesses; and
- (6) to provide a forum and a common voice reflecting the sentiments of the business community

regarding matters affecting its interests.

Section 3 – Limitations of Methods

The Chamber shall be nonpartisan, non-sectional, and nonsectarian and shall take no part in, nor lend its direct or financial support to the election or appointment of any candidate for public office.

ARTICLE III - MEMBERSHIP

Section 1 – Classification

Any person, association, corporation, partnership, or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership. The membership shall be composed of the following classifications:

Dues Paying: (a) Business

Non-Dues Paying: (b) Honorary

Section 2 – Definitions

The Chamber membership classifications are defined as follows:

- a) Business - Any individual person or business organization of any kind, including sole proprietorship, corporation, nonprofit corporations, partnership, limited partnership, or association are eligible for membership.
- b) Honorary - Non-dues paying membership extended to an individual who has performed acts or deeds so exceptional on behalf of the betterment of the Chamber's ideals and purposes as to be recognized by the voting membership so long as the individual lives. Such Honorary memberships shall be without dues and without the privilege of voting.

Qualifications:

- (1) Must be retired and/or have had fifteen years membership in this Chamber.
- (2) Must be an individual person, not a business organization.
- (3) Must be recommended by the Executive Committee.
- (4) Must have supported the Chamber by serving on the Board or a committee.
- (5) Must have supported the community through community service activities.

The Board may remove an Honorary member from the membership list if, in the determination of the Board, the member cannot be contacted or other reason that is in the best interest of the Chamber.

- c) All memberships shall be subject to the approval of the Board of Directors.

Section 3 – Investment

Membership investment schedules shall be set at such rate or rates schedule or formula as may be from time to time prescribed by the Board of Directors and shall be paid annually in advance. All memberships shall be on a continuous basis from year to year without renewal and shall automatically continue in force and effect until changed or cancelled by the member to the Chamber. Payment of dues shall entitle a member to the privileges of membership.

Section 4 – Voting Rights

- a) The number of Voting Representatives to which a member shall be entitled shall be based upon the amount of annual dues paid by the member as established by the Board of Directors from time to time.
- b) The voting rights of each Chamber membership classification is as follows with respect to each matter

submitted.

by the Board to the members for a vote according to law or these Bylaws: Each member in good standing shall have the following: Entrepreneur and Business level members have one vote per membership investment level; Corporate-two separate representative votes, President-three separate representative votes and Chairman's Circle four separate representative votes as prescribed by the membership investment schedule.

- c) If a Member is entitled to more than one (1) vote, the Member must initially provide written notice to the Chamber's President or Secretary at the Chamber's principal office of the separate identities and mailing address of each representative, and if representative changes, not less than thirty (30) days prior to the date of any special or regular meeting of the Corporation's members or election pursuant to these Bylaws send updates. Reference in these Bylaws to "Member" shall include the Member's Representatives unless otherwise indicated or unless the context otherwise requires.
- d) Any firm, association, corporation, partnership, or estate holding membership may designate an individual or individuals to exercise the privileges of its membership, and shall have the right to change said designations by written notice delivered to the Chamber's President or Secretary in the same amount of designated time as reflected in (c) above. However, voting by proxy shall not be permitted.

Section 5 – Application

Application for Chamber membership shall be in writing on forms provided for that purpose and signed by the applicant. Applications are subject to approval by a two-thirds majority vote of the Board of Directors. No application will be denied based on race, creed, color, religion, national origin, or any other such factor. Membership shall only become effective upon payment of the regularly scheduled investment as provided in Section 3 above.

The membership shall continue until terminated in one of the following ways:

- a) Resignation in writing by the member.
- b) Termination for nonpayment of dues after ninety (90) days.
- c) Termination by the Board for conduct that violates the by-laws, unbecoming a member, or is prejudicial to the objects and purposes of the Chamber, after notice to the member and an opportunity afforded for a hearing under procedures determined by the Board.
- d) Death of the member, if the member is an individual.
- e) Dissolution of the Chamber of Commerce.

Any member whose membership is designated for termination shall be provided with not less than ten (10) days written notice of the Board's intention to consider suspension or expulsion. The member shall have the right to attend the meeting of the Board at which the suspension or expulsion will be considered and to a hearing on that issue. The provisions of this section shall not apply to suspensions or termination due to nonpayment of dues as provided by the provisions of this Article. Any member suspended or expelled pursuant to the provisions of this Section shall not be entitled to a refund of dues paid to the Corporation.

Section 6 – Non-Transferable

Except as provided herein, a Chamber membership shall not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notification to the Chamber's President or Secretary. In the event of the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1 – Annual Meetings

The annual meeting of the Chamber shall be held during the months of January or February each year. The time and place shall be fixed by the Board and notice thereof shall be mailed to each member at least ten days before said meeting. An e-mail address or other electronic communications address such as a facsimile number, provided by a member through application or for the purpose of receiving general information and materials from the Chamber shall constitute the address of such member for the purpose of the provision and receipt of any and all notices and other materials from the Chamber, unless the member notifies the President or Secretary of the Chamber otherwise in writing.

Section 2 – Membership Meetings

General membership meetings other than the annual meeting, may be called by or at the direction of (1) the Board of Directors, (2) the Chairman with prior approval of the Executive Committee or (3) members constituting not less than one-tenth of the membership in the Chamber who shall have signed a petition authorizing the call of the membership meeting. These procedures shall be the sole procedures in which special meetings of the Chamber membership may be called. The notice of the meeting of the members shall be written and shall contain the place, date, and time of the meeting and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting to the address(es) or phone number(s) on record at the Chamber. Notice to a member is presumed at the time such notice is given by any of the above methods. Members are responsible for insuring their information is current.

Section 3 – Board of Director’s Meetings

The Board of Directors shall meet monthly but no less than 10 times per year, or meetings may be called by the Chairman or upon the written request of three members of the Board of Directors. Notice shall be given to each director at least one day prior to the meeting. The Board of Directors and any committee of the Chamber may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

The business of the Chamber shall be conducted by the Board of Directors and issues shall be decided by majority vote when a quorum of voting Board members is present.

Section 4 – Quorum

When a meeting of the general members has been properly noticed, those members in good standing and present at the meeting, shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

At any meeting of the Board, a majority of the directors currently in office shall constitute a quorum. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum.

Section 5 – Agenda and Meetings

An agenda and minutes shall be prepared for all meetings of the Board of Directors and the annual meeting of the Chamber.

Section 6 – Action by Written Consent without a Meeting

At the discretion of the Chairman, an action of The Chamber Board or the Executive Committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by at least two-thirds (2/3) of all the directors or committee members unless a greater number is required by law or these Bylaws to take the proposed action at a meeting at which all the directors or committee members are present and voting. The consent must state the date of each director’s or committee member’s signature. Such consent may be given electronically and individually or collectively. Prompt notice of the taking of an action by directors or committee members without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

By using a Consent Agenda, the Board has consented to the consideration of certain items as a group under one motion. The Consent Agenda will be ratified by the full Board at the next meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1 – Composition

The governing body of the Chamber shall be the Board of Directors consisting of not less than ten (10) nor more than twenty (20) elected members, plus the Chamber President. The Chair-Elect can also nominate three (3) additional one year appointments, one of which will be the Young Professionals officer; all will be approved by a vote of the Board of Directors. All directors must be members in good standing and have agreed to accept the responsibility of a directorship.

In addition to the directors elected by the members, the individual appointed and voted by the Board to serve as Chair-Elect, will be placed into a three-year term, serving those as Chair-Elect, Chairman of the Board and then Immediate Past Chairman.

Section 2 – Duty of Board

The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws. The Board is responsible for establishing procedure, formulating and adopting policy of the Chamber. These policies shall be maintained in a policy manual, which shall be reviewed annually and revised as necessary.

Board members may be removed from office, for good cause, by an affirmative vote of two-thirds of the Board, a quorum being present, at a special meeting of the Board called expressly for that purpose. Failure to abide by the Chamber Code of Conduct may constitute good cause.

Section 3– Ex-Officio Directors

The following persons may serve in an ex-officio Board capacity, as well as others appropriate to the mission of the Chamber (these are examples and this is not intended to be exclusive):

- | | |
|-----------------------|--|
| Rockwall Mayor | Rockwall ISD Superintendent of Schools |
| Rockwall County Judge | Rockwall Economic Development CEO |

Ex-officio directors do not have voting privileges on the Board. The role of ex-officio directors is to provide updates in respective offices, counsel, suggestions and recommendations for consideration by the Board of Directors. They may serve any number of consecutive terms, subject to annual reconfirmation by the Board.

Section 4 – Nominating Committee for Directors

- a) No later than the regular September meeting of the Board, the Chairman shall appoint, subject to approval by the Board of Directors, a nominating committee of five (5) members of the Chamber.
- b) The President shall send an email to the membership no later than October notifying the membership that applications are being accepted and there will be nominations made by the committee. If they would like to submit they should do so in writing to the President two weeks after notice is sent.
- c) The Chair-Elect will serve as Chairman of the Nominating Committee who are either current or past Board Members. The Chief Executive Officer and Chairman shall serve as ex-officio members of the committee.
- d) No later than the October Board meeting, the nominating committee shall present to the Chief Executive Officer a slate of five (5) candidates to serve three-year terms to replace the Directors whose regular terms are expiring.
- e) The Board shall aspire to achieve balance in its representation of the membership; that is, having and recruiting members from both small and large businesses, from varying sectors (such as manufacturing, retail, services, technology, utilities, etc.) and representing different communities within the Chamber's service area.
- f) Upon receipt of the report of the Nominating Committee, the Chief Executive Officer shall immediately notify the membership by electronic mail of the names of persons nominated as candidates for directors and the right of petition.
- g) Additional names of candidates for Directors can be nominated by petition bearing the signatures of at least twenty-five (25) member businesses in good standing of the Chamber. Such petition shall be filed with the Nominating Committee within (7) calendar days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- h) If no petition is filed within the designated period, the nominations shall be closed and the slate of candidates shall be declared elected by the Board of Directors at its next regular November Board Meeting.
- i) If a petitioner shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for five (5) candidates only. The Chief Executive Officer shall mail this ballot to all members in good standing at least (10) calendar days before the end of November.
- j) The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within five (5) calendar days. Ballots may be mailed and formatted electronically. The Board of Directors shall at its regular next Board meeting declare the five (5) candidates with the greatest number of votes, elected. Voting by proxy shall not be permitted.
- k) The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least (3), but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall, as a committee of the Chamber, have complete supervision of the election, including the auditing of the ballots. The committee shall report the results of the election to the Board of Directors.
- l) Members of the Board of Directors shall be elected in the month of November of each year and shall take office on the first day of January of the year following the election.

Section 5 – Tenure for Directors

The term of office for an elected Director will be three (3) years, except that the Board by majority vote may shorten the term for any prospective elected position to attain the result that approximately one-third (1/3) of the terms of the elected directors shall expire each year, and no elected Director may serve more than two terms (6 years). After a lapse in elected service of one (1) year, eligibility shall be considered fully restored.

Section 6 - Vacancies and Removal

In the event of a vacancy among the elected directors, the Chairman shall appoint a replacement subject to the approval of the Board of Directors to fill the unexpired term of another Director.

Failure of a director to attend three consecutive unexcused meetings of the Board shall result in automatic termination from the Board. The determination of whether an absence is excused shall be made by the Board in its sole discretion.

Section 7 – Conflict of Interest

Any director or officer having an interest or conflict in a transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the Chamber's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, nor shall the director be counted in determining the quorum for the meeting or that portion of the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

Section 8 – Staff

The Board may employ a Chief Executive Officer/President and shall fix the salary and other considerations of his/her employment. The President is charged with carrying out the policies of the Chamber as determined by the Officers and Board of Directors and who is charged with the general supervision and management of the office and business affairs of the Chamber. The President/CEO shall serve as a non-voting member of the Board of Directors.

Section 9 – Indemnity

- a) Liability of Officers and Directors: No person shall be liable to the Corporation for any loss or damage suffered by it because any action taken or omitted to be taken by him or her as a director or officer of the Corporation in good faith if such person exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs.
- b) The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its directors or former directors against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties or a party, by reason of having been directors of the Rockwall Area Chamber of Commerce, except in relation to matters as to which such directors shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE VI - Executive Officers

Section 1 – Time of Election

Following the annual election of directors, the Board of Directors shall elect the Chairman, the Chairman-Elect, a Treasurer, and Secretary to conduct the activities of the Chamber following or in conjunction to the election of the Board. The immediate Past Chair of the Board shall serve one additional year as a member of the Board and the Executive committee.

Section 2 – Nominating Committee for Officers

The officers of the Chamber shall be elected from a slate nominated by the same nominating committee appointed by the Chairman to select the Board nominations at its October meeting. The Board of Directors at the October meeting, shall choose a Chairman, Chairman-Elect, Treasurer, and Secretary as deemed necessary to conduct the business of the organization; all of who shall take office effective January 1st. The immediate past Chair of the Board shall serve one additional year as a member of the Board and the Executive committees.

Section 3 – Term of Office and Vacancy

All officers shall serve for one year or until their successors are selected and qualified. In the event of a vacancy in any of the offices, the Board may fill said vacancy by appointment of the Chairman with a majority vote of the Board. The appointed officer shall serve the office for the unexpired portion of the predecessor officer's term.

Section 4 – Duties of Officers.

- a) **Chairman.** The Chairman serves as the chief elected and top ranking officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board, and Executive Committee. The Chairman shall perform all duties incident to this office and recommend such action as deemed necessary to increase the efficiency and usefulness of the Chamber. The Chairman shall have authority to sign all contracts, notes, or other obligations of the Chamber when so authorized by the Board of Directors. The Chairman shall, with the advice and counsel of the Chair Elect and Chief Executive Officer, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board
- b) **Chairman-Elect.** The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence, refusal, or inability of the Chairman to serve. The Chair Elect shall direct the work of the committees, divisions, and subsidiary corporations assigned to them. The Chair Elect shall also serve as chair of the Nominating Committee.
- c) **Past Chairman-** The Past Chair shall aid the Chair in the performance of the Chair's responsibilities.
- d) **Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions or if otherwise invested, the investment must be approved by the Board. Unless otherwise authorized by the Board, checks over \$3,000.00 are to be signed by the Treasurer and by the President/Chief Executive Officer, or such financial obligations shall be signed by any two (2) officers listed on the Chamber's bank signature card. The Treasurer shall present monthly financial reports to the Board of Directors and maintain a running report on the financial condition of the organization throughout the fiscal year. With the assistance of the President/CEO, the Treasurer will prepare an operating budget covering all activities of the Chamber, subject to the approval of the Board.
- e) **Secretary.** The Secretary shall: (a) Give or cause to be given all notices as provided in the Bylaws or as required by law; (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) Maintain custody of the corporate records and of the seal of the Chamber; (d) Keep a register of the mailing address of each Director, officer, and employee of the Chamber; (e) Perform duties as assigned by the Chairman or by the Board of Directors; and (f) Perform all duties incident to the office of Secretary.
- f) **President/Chief Executive Officer.** The Chief Executive Officer shall be the chief administrative and executive office responsible for the administration of the Program of Work and responsible for hiring, discharging, directing, and supervising staff. The Chief Executive Officer shall be responsible for the

staff's preparation of notices, agendas, and minutes of the meetings of the Board. The President/CEO shall be an ex-officio, non-voting member of the Board, the Executive Committee and all other committees.

Section 5 – Powers

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in Session and shall be accountable to the Board for the Executive Committee's actions.

Section 6 – Meetings

The Executive Committee shall meet from time to time as called by the Chairman or any three members of the Committee.

ARTICLE VII

Committees and Divisions

Section 1 – Committees

The Chairman, by and with the approval of the Board, shall appoint all standing committees and committee leaders. The Chairman may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the direction of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board. Each committee shall submit its choice for committee chairman to the incoming Chairman of the Board. Upon approval of the program of work, the Chairman of the Board will finalize the committee chair appointments. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. The Executive Committee may refer matters brought before it to a standing committee, to any committee it shall designate, or to the Board of Directors for consideration and/or action.

The Finance Committee shall be composed of the President, the Chair of the Board, the immediate Past Chair, the Treasurer, who shall act as its chair, and one member at large chosen by the Treasurer. The Committee shall approve all accounting procedures, and shall audit or call for an external audit of the books and accounts of the Chamber, as of the close of business for each fiscal year, and further shall report the findings of such audit to the Board. Expenditures not included in, or exceeding, the approved budget for the fiscal year, shall be submitted to the Finance Committee, whose recommendation shall in turn be submitted to the Board for consideration.

Section 2 – Divisions/Special Committees

The Board may create such divisions, bureaus, departments, councils or subsidiary corporations as it deems advisable to handle the work of the chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and programs of such divisions, including collection and disbursements of funds. No action or resolution of any kind shall be taken by divisions, departments, councils or subsidiary corporations having bearing upon or purporting to be the act of the Chamber, unless approved by the Board of the Chamber. The Executive Committee may refer matters brought before it to a standing or special committees for opportunities and activities presented from time to time, for consideration and/or action.

Section 3 – Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board. Committees and/or divisions shall be discharged by the Chairman when their work has been completed and their reports accepted, or when in the opinion of the Board, it is deemed wise to discontinue the committees

and/or divisions.

Section 4– Committee Funds

Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees.

Section 5– Termination of Status

The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the divisions, bureaus, departments, counsels, subsidiary corporations or committees. The Board may, according to applicable law, combine, reorganize, or redefine any of such entities as the Board deems to be in the best interest of the Chamber.

ARTICLE VIII

Financial

Section 1 – Bonding

The Chief Executive Officer and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber. The fiscal year of the Chamber begins January 1st and ends December 31st (calendar year).

Section 2 –Audit

Accounts and procedures will be examined semi-annually by the Executive Committee and an audit may be requested by the Executive Committee if deemed necessary.

Section 3 – Budget

As soon as possible after the election of the new Board of Directors and officers for a fiscal year, the President/CEO and Treasurer shall prepare and submit a budget for the forthcoming year to the Board of Directors for adoption.

Section 4 – Revenues and Disbursements

Upon approval of the budget, disbursements may be made on accounts and expenses provided for in the budget without additional approval by the Board.

ARTICLE IX

Parliamentary Procedure

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except as otherwise provided herein or as may be determined by the Board of Directors.

ARTICLE X

Amendments

Section 1.

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds (2/3) vote of the Board of Directors, or by a majority vote of those members present at any regular or special

membership meeting of the Rockwall Area Chamber of Commerce, provided notice of the meeting includes the proposals for such changes. Proposed changes shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be considered. In the event the Board of Directors adopts an amendment to these Bylaws; the Secretary shall promptly announce the amendment in a publication or notice sent to all members.

Section 2

Notice of the proposed changes to the Bylaws and of time/place of voting may be given as follows:

- a. By electronic communication to members at the address on record with a copy of the proposed change and stating the time and place of voting, at least ten (10) calendar days prior, and,
- b. Publishing and Posting electronically in Chamber communications and website at least ten (10) calendar days prior to voting date

ARTICLE XI

Dissolution

Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors per Texas law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as the Board of Directors of the Corporation shall determine.

CONCLUSION:

This concludes the Bylaws of the Rockwall Area Chamber of Commerce. There are no additional pages, and the entire document covers pages numbered (1) through (12). All numbers and section titles contained herein are for convenience only, and shall not be construed to in any way change or alter the meaning or purpose intended.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws, comprised of Twelve (12) pages including this page, constitute the Bylaws of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on November 15, 2016.

DATED: November 21, 2016.

Robin Chouteau
Secretary of the Chamber