



**BYLAWS  
OF THE  
ROWLETT CHAMBER OF COMMERCE, INC.**

As approved on March 21, 2017

## Article I. OFFICES

### Section 1.01 PRINCIPAL AND OTHER OFFICES

- (a) The principal office of the Corporation shall be at 4418 Main Street, Rowlett, Texas 75088.
- (b) The principal office may be changed by the Board of Directors by resolution.
- (c) The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

### Section 1.02 REGISTERED OFFICE AND AGENT

- (a) The registered office and registered agent of the Corporation shall be as determined by the Board of Directors.
- (b) The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

## Article II. MISSION

Section 2.01 It shall be the mission of the Rowlett Chamber of Commerce to represent the business community, promote economic well-being and quality of life.

## Article III. MEMBERSHIP

### Section 3.01 CLASS OF MEMBERSHIP AND QUALIFICATIONS

- (a) The Corporation shall have one class of members.
- (b) Members must meet the following qualifications for membership:
  - (i) *Any person, association, corporation, limited liability company, partnership or estate having an interest in the objectives of the organization shall be eligible to apply in writing for membership;*
  - (ii) *The application shall be signed by the applicant or by an authorized officer of the applicant;*
  - (iii) *The applicant shall be presented to the Board of Directors for approval and election to membership;*
  - (iv) *Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable as determined by administrative policy.*

### Section 3.02 ELECTION OF MEMBERS

- (a) Members shall be elected by the Board of Directors at any regularly scheduled or special meeting of the Board.
- (b) An affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at a meeting of the Board of directors shall be required for election.

### Section 3.03 VOTING OF MEMBERS

- (a) Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- (b) The voting rights of members may be limited, enlarged, or denied by the Articles of Incorporation or the By-laws.

- (c) Except in the case of election of directors, a member may only vote in person at a regular or special meeting of the members.
- (d) No proxy voting is allowed.
- (e) Any vote may be taken by voice or by show of hands unless a member entitled to vote in person objects, in which case, written ballots shall be used.
- (f) The vote of the majority of the votes entitled to be cast by the members present shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or these By-laws.
- (g) Election of Directors may be conducted by mail, facsimile transmission, voice vote or ballot, at the discretion of the Chairman.
- (h) At each election for Directors, every member entitled to vote at such election shall have the right to vote in person for as many persons as there are Directors to be elected and for whose election the member is entitled to vote.

#### Section 3.04 TERMINATION OF MEMBERSHIP/APPEALS

- (a) The Board of Directors, by affirmative vote of two-thirds (2/3) of the Board of Directors present at the meeting, may suspend or expel a member for cause after an appropriate hearing.
- (b) Any member expelled or removed for cause, which shall include but is not limited to non-payment of monies owed the Chamber or failure to uphold the purpose and Bylaws of the Chamber, may file a written appeal with the Board of Directors.
- (c) Appeal Procedure
  - (i) *The Executive Committee shall, within ten (10) business days of receipt of the notice of appeal, recommend to the Board of Directors the names of three to seven individuals who are not currently members of the Board of Directors to serve on an appeals committee.*
  - (ii) *The Board of Directors shall, at the first regularly scheduled or special meeting following the Executive Committee recommendation, act on the confirmation of the Appeal Committee as recommended by the Executive Committee.*
  - (iii) *In the event the Board of Directors does not approve any or all recommended members to the Appeals Committee, the Board of Directors shall appoint a person or persons to take the place of any person not approved by the Board of Directors.*
  - (iv) *The Appeals Committee shall schedule an appellate conference no later than fifteen (15) working days after appointment by the Board of Directors.*
  - (v) *The majority decision of the Appeals Committee shall be binding on the appealing member and the Chamber.*

#### Section 3.05 RESIGNATION

- (a) Any member may resign from the Chamber upon written notification addressed to the Board of Directors.

### Section 3.06 REINSTATEMENT

- (a) Upon written request signed by a former member, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Board of Directors present at the meeting, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

### Section 3.07 TRANSFER OF MEMBERSHIP

- (a) Membership in this Corporation is not transferable or assignable.

### Section 3.08 PLACE OF MEETING

- (a) The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.
- (b) If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Texas but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### Section 3.09 ANNUAL MEETING OF THE CORPORATION

- (a) The annual meeting of members shall be held on the date and time set by the Board of Directors.
- (b) Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation.
- (c) In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation.
  - (i) *If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.*

### Section 3.10 NOTICE OF MEMBERS' MEETING

- (a) Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, by electronic message, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.
  - (i) *If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon paid.*
  - (ii) *If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile to the member's facsimile number.*
  - (iii) *If transmitted by electronic message, it is delivered when sent to the message address provided by the member.*

### Section 3.11 SPECIAL MEMBERS' MEETING

- (a) Special meetings of the members may be called by the President, the Board of Directors, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting.
- (b) Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.
- (c) Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President or Secretary.
  - (i) *The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting.*
  - (ii) *If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws.*
- (d) Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

### Section 3.12 QUORUM OF MEMBERS

- (a) Unless otherwise provided in the Articles of Incorporation or in these Bylaws, members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum.
- (b) Unless otherwise provided in the Articles of Incorporation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting.
- (c) Unless otherwise provided in the Articles of Incorporation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

### Section 3.13 RECORD DATES

- (a) The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.
- (b) A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote.

- (c) The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

#### Section 3.14 VOTING LISTS

- (a) After fixing a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting.
  - (i) *The list must show the address and number of votes each voting member is entitled to cast at the meeting.*
- (b) The Corporation shall maintain, through the time of the members' meeting, a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting.
  - (i) *This list shall be prepared on the same basis and be part of the list of voting members.*
- (c) Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held.
- (d) A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.
- (e) The Corporation shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

#### Section 3.15 ACTION BY MEMBERS WITHOUT MEETING

- (a) Any action required by Texas Law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be.
  - (i) *Such consent shall have the same force and effect as a unanimous vote.*
- (b) If the Corporation's Articles of Incorporation so provide, any action required by Texas Law to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the members or members of the committee were present and voted.
- (c) Each written consent shall bear the date of signature of each member or committee member who signs the consent.

(d) A written consent signed by less than all of the members or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of members or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of members or committees are recorded.

(i) *Delivery shall be by hand or certified or registered mail, return receipt requested.*

(ii) *Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.*

(e) Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

(f) A telegram, telex, cablegram, or similar transmission by a member or member of a committee or a photographic, photo static, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

### Section 3.16 HONORARY MEMBERSHIP

(a) Distinction in public affairs shall confer eligibility to honorary membership.

(b) Honorary members shall have all the privileges of members, except that honorary members shall not have the right to vote and are exempt from the payment of a membership investment.

(c) The Board of Directors shall confer or revoke honorary membership by the affirmative vote of two-thirds (2/3) of the Board of Directors present at a regular or special Board of Directors meeting.

### Section 3.17 REMOTE MEETINGS

(a) Subject to the provisions required or permitted by Texas Law and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of:

(i) *(1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or*

(ii) *(2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if:*

i) (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and

ii) (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

- (iii) Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## Article IV. BOARD OF DIRECTORS

### Section 4.01 BOARD OF DIRECTORS

- (a) To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.
- (b) Directors shall be members of the Corporation unless the Articles of Incorporation or these Bylaws shall provide otherwise.

### Section 4.02 NUMBER AND ELECTION OF DIRECTORS

- (a) Composition of the Board:
- (i) The number of directors shall be eighteen (18) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3).
- (ii) No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.
- (iii) In the sole event that a director shall be elected to the position of Chairman Elect in the third year of said director's term and is subsequently elected Chairman for the immediately following year, the director's term shall be increased by one additional year while such director serves as Chairman and the Board shall increase to nineteen (19) members for such year.

### Section 4.03 POLICY

- (a) The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

### Section 4.04 SELECTION AND ELECTION OF DIRECTORS

- (a) Nominating Committee:
- (i) At the regular September Board of Directors meeting, the Chairman shall appoint, subject to the approval of the Board of Directors, a Nominating Committee of five (5) members.
- (ii) The Chairman shall designate the Chair of the Committee.
- (iii) Prior to the regular October Board of Directors meeting, the Nominating Committee shall present to the President/Executive Director a slate of candidates equal to the number of vacancies open as a result of the expiration of the regular three-year term.
- (iv) In the event of vacancies caused by the death, resignation or removal of a director, or in the event the number of directors is increased by an amendment of the by-laws, the Nominating Committee shall also present a slate of candidates equal to the number of vacancies to the Board created by the death, resignation or removal of a director and/or the increase in the number of directors.
- (v) Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a director and must not have served two or more years on the Board of Directors immediately preceding the commencement of the new term.



(b) Publicity of Nominations:

- (i) Upon receipt of the report of the Nominating Committee, the President/Executive Director shall, no later than ten (10) business days after receipt of such report, notify the membership by mail, facsimile transmission or electronic message sent to the address, facsimile number or message address of the member as shown on the membership rolls of the Chamber, of the names of persons nominated by the Nominating Committee and of the members right to nominate candidates by petition.
- (ii) Such notice shall be deemed to be delivered when sent by either direct electronic communication or by written correspondence deposited in the United States mail in a sealed envelope correctly so addressed and the postage thereon prepaid.

(c) Nominations by Petition:

- (i) Additional names of candidates for director can be nominated by petition.
- (ii) A nominating petition must bear the original signature of a minimum of twenty-five (25) members of the Chamber who are in good standing and qualified by the terms of the by-laws to vote at a meeting of the members.
- (iii) The petition must be filed with the Nominating Committee within ten (10) business days immediately following the mailing of the notice of names of persons nominated by the Nominating Committee by the Executive Director to the membership.
- (iv) The Nominating Committee shall verify the validity of the petition, and if found to conform to the Bylaws, shall add the names of the nominees to the slate of candidates.
- (v) The decision of the Nominating committee shall be final.

(d) Determination:

- (i) If no petition is filed within the designated period, the nominations shall be closed and the slate proposed by the Nominating Committee shall be declared elected by the Board of Directors at the regular November Board meeting.
- (ii) In the event a petition is filed and is found to conform to the requirements of the by-laws, the names of all candidates shall be entered on a paper ballot in alphabetical order and such ballot shall then be mailed by the Executive Director to all eligible voting members no later than fifteen (15) days prior to the December Board meeting.
- (iii) Voting instructions and the return date for the ballot, which return date shall be ten days after the date the ballots are mailed, are to be included with slate of candidates mailed to all eligible voting members.
- (iv) Ballots to be counted must be received by the Board of Directors no later than the return date designated in the mailing to the members.

(e) Judges:

- (i) In the event the number of candidates for the Board of Directors shall exceed the number of vacancies to be filled, the Chairman of the Board of Directors shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) Chamber members in good standing to serve as Election Judges.
- (ii) Persons appointed and approved as Election judges cannot be current members of the Board of Directors, current nominees for the Board of Directors, or a non-member of the Chamber.
- (iii) One person shall be designated as Chair of the Election Judges.
- (iv) The Election Judges shall supervise the election, tally the eligible ballots, audit the election returns if required and report the results to the Board of Directors.

(v) *The Board of Directors shall then certify the results.*

#### **Section 4.05 SEATING OF NEW DIRECTORS**

- (a) All newly elected Board members shall be seated effective at the beginning of the fiscal year.
- (b) Retiring Directors shall continue to serve until their successors are duly qualified and seated.

#### **Section 4.06 VACANCIES, RESIGNATIONS AND ABSENCES**

- (a) Any vacancy occurring in the Board of Directors shall be filled by the Chairman by appointment of a member who meets the qualifications of a Director, subject only to the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors.
- (b) Any person so appointed shall serve until a successor is duly qualified and seated following the next regularly scheduled election.
- (c) Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or special meeting of members called for that purpose.
- (d) Resignation.
  - (i) *A director may resign by providing written notice of such resignation to the Corporation.*
  - (ii) *The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice.*
  - (iii) *Acceptance of the resignation shall not be required to make the resignation effective.*
- (e) Absences.
  - (i) *A director who has been absent from three consecutive regular Board meetings, as shown in the official minutes of the Board meeting may be removed from office, by a majority vote of the remaining members of the Board of Directors.*
  - (ii) *When a Board member is absent two consecutive meetings a letter will be sent by the Secretary to the Board member with notice of the rules regarding absentees.*
  - (iii) *Prior to any vote by the Board of Directors, the director with three consecutive absences from regular Board meetings shall be notified in writing by the Secretary that consideration of their removal from the Board of Directors will be on the agenda of the next regularly scheduled meeting.*
  - (iv) *Any member of the Board of Directors who is notified in writing of their pending removal may appear at the meeting and show cause as to why they should not be removed.*

#### **Section 4.07 MANAGEMENT**

- (a) The Board of Directors shall be empowered to employ an Executive Director who shall hold the office of President upon approval of a majority of the Board of Directors and shall fix the salary and other considerations of employment.
- (b) The President shall have oversight of all daily operations of the Chamber of Commerce and be responsible for additional office staff deemed necessary.
- (c) The Executive Committee of the Board of Directors shall conduct an annual performance review with the President, and report any significant findings to the Board of Directors.

#### Section 4.08 MEETING OF DIRECTORS

- (a) Regular Meetings. Regular meetings of the Board of Directors shall be held at a place and time determined by the members of the Board of Directors.
- (b) Annual Meeting of Directors.
  - (i) *The Board of Directors shall hold an annual meeting in December of each year at which they shall elect officers and transact such other business as shall come before the meeting.*
  - (ii) *The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.*
- (c) Special Meetings of Directors.
  - (i) *The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by three (3) or more directors.*
  - (ii) *Such special meeting shall be held at the date and time specified in the notice of meeting.*
- (d) Place of Directors' Meetings.
  - (i) *All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.*
- (e) Notice of Directors' Meetings.
  - (i) *Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, facsimile or electronic message to each Director at his address, facsimile number or message address as shown by the records of the Corporation.*
    - i) *If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid.*
    - ii) *If notice is given by facsimile such notice shall be deemed delivered upon confirmation of delivery of the facsimile transmission. If notice is given by electronic message such message shall be deemed delivered upon transmission to the electronic message address of the recipient.*
  - (ii) *Any Director may waive notice of any meeting.*
  - (iii) *The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.*
  - (iv) *Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.*
- (f) Quorum and Voting of Directors.
  - (i) *A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws.*
  - (ii) *The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Articles of Incorporation.*
  - (iii) *A vote of the Board of Directors shall be deemed official when a quorum of the board votes in person or via electronic message or facsimile.*
    - (1) *When votes are received via electronic message or facsimile, a copy of all votes shall become record at the following board of directors' meeting.*
- (g) Compensation.

- (i) Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors.
  - (ii) A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.
  - (iii) Member of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings.
- (h) Ex-Officio Member of the Board of Directors.
- (i) The Board of Directors may designate one or more persons as ex-officio members of the Board of Directors.
  - (ii) A person designated as an ex-officio member of the Board of Directors is entitled to notice of and to attend meetings of the Board of Directors.
  - (iii) The ex-officio member of the Board of Directors is not entitled to vote.

#### Section 4.09 CONFLICT OF INTEREST

- (a) Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.
- (b) Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Chamber to do so.
- (c) The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- (d) All members of the Board of Directors shall complete and sign a Conflict of Interest form within thirty (30) days from the start of their term.

### Article V. OFFICERS

#### Section 5.01 DETERMINATION OF OFFICERS

- (a) The Board of Directors at its regular January meeting shall reorganize for the coming year.
- (b) The Nominating Committee for Directors shall also nominate officers each year.
- (c) At this meeting, the Board shall elect the Chairman, Chairman-Elect, Secretary/Parliamentarian, and the Treasurer.
- (d) Officers will be elected from members of the new Board.
- (e) All officers shall serve for a term of one (1) year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

#### Section 5.02 EXECUTIVE COMMITTEE

- (a) The Executive Committee shall be composed of the Chairman of the Board, the Chair-Elect, the Secretary/Parliamentarian, the Treasurer, the Immediate Past Chairman of the Board and the President/Executive Director.
- (b) It shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action.

- (c) The Chairman shall serve as Chairman of the Executive Committee.

#### Section 5.03 REMOVAL OF OFFICERS, VACANCIES

- (a) Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby.
- (b) The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.
- (c) Election or appointment of an officer or agent shall not of itself create contract rights.
- (d) A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 5.04 POWERS OF OFFICERS

- (a) Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate.
- (b) All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors.
- (c) The President shall, at the direction of the Board, secure the fidelity of such officers and employees of the Corporation as the Board shall designate by bond or otherwise.
- (d) All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.
- (e) In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by:
  - (i) (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- (f) An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

#### Section 5.05 DUTIES OF OFFICERS

- (a) Chairman
  - (i) *The Chairman shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.*
  - (ii) *The Chairman, shall, with the advice and counsel of the President/Executive Director, assign Vice-Chairs to divisional or departmental responsibility, subject to Board of Directors approval.*
  - (iii) *The Chairman shall represent the Chamber at functions and shall be an ex-officio member of all committees*

(b) Chairman-Elect

- (i) The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman.*
- (ii) As such, the Chairman-Elect will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.*

(c) The Secretary

- (i) The Secretary or their designee shall be responsible for keeping minutes of all meetings, for correspondence, and for notification of respective members for meetings.*

(d) The Parliamentarian

- (i) The Board of Directors shall be responsible for the appointment of parliamentarian for the upcoming fiscal year and this position may be included with those officers nominated each year through the Board Nomination Committee.*

(e) The Treasurer

- (i) The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for the proper disbursement in accordance with the annually approved budget and Board of Director guidance.*
- (ii) Such funds shall be kept on deposit in financial institutions approved by the Board of Directors.*
- (iii) Signatory authority shall be defined in the Financial Management Policy and approved by the Board of Directors.*
- (iv) The Treasurer shall cause a monthly financial report to be made to the Board.*
- (v) The Chamber may bond the Treasurer and President/Executive Director to the extent necessary to protect said officers and the funds and assets of the Rowlett Chamber of Commerce.*
- (vi) The Treasurer shall annually review the Financial Management Policy and make recommendations to the Board of Directors for modification or updates.*

(f) President/Executive Director.

- (i) The President shall be the Chief Operating Officer and Executive Director of the Corporation.*
- (ii) The President/Executive Director shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.*
- (iii) The President/Executive Director shall serve as advisor to the Chairman and shall assemble information and data and cause to be prepared special reports as directed by the Program of Work of the Chamber.*
- (iv) The President/Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.*
- (v) With assistance of the Divisional Vice-Chairmen, the President/Executive Director shall be responsible for the administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.*
- (vi) The President/Executive Director shall be responsible for hiring, discharging, directing and supervising all employees.*
- (vii) With the cooperation of the Treasurer, the President/Executive Director shall be responsible for the preparation of an operating budget covering all activities for the Chamber, which is presented to the Board of Directors in November, and subject to approval of the Board of Directors at the December meeting.*
- (viii) The President/Executive Director shall also be responsible for all expenditures with approved budget allocation as defined in the Financial Management Policy.*

## Article VI. COMMITTEES AND DIVISIONS

### Section 6.01 APPOINTMENT AND AUTHORITY

- (a) The Chairman, with the advice, counsel and approval of the Board of Directors, shall appoint any Vice Chairs and all committees and committee leaders.
- (b) The Chairman may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber.
- (c) Committee appointments shall be at the will and pleasure of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board of Directors.
- (d) It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

### Section 6.02 LIMITATION OF AUTHORITY

- (a) No action by any member, committee, division, employee, Director, or Officer shall be binding upon, or constitute expression of, the policy of the Chamber until the Board of Directors has approved it.
- (b) Committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

### Section 6.03 TESTIMONY

- (a) Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

### Section 6.04 DIVISIONS

- (a) The Board of Directors may create such division, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber.
- (b) The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations.
- (c) The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.
- (d) No action or resolution of any kind shall be taken by division, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

## Article VII. INDEMNIFICATION AND INSURANCE

### Section 7.01 INDEMNIFICATION

- (a) The Corporation may, by resolution of the Board of Directors, have the full power to indemnify and advance expenses pursuant to the provisions of Texas Law to any person entitled to indemnification under the provisions of Texas Law.

#### Section 7.02 INSURANCE

- (a) The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability.
- (b) If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation.
- (c) Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement.
- (d) The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation.
- (e) In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

### Article VIII. **FINANCE**

#### Section 8.01 FINANCIAL MANAGEMENT POLICY

- (a) The Board of Directors, with guidance from the Treasurer and Executive Director, shall adopt a Financial Management Policy to govern the financial operations of the Chamber.

#### Section 8.02 FUNDS



- (a) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- (b) All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors and defined in the Financial Management Policy.

#### Section 8.03 DISBURSEMENTS

- (a) Upon approval of the budget, the President/Executive Director is authorized to make disbursements as further defined in the Financial Management Policy.

#### Section 8.04 GIFTS

- (a) The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### Section 8.05 BOOKS AND RECORDS

- (a) The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote.
- (b) A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

#### Section 8.06 FINANCIAL RECORDS AND ANNUAL REPORTS

- (a) The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices.
- (b) All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours.
- (c) The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

#### Section 8.07 FISCAL YEAR

- (a) The fiscal year of the Corporation shall begin January 1, and close December 31.

#### Section 8.08 CONTRACTS

- (a) The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances

## Section 8.09 USE OF FUNDS FOR INTENDED PURPOSE

- (a) The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, as determined by the Board of Directors.

## **Article IX. DISSOLUTION**

### Section 9.01 DISSOLUTION

- (a) No part of said funds shall inure, or be distributed to the members.
- (b) On dissolution of the corporation, any funds remaining, after all obligations and liabilities paid, satisfied and discharged, shall be distributed to one or more organizations that are exempt under Section 501(c)(3) in the Internal Revenue Code, as amended, pursuant to a plan of distribution approved by the Board of Directors.

## **Article X. MISCELLANEOUS**

### Section 10.01 WAIVER OF NOTICE

- (a) Whenever any notice is required to be given to any member or director of the Corporation under the provisions of Texas Law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### Section 10.02 SEAL

- (a) The Corporation may adopt a corporate seal in such form as the Board of Directors may determine.
- (b) The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

### Section 10.03 LIMITATION OF METHODS

- (a) The Rowlett Chamber of Commerce shall observe all local, state and Federal laws, and shall at all times conduct its business in a manner which shall maintain the Section 501(c)(6) Federal tax exempt status of the corporation.

### Section 10.04 RULES OF PROCEDURE

- (a) The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with Texas Law, the Articles of Incorporation or Bylaws of the Chamber.

## **Article XI. CONSTRUCTION**

### Section 11.01 PRONOUNS AND HEADINGS

- (a) All personal pronouns used in these Bylaws shall include the other gender whether used in masculine, feminine, or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate.

- (b) All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of this Agreement.

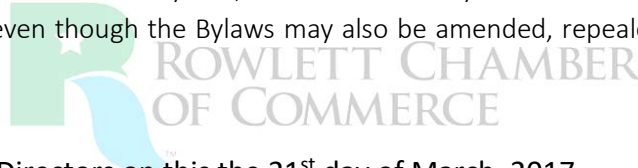
**Section 11.02 INVALID PROVISIONS**

- (a) If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

**Article XII. AMENDMENT OF BYLAWS**

**Section 12.01 AMENDMENT OF BYLAWS**

- (a) The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, by an affirmative vote of two-thirds (2/3) its members, unless the Articles of Incorporation or Texas Law limit such powers.
- (b) Unless the Articles of Incorporation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.



Adopted by the Board of Directors on this the 21<sup>st</sup> day of March, 2017.

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Bari Woolley - Secretary

[No bylaws, amendments or annexes appear below this line.]