

**ALVIN-MANVEL AREA CHAMBER OF COMMERCE
BYLAWS
ALVIN, TEXAS**

ARTICLE 1

GENERAL

Section 1.01 - NAME

This organization is incorporated under the laws of the State of Texas and shall be known as the Alvin-Manvel Area Chamber of Commerce (Chamber).

Section 1.02 - PURPOSE

The purpose for which this organization is incorporated is to assist in the improvement of commercial, industrial, agricultural, and civic conditions in the City of Alvin and surrounding territory; to aid in securing industries and greater production of food and foodstuffs; to assist in the organization and maintenance of an efficient and responsible municipal government; to lend its support in all ways to the highest ideals of citizenship, education and recreation; to support the efforts for the extension of domestic and foreign trade of the commercial interests of the region and, in the furtherance of such ends, to create and maintain such divisions, bureaus, departments, councils, committees, and subsidiaries as may in the opinion of the Board of Directors (Board), be necessary.

Section 1.03 - LIMITATION OF METHODS

The Chamber shall observe all local, State, and Federal laws, which apply to a nonprofit organization as, defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE 2

MEMBERSHIP

Section 2.01 - ELIGIBILITY

Any person, association, corporation, partnership, foundation, trust or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

All new members of the Chamber shall be asked to voice their faith in the organization by pledging their financial support on a sustaining basis. The President shall have prepared for each such member an application.

Section 2.02 - ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of the members shall be by a majority of the Board present at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in

Section 2.03 - DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by two-thirds vote of the total membership of the Board, payable in the manner determined by the Board. (See Appendix A in the Policies & Procedures Manual.)

Section 2.04 - TERMINATION

A member may be terminated in one of three ways.

- A. Any member may resign from the Chamber upon written request to the Board.

- B. Any member may be expelled by a two-thirds vote of the Board present at any regularly scheduled meeting thereof, for non-payment of dues after 90 days from the date due.
- C. Any member may be expelled by a two-thirds vote of the total membership of the Board at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. Written notice of Intent to Expel shall be sent to the member, via email, fax or U.S. Postal Service, within 10 days of the Board's determination of a need for expulsion. A member who has received a notice of Intent to Expel may request, in writing, a hearing before the Board of Directors within thirty days from the date of the notice.

Section 2.05 - VOTING

In any proceeding in which voting by members is called for the number of votes each member is entitled to will be determined by the chart referenced as Appendix B in the Policies and Procedures Manual.

Section 2.06 - EXERCISE OF PRIVILEGES

Any member may designate an individual or individuals equal to the member number of votes to exercise its privileges of membership, and shall have the right to change its designee or designees upon written notice delivered to the Chamber office.

Section 2.07 - HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board shall confer or revoke honorary membership by two-thirds vote of the Board present at any regularly scheduled meeting thereof.

Section 2.08 - ORIENTATION

Orientation on the purposes and activities of this organization shall be conducted for the following new groups: members, directors, officers, committee leaders and committee members.

Section 2.09 - MEETINGS

- A. Annual Meetings. The annual meeting of the Chamber shall be held during the first quarter of each year. The time and place shall be fixed by the Board and notice thereof delivered (mailed, emailed or faxed) to each member at least 10 days before said meeting.
- B. Special meetings. The Chairman of the Board may call special meetings of the Chamber at any time, or upon petition in writing of any 10 percent of members in good standing. Notice of special meetings of the membership and the purpose or purposes for which the meeting is called shall be mailed to each member not less than 10 days nor more than 50 days before the date of the meeting.
- C. Agenda and Minutes. An agenda and minutes must be prepared for all meetings.

Section 2.10 - QUORUMS

At any duly called membership meeting of the Chamber, five percent of the members and five percent of the total vote shall constitute a quorum.

Section 2.11 - PROXIES

No proxy shall be honored at any membership, Board or committee meeting.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.01 - COMPOSITION OF THE BOARD

The Board shall be composed of 15 elected members, one-third of whom shall be elected annually to serve for three years, or until their successors are elected and seated. A Board member that is elected Chairman or Chairman-elect during his/her second or third year on the Board may continue to serve as an active member of the Board of his/her term of Chairman and Past-Chairman.

A director shall not be eligible for re-election until one year has elapsed following the end of his/her term of office provided said expiring term shall have been a three-year term.

The Chairman of the Board may, at his/her discretion, appoint up to three members of the Chamber to serve as active and voting members of the Board during the tenure of such Chairman, subject to approval of the Board. No person shall be elected or appointed to a voting position on the Board who is not a voting member in good standing by the Chamber.

The Chairman, with the advice and consent of the Board, may also appoint a maximum of seven persons to serve in an ex-officio capacity on the Board. These advisors shall be nonvoting members of the Board and will serve one year terms, or until their successors are elected and seated.

The Board shall always contain at least two (2) directors from Alvin and two (2) from Manvel. If a director is not elected from either Alvin or Manvel through the regular election process, the Board shall appoint an additional Board member(s) for a one-year term to cover said representation. These appointed Board members shall have full voting rights.

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

Section 3.02 - SELECTION AND ELECTION OF OFFICERS

- A. Nominating Committee – At the regular August Board Meeting, the Chairman shall appoint, subject to approval by the Board, a Nominating Committee of five members of the Chamber which will consist of no more than three Board members and no fewer than two and which will include at least one member from Alvin and one member from Manvel. The Chairman of the Board shall designate the Chairman of the Committee.

Immediately following the August Board Meeting, notice by mail shall be given to the membership with the names of the Nominating Committee with the request that the membership submit to the Committee names of proposed nominees within 15 days from the date of such notice.

Prior to the regular September Board Meeting, the Nominating Committee shall present to the President at least eight (8) candidates to serve three-year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Such slate of candidates must include the name of every eligible member proposed for nomination by 10 or more members, but such slate of nominees may contain the names of such additional eligible members, as the Nominating Committee shall determine. The Board will confirm those nominations at the September Board Meeting.

- B. Publicity of Nominations and Balloting - Upon confirmation by the Board, the President shall immediately notify the membership by mail of the names of the persons nominated as candidates for Directors by furnishing a ballot with such names arranged in alphabetical order, with instructions to vote for five of the nominees. Such ballots shall be mailed to all active members at least 15 days before the regular October Board Meeting. Ballots shall be

marked in accordance with instructions printed thereon and returned to the Chamber office within 15 days.

- C. Judges - The Chairman shall appoint, subject to the approval of the Board, at least three but not more than five judges who are not members of the Board or candidates for election. Such judges shall complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board. The Board shall, at their regular October Meeting, declare the five candidates with the greatest number of votes elected.

Section 3.03 - SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular November Board Meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the program year, December 31st.

Section 3.04 - Vacancies

- A. A member of the Board who shall be absent from three consecutive regular meetings of the Board or becomes delinquent in the payment of dues for three months shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of the Board present at any meeting thereof.
- B. Vacancies on the Board shall be filled for the unexpired term by appointment of the Chairman with the concurrence of a majority of the Board present at any meeting thereof.

Section 3.05 - POLICY

The Board is responsible for establishing and adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually by the Charter, By-Laws and Audit Committee and revised as necessary.

Section 3.06 - MANAGEMENT

The Board shall employ a President and shall fix the salary and other considerations of employment by written contract.

Section 3.07 - MEETINGS

- A. The Board shall meet monthly.
- B. Special meetings may be called by the Chairman or upon written application of two members of the Board. Notice of a special meeting will be given, by mail, email and/or fax to each Director at least five days prior to said meeting.
- C. Any officer of the Board may call an emergency meeting of the Board without prior written notice.

Section 3.08 - QUORUMS

At any duly called meeting of the Board, a majority of voting Directors shall constitute a quorum of the Board.

Section 3.09 - INDEMNIFICATION

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director 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.

Section 3.10 – TERMINATION

A Board member may be terminated in one of the following ways:

- A. Any member of the Board may resign from the Board of Directors upon written request to the Board.
- B. Any member of the Board may be terminated by a two-thirds vote of the total membership of the Board at a regularly scheduled meeting thereof, for conduct unbecoming a Board member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the Board member complained against. Written notice of Intent to Expel shall be sent to the Board member, via email, fax or U.S. Postal Service, within 10 days of the Board's determination of a need for expulsion. A Board member who has received a notice of Intent to Expel may request, in writing, a hearing before the Board of Directors within thirty days from the date of the notice.

ARTICLE 4

OFFICERS

Section 4.01 - DETERMINATION OF OFFICERS

The officers of the Board of Directors shall include the Past Chairman, Chairman, Chairman Elect, Treasurer and President.

The Board (new and retiring) at its regular November meeting shall reorganize for the coming year. The Executive Committee will meet prior to the regular November meeting to nominate a Chairman Elect and Treasurer to serve for the new year from members of the incoming Board. Notice of these nominations shall be distributed to the full Board at least 2 weeks prior to the regular November meeting. Additional nominations will be accepted upon submission, in writing, by a minimum of four Board members. The President must receive any such nomination no later than seven days prior to the regular November meeting for distribution to the full Board.

The Board will elect the Chairman Elect and Treasurer at its regular November Meeting by a majority vote of the Board present at the meeting thereof. Elected officers shall serve for a term of one year, beginning January 1 of the following year, or until their successors assume the duties of office and become voting members of the Board.

Section 4.01A – VACANCIES

Vacancies among the officers shall be filled for the un-expired term from the existing elected members of the Board by appointment of the Chairman with the concurrence of a majority of the Board present at any meeting thereof.

Section 4.02 - DUTIES OF OFFICERS

- A. Chairman - The Chairman shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board and Executive Committee. The Chairman, with advise and counsel of the President, Past Chairman and Chairman Elect, shall determine all committees, select all Division Team Leaders and assist in the selection of committee personnel, subject to approval of the Board.
- B. Chairman Elect - The Chairman Elect shall perform all duties of the Chairman in the Chairman's absence. The Chairman Elect shall be a member of the Executive Committee and assist in selecting Division Team Leaders, determining committees and selecting committee personnel. The Chairman Elect shall assume the Chairmanship at the beginning of the new fiscal year, January 1.
- C. Treasurer - The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in

financial institutions, or invested in a manner approved by the Board. Checks are to be signed by two of the following officers: the Treasurer, Chairman, Chairman-Elect or President, preferably the Treasurer and President. The Treasurer shall cause a monthly financial report to be made to the Board.

- D. President - The President shall be the Chief Administrative and Executive Officer. The President shall serve as Secretary to the Board and cause to be prepared notices, agendas and minutes of the meeting of the Board.

The President shall serve as advisor to the Chairman and Board on program planning and shall assemble information and data and cause to be prepared special reports as directed by the Chairman or Board.

The President shall be a nonvoting member of the Board and voting member of the Executive Committee and all committees.

With the assistance of the Division Team Leaders, the President shall be responsible for administration of the program of work in accordance with the policies and regulations set by the Board.

The President shall be responsible for hiring, discharging, directing and supervising all Chamber employees.

The President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board. The President shall also be responsible for all expenditures with approved budget allocation.

Section 4.03 - EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chairman, Past Chairman, Chairman Elect, Treasurer and President. The Chairman will serve as the head of the Executive Committee.

Section 4.04 - INDEMNIFICATION

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of its officers as spelled out in Article 3, Section 3.09 of these By-Laws.

ARTICLE 5

COMMITTEES AND DIVISIONS

Section 5.01 - APPOINTMENT AND AUTHORITY

The Chairman, by and with the approval of the Board, shall appoint all Division Team Leaders. The Chairman may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless **the Board approves a different term.**

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.

Section 5.02 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.

The Chairman shall discharge committees 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.

Section 5.03 - TESTIMONY

Once **the Board has approved committee action**, it shall be incumbent upon the committee leader 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 5.04 - DIVISIONS

The Board may create such divisions, bureaus, departments, councils, committees 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, committees, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, committees, or subsidiary corporations, including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, committees, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board.

Section 5.05 - MEETINGS

Committee meetings may be called at any time by the Chairman or by the committee's chairman, with a minimum of one day's notice to the members of the committee.

Section 5.06 - QUORUMS

At any duly called committee meeting, a majority shall constitute a quorum, except when a committee consists of more than nine members, then five members shall constitute a quorum.

ARTICLE 6

FINANCES

Section 6.01 - FUNDS

All money paid to the Chamber shall be placed in the proper fund and/or funds. Funds unused from the current year's overall budget will be placed in a reserve account as a line item on the Chamber's Financial Statement.

Section 6.02 - DISBURSEMENTS

The Board shall cause to be set up, an acceptable accounting system.

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursement shall be by check. Checks are to be signed by two of the following officers: the Treasurer, Chairman, Chairman-Elect or President, preferably the Treasurer and President.

Section 6.03 - FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

Section 6.04 - BUDGET

As soon as possible after election of the new Board and officers, the Board shall cause to be prepared an operating budget for each year, giving due consideration to the anticipated revenues, proposed projects, and routine expenses. The Executive Committee shall adopt the budget for the coming year and submit it to the Board and have it approved no later than December 31.

The Board shall carefully screen the anticipated income and forecast, as accurately as possible, a safe revenue operating budget for the year.

Section 6.05 - FINANCIAL REVIEW

The financial statements of the Chamber shall be available to members of the organization within the offices of the Chamber during normal business hours, by appointment only.

Section 6.06 - BONDING

The President and such other officers and staff as the Board may designate shall be bonded by a fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE 7

DISSOLUTION

Section 7.01 - PROCEDURE

If for any reason it becomes necessary to dissolve or to liquidate this corporation, the following procedure shall be followed:

- A. All debts and obligations of this corporation shall be paid.
- B. Assets held by it in trust for specific purposes shall be applied so far as is feasible in accordance with the terms of the trust.
- C. To the extent that it is not feasible or not necessary to apply the assets as provided in the paragraph A or B above, then the assets shall be transferred to one or more regularly organized entities as qualified by Internal Revenue Service regulations. This entity shall serve the Alvin-Manvel area and shall be selected by the then serving Board of the Chamber.
- D. In no event shall the funds distributed at dissolution insure to the benefit of any Chamber member or any other persons or entities not qualifying under paragraph C of this Article.

ARTICLE 8

CHARTER, AND BY-LAWS AND AUDIT COMMITTEE

Section 8.01 - APPOINTMENTS

The Chairman Elect, with the confirmation of the Board, shall appoint a Charter, By-Laws and Audit Committee of five members, no more than two of which may be members of the Board. No officer shall serve on this committee except in an advisory capacity as may be requested by the committee.

Section 8.02 - Duties

The Charter, By-Laws and Audit Committee shall conduct an annual review of the records, books, proceedings and operations of the Chamber as of the close of the fiscal year to determine if the provisions of these By-Laws are being faithfully executed. Violations of the Charter and/or By-Laws of this organization shall be reported to the Board or the general membership in a regular or special meeting. The Charter, By-Laws and Audit Committee shall recommend to the Board the scope and depth of review of the financial records of the Chamber, up to and including a financial audit by an independent CPA. This Committee shall supervise any independent financial review.

ARTICLE 9

PARLIAMENTARY AUTHORITY

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedure.

ARTICLE 10

AMENDMENTS

Section 10.01 - REVISIONS

These By-Laws may be amended or altered by a two-thirds vote of members present at a general membership meeting or the majority vote of returned ballots when the membership is polled. In the case of a general membership meeting, proposed amendments or alterations shall be submitted to the members in writing, along with notice, at least 10 days in advance of the meeting at which they are to be acted upon.

The Alvin-Manvel Area Chamber of Commerce adopted the foregoing Revised By-Laws on the _____ day of _____, 20____.

Tommy King, Chairman

Connie J. Elies, President