

ARTICLE I General

Section 1: Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Greater Aubrey Area Chamber of Commerce Incorporated DBA Aubrey Area Chamber of Commerce.

Section 2: Purpose

The Greater Aubrey Area Chamber of Commerce is organized to advance the general welfare and property of the Greater Aubrey Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, and industrial and education interests of the area.

Section 3: Area

The Greater Aubrey Area economic region shall mean to include the communities of Aubrey, Cross Roads and Krugerville and such suburban areas as they shall serve.

Section 4: Limitation of Methods

The Greater Aubrey Area of Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II Membership

Section 1: Eligibility

Any individual, educators totally on salary, elected public officials, ministers, or associations, corporations, partnerships or estates having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Classification

Any individual, educators totally on salary, elected or public officials and ministers may join as individuals. Others must join as businesses.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula s may be from time to time prescribed by the Board of Directors, payable in advance annually County Commissioners, AISD, Cities of Aubrey, Cross Roads and Krugerville have one member with full privileges without payment of dues.

Section 4: Termination (resignation, expulsion and delinquency)

- a) Any member may resign from the Chamber upon written request to the Board of Directors;
- b) Any member shall be expelled for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds vote of the Board of Directors, 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.

Section 5: Voting

In any proceeding in which voting by members is called for, each member person (individual membership) shall be entitled to one vote, and each member firm, association or corporations shall have two votes.

Section 6: Exercise of Privileges (Assignment of membership within subscription and any limitations.)

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation of the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organizations procedure.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to 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 of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least five (5) days before said meeting.

Section 2: Additional Meetings (General membership, Board and committee meetings)

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any (25%) members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, respective department Vice President, or b the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the Chamber, (10%) of all members shall constitute a quorums; a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of twelve (12) members (one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The incoming President may appoint, subject to the approval of the Board one (1) member to serve a one-year term. The Past President and the Vice President shall serve as members of the Board.

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 the finances, and direct its affairs.

Section 2: Selection and Election of Directors

- A. **Nominating Committee.** At the regular August Board meeting the President shall appoint, subject to approval by the Board of Directors a Nominating Committee of five members of the Chamber. The President shall designate the chairman of the committee.

Prior to September 30, the Nominating Committee shall present to the President, a slate of three 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.

- B. **Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

- C. **Nomination by Petition.** Additional names of candidates for directors can be nominated by the petition bearing the genuine signatures of at least 25% qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) 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.

- D. **Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of three candidates shall be declared elected by the Board of Directors at their regular October Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three candidates only. The President shall mail this ballot to all active members at least 15 days before the regular November Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at its regular December Board meeting declare the three candidates with the greatest number of votes elected.

- E. **Judges.** The President shall appoint subject to the approval of the Board of Directors at least three (3) but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including

the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Each director shall serve on at least one committee, when requested by the Board.

Section 3: Seating of New Directors

All newly-elected and appointed Board members shall be seated at the regular January Board Meeting and shall be participating members thereafter.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall be subject to being dismissed from the membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Policy (Statements of position on issues)

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

Section 6: Management

When financially feasible, the Board of Directors may employ an Executive Vice President and shall fix the salary and other consideration of employment. The employment of the Executive Vice President shall be at the will of the Board of Directors.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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 a party by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals 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 V Officers

Section 1: Determination of Officers

The Board of Directors (new and retiring) at its annual January meeting shall reorganize for the coming year. The Board shall elect the President, Vice President, secretary, and the treasurer, to conduct the activities of the Chamber. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (2) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

A. **President.** The President 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.

The President shall, with the advice and counsel of the Vice President, assign active Chamber members to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall, with advice and counsel of the Vice President, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. **Vice President.** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President and committee 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. The duties of the Vice President shall be as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

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 of Directors. Checks are to be signed by either the treasurer, Vice President, or President. The treasurer shall cause a monthly financial report to be made to the Board.

D. **Secretary.** The secretary duties shall include keeping minutes of Chamber meetings, written notices of all Chamber meetings, and other duties as assigned by the President, Vice President or Board of Directors.

Section 3: Executive Committee

The Executive Committee 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 actions. It shall be composed of the President, Past President, Vice President, treasurer and secretary. The President will serve as chairman of the Executive Committee.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI Committees and Divisions

Section 1: Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at will and pleasure of the President and shall serve concurrent with the term of the appointment President, unless a different term is approved by the Board of Directors.

It shall be the function of the 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 2: 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 of Directors.

Committees shall be discharged by the President 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 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen 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 4: Divisions

The Board of Directors 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 proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber unless approved by the Board of Directors.

ARTICLE VII Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be carried forward.

Section 2: Disbursements

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 of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

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

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget "Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31. The financial records shall at all times be available to members of the organization within the offices of the Chamber.

ARTICLE VIII Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c) (3).

ARTICLE IX

Section 1: Parliamentary Authority

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 the charter or bylaws of the Chamber.

ARTICLE X Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations 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 acted upon.