

Chamber of Commerce of Caddo Mills
BY-LAWS

ARTICLE I - GENERAL

SECTION I. - NAME

The name of this association shall be the Chamber of Commerce of Caddo Mills, by which name it shall contract and be contracted with and transact all its business. The association shall be a non-profit corporation chartered under the laws of the state of Texas.

SECTION II. - PURPOSE

The Chamber of Commerce of Caddo Mills is organized to achieve the objectives of: advancing, protecting and promoting the economic well-being of Caddo Mills and to increase the prosperity of the area by promoting and encouraging the growth of existing businesses and the establishment of new businesses; serve as an effective non-partisan, non-sectarian voice for business on legislative, business, social, agricultural, governmental and community issues affecting the Caddo Mills region; preventing or addressing obstacles that are detrimental to the expansion and growth of business and the community if they arise.

SECTION III. - LIMITATION

The Chamber of Commerce of Caddo Mills 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.

This organization shall not discriminate for or against any person, firm or corporation based on race, religion, creed, national origin, color, sex or age.

No part of the earnings of this organization shall ever inure to the benefit of any private individual other than for reasonable compensation for goods and services furnished. In the event of a dissolution of this organization, no part of the distribution shall ever be to any private individual but, on the contrary, all the net assets and proceeds from the sale of assets shall be passed to a qualified 501 (c) (3) or 501 (c) (6) organization.

ARTICLE II - MEMBERSHIP

SECTION I. - ELIGIBILITY

Any reputable person, firm, association, corporation, partnership, or organization is eligible to be a member and, if desiring membership in this organization, shall file an application for membership in writing or through electronic form containing such information as the Committee shall from time to time prescribe with the appropriate membership dues.

SECTION II. - DUES

The Committee shall establish such classes of membership as may be appropriate and shall set and maintain, from time to time, a uniform dues structure and payment schedule within each class.

SECTION III. - TERMINATION

Membership in this organization shall terminate upon voluntary resignation or upon failure of the member, for a period of ninety

days, to pay the appropriate dues assessment. Additionally, the Committee may deny or cancel the membership of any member whose conduct or business concerns are contrary to the best interest of the organization and its announced purposes.

Such termination decisions are at the discretion of the Committee and do not require a special meeting or voting by the general membership.

ARTICLE III. - MEETINGS

SECTION I. - ANNUAL MEETING

The annual meeting of the organization shall be held during the month of JANUARY of each year at a time and place determined by the Committee for the purpose of recognizing newly elected officers and directors.

SECTION II. - ADDITIONAL MEETINGS

- A. The Committee shall hold regular meetings at such times as the Directors shall decide. Special meetings of the Committee may be called by the President at his/her discretion or shall be called in writing or through electronic form of not less than three directors upon two business days (48 hours) notice. The written request shall state the purpose of the meeting.
- B. The Committee may call a special meeting of the membership at any time in writing or through electronic form stating the purpose of the meeting shall be given to each member at least ten business days in advance.
- C. Any meeting of the membership in which business is conducted and voting by members is called for, each member in good standing shall be entitled to cast one vote.
- D. Committee meetings may be called by the President, Vice-President, or by the committee's chairperson.

SECTION III. - QUORUMS

- A. At a duly called membership meeting of the Chamber of Commerce of Caddo Mills, the majority of those present shall constitute a quorum.
- B. At meetings, a simple majority of the voting members of the Committee shall constitute a quorum. Specifically, majority shall be defined as a minimum of three or the majority of those present of the voting Committee.

SECTION IV. - NOTICES, AGENDA, MINUTES

Written notices or electronic notification stating the purpose of the meetings of all Chamber membership and Committee's meetings must be given at least 72 hours in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

SECTION V. - PARLIAMENTARY PROCEDURE

All meetings of the organization shall be conducted in accordance with the current edition of Robert's Rules of Order newly

revised and shall be the final source of authority in all questions of parliamentary procedure when such rules do not conflict with the By-laws of the Chamber.

ARTICLE IV - COMMITTEE

SECTION I. - LEGISLATIVE AND POLICY RESPONSIBILITY

The governance and policy-making responsibilities of the Chamber of Commerce of Caddo Mills shall be vested in the Committee. The Committee shall control the organization's property, be responsible for its business, and direct its affairs through the development of policy. The By-laws and policies shall be maintained in a Policy Manual to be reviewed and revised as necessary.

SECTION II. - SELECTION AND TERM OF OFFICE

The community-focused and volunteer-driven nature of our organization is reflected in the selection of our committee members. The Committee, which upholds our community values and mission, shall consist of no fewer than three and no more than 5 members. Each member shall hold office for a term of one year commencing at the annual meeting of the organization in March following selection. If no other candidates step up to fill a position at the end of a term, the current member may continue to serve in perpetuity until a new candidate is willing and able to take on the responsibility.

A. Nominating Committee: At the regular September meeting, the President shall appoint, subject to approval by the Committee, a Nominating Committee consisting of three members in good standing who are not officers of the Committee. The President shall designate the chairman of the committee.

B. Presentation of Nominees: At the regular meeting of the Committee, the nominating committee shall present to the October Committee the slate of eligible nominees to serve one-year terms on the Committee for the purpose of replacing the outgoing members whose regular terms will expire in December. Each candidate for nomination must be an active member in good standing willing to accept the responsibility of the one-year term.

C. Publicity of a Nomination: Upon approval of the report of the nominating committee by the Committee, the Secretary shall create a ballot of nominees, as above provided, and listing the hold-over members, to be mailed or electronically submitted to each member in good standing. The ballot shall be delivered to each member in good standing in November to allow not less than fourteen days' time within which to cast such ballot and return it to the Chamber. The ballot shall clearly state the date by which it must be received by the Chamber to be counted as a valid ballot. Each member in good standing shall be entitled to cast one vote.

D. Judges: The nominating committee shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Committee. The nominees receiving the most votes (any tie vote to be determined by lot), properly cast and timely returned, shall, after such votes are canvassed by the President and confirmed by the Committee, be declared by the President to have been elected members.

E. Seating of New Members: All newly elected Committee members shall be officially announced at the Annual Membership Meeting in January and shall be participating members thereafter.

SECTION III. - VACANCIES

If a voting member of the Committee is absent from five regular meetings in a twelve-month period or misses three consecutive regular meetings, the position is automatically vacated, unless the member (1) gives written notice of their absence in advance, and (2) is excused by a majority of the Committee.

Vacancies on the Committee shall be filled by the Committee by a majority vote from a list of nominees under Article IV, Sec. II

provided such nominees still qualify under Article IV, Sec. II. Successors shall serve the remainder of the vacated term. If no qualified candidates exist under Article IV, Sec. II, the President will nominate a candidate to be voted on by the Committee. Any replacement director who fills an unexpired term with six months or less remaining in that term will automatically be nominated to a full one-year term during the next election process.

SECTION IV. - VOTING

Each member of the Committee shall be entitled to an equal vote on any matter coming to the attention of such the Committee. No proxy vote shall be authorized. In the event an issue arises requiring a decision by the Committee prior to a regular Committee meeting, the President, may submit said issue to a vote of the Committee by email or conference call.

SECTION V. - INDEMNIFICATION

The Chamber shall secure and keep in good standing an Officers and Directors Liability and Employment Practices Insurance policy with a limit of liability of not less than one million dollars (\$1,000,000). The Chamber shall acquire and pay for such insurance coverage on its assets and the conduct of its business, and for the protection of such officers, directors and employees, as shall be from time to time determined by the Committee to be prudent and consistent with good business practices. Notwithstanding any decisions the Committee may make in this regard, the Chamber shall provide for the indemnification of any and all of its directors and former directors, and its officers and former officers, against expenses actually and necessarily incurred by them in connection with the defense of, or any judgment arising from, any action, suit or proceeding in which any of them are named as parties by reason of being or having been directors or officers of the Chamber, except, however this indemnification shall not apply when such directors or officers are adjudged to be liable for gross negligence or intentional misconduct in the performance of duty or enter into a settlement predicated on the existence of liability of such gross negligence or intentional misconduct. Such indemnification shall be made in accordance with provisions in the Texas Non-Profit Corporations Act, Tex. Rev. Civ. Stat. Ann., art. 1396, 2.22A (Vernon Supp. 1997).

SECTION VI. – MANAGEMENT

The Committee shall manage the Chamber of Commerce.

ARTICLE V. - OFFICERS

SECTION I. - OFFICERS

The Committee, at its regular JANUARY meeting, shall reorganize for the coming year. All officers shall serve for a term of one year or until their successors assume the duties of office.

SECTION II. – EQUAL OPPORTUNITY

All terms regarding gender shall refer to both men and women and further shall not restrict anyone from membership, holding office or being a Committee member. It is also stated policy of this Chamber not to discriminate regarding age, handicaps, sex, race, religion, sexual orientation or national origin. Further the Chamber shall observe all applicable Local, State and Federal Civil Rights legislation.

SECTION III. -DUTIES OF OFFICERS

- A. President: The President shall serve as the chief elected officer of the Chamber of Commerce of Caddo Mills and shall preside at all meetings of the membership and Committee. The President will communicate to the membership and to the Committee such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. The President shall assign the Vice-President to divisional or departmental responsibility. The President shall, with the advice and counsel of the Vice-President/s determine all committees, and select all committee leaders, subject to Committee approval. With approval of the Committee, he/she shall sign all deeds, contracts and other instruments affecting the operation of the corporation or any of its properties. He/She shall, with approval of the Committee, sign all formal documents of the corporation.
- B. Vice-President: A Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- 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 Committee. The Treasurer will review financial information with the Committee and shall give a monthly Financial Report. Checks may be signed by any of the following: Past President, President, or Treasurer.

ARTICLE VI. – REMOVAL OF OFFICERS OR COMMITTEE MEMBERS

A committee member may be removed from office by a two-thirds vote of the committee, or by a two-thirds vote of the active members at any regular or special meeting if a quorum is present. Vacancies shall be filled by appointment by the President and will serve until the next scheduled election.

SECTION I. – REMOVAL BY COMMITTEE

Any officer may be removed by two-thirds vote of the committee at a scheduled Committee meeting if:
 ... the officer or director has missed three meetings without excuse; OR
 ... the officer or director has failed to pay membership dues or otherwise ceases to represent a current member business; OR
 ... the officer or director displays conduct unbecoming a member or prejudicial to the aims or repute of the organization, after notice and opportunity for a hearing are afforded the officer or director complained against.

ARTICLE VII. - COMMITTEES & DIVISIONS

SECTION I. - APPOINTMENT & AUTHORITY

The President shall appoint all committee chairs and Chamber representatives to any external entities requesting Chamber involvement; these appointments shall be reported to the Committee. Committee appointments shall be at the will and pleasure of the President and shall not exceed the term of the appointing President. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Committee and to carry on such activities as may be delegated to them by the Committee.

SECTION II. - LIMITATION OF AUTHORITY

No committee shall take or make public any formal action or make public any resolution or in any way commit the corporation on a question of policy without first receiving approval of the Committee. Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Committee, it is deemed wise to discontinue the committee.

SECTION III. - TESTIMONY

Once a committee action has been approved by the Committee, it shall be incumbent upon the committee leaders or, in their absence, which they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies as may be necessary to carry out the approved action.

SECTION IV. - DIVISIONS

The Committee may create such divisions, bureaus, departments, councils or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Committee shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and 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 Committee.

ARTICLE VIII. - FINANCES

SECTION I. - BUDGET

The amount of money required to sustain the Chamber of Commerce of Caddo Mills effort for the next fiscal year shall be determined during July/August of the current fiscal year by a finance committee with the approval of the Committee.

SECTION II. - GENERAL FUND

All receipts from Chamber membership dues and other sources associated with the Chamber shall constitute the general funds of the corporation, unless otherwise provided by the Committee, from which the expense for the maintenance and conduct of the organization shall be paid.

SECTION III. - DISBURSEMENTS

No obligation or expense shall be incurred, and no money shall be appropriated without prior approval of the Committee. Upon approval of the budget, the Committee will make disbursements on accounts and expenses provided for in the budget without additional approval of the members. Disbursements shall be by check. For checks more than \$200.00 two signatures will be required.

SECTION V. - AUDIT

A tax accountant shall audit the corporation's books and records on a bi-annual basis at the end of even numbered fiscal years with the findings to be reported to the Committee. A review of the organization's books shall be made by a committee at the end of odd numbered fiscal years with the findings to be reported to the Committee. The Committee may order an audit of accounts at any time. Any audit shall always be available for members inspection during normal office hours.

SECTION VI. - FISCAL YEAR

The fiscal year of the corporation shall be from October 1st through the last day of September.

ARTICLE IX. - DISSOLUTION

SECTION I. - PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall insure, or 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 organization(s) to be selected by the Committee as defined in IRS Section 501 (c) (6).

ARTICLE X. - AMENDMENTS

SECTION I. - AMENDMENTS

These By-Laws may be amended or altered by a two-thirds vote of the Committee, or by a two-thirds vote of the members present at any regular meeting or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Committee or the members in writing, at least ten days in advance of the meeting at which they are to be acted upon. Amendments made to the By-Laws must be conveyed to the membership within ten days after the amendment is passed. This can be done by posting the amendments on the Chamber website and ensuring they are prominently displayed and accessible. Members shall be notified of these updates either via email or through a public announcement on the website, making sure that all members can review the changes.

ARTICLE XI. - DIRECTOR'S LIABILITY

SECTION I. - LIABILITY

A Director who serves on the Committee for the Chamber of Commerce of Caddo Mills is not liable to the corporation or its members for monetary damages for an act or omission in the Director's capacity as a Director, except for: a breach of a Director's duty of loyalty to the corporation or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; an act or omission for which liability of a Director is expressly provided for by statute, or an act related to an unlawful payment of a dividend.