

BYLAWS OF THE SAN ANGELO CHAMBER OF COMMERCE

Article I Name

Section 1. The name of this organization shall be the San Angelo Chamber of Commerce, Incorporated.

Section 2. Its office shall be located within the corporate limits of the City of San Angelo, Texas.

Article II Object

Section 1. The San Angelo Chamber of Commerce is organized to achieve the objectives of:

- (1) Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing it in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation among the citizens of the trade area of the value of investing resources and time in the interest of promoting business;
- (2) Promoting business and community growth and development by promoting economic and tourism programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community.

Article III Limitation of Methods

Section 1. The San Angelo 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. This organization shall not discriminate for or against any person, firm or corporation on the basis of race, religion, creed, national origin, color, sex or age.

Section 2. 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 actually 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 of 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 IV Membership

Section 1. Any person, firm, association, corporation, partnership, or organization whose objectives align with the San Angelo Chamber of Commerce outlined in Article II, Section 1, paragraph 2 is eligible to be a member and, if desiring membership in this organization, shall file with the organization a written application for membership in such form and containing such information as the Board of Directors shall from time to time prescribe.

Section 2. The Board of Directors shall establish such classifications of membership as may be appropriate and shall set and maintain, from time to time, a uniform dues structure within each classification.

Section 3. Membership in this organization shall terminate upon voluntary resignation or upon failure of the member, for a period of ninety (90) days, to pay the appropriate dues assessment.

Article V Meetings

Section 1. The annual meeting of the membership of the organization shall be held during the month of January or at some later date as determined by the Board of Directors. Advance written notice of the annual meeting shall be given to all members at least thirty (30) days, but not more than ninety (90) days in advance.

Section 2. The Board of Directors may call a special meeting of the members at any time. Written or electronic notice stating the purpose of the meeting shall be given to each member at least ten (10) days, but not more than ninety (90) days, in advance of such special meeting.

Section 3. At any meeting of the members, those members present shall constitute a quorum for the transaction of any and all business that may come

before the meeting. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Article VI Board of Directors

Section 1. The governance and policy-making responsibilities of the San Angelo Chamber of Commerce shall be vested in the Board of Directors. The Board of Directors shall control the organization's property, be responsible for its business, and direct its affairs through the development of policy. The affairs of the organization shall be managed by its Board of Directors, which shall consist of no fewer than fifteen (15) and no more than eighteen (18) members. Each director shall hold office for a term of three (3) years commencing January 1st following selection and shall continue until a successor is elected and shall have qualified. New Board members will serve a period of three (3) months (October, November and December) as non-voting members and will be considered in training until the January Board meeting where voting rights will be given.

Section 2. The Chairman of the Board of the Organization, subject to the advice and consent of the Board of Directors, may appoint honorary and ex-officio members of the Board of Directors who may attend all meetings of the Board and take part in the deliberations, but shall not have the right to vote.

Section 3. The immediate past Chairman of the Board shall be a member of the Board of Directors with voting privileges for a term of one (1) year after the expiration of the term of office.

Section 4. No later than the regular August Board meeting, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of three (3) members of the Board of Directors and three (3) members in good standing who are not either officers or directors. The Chairman shall designate the head of the committee.

By August 15th, the Nominating Committee shall present to the president a slate of six (6) 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 directorship. A period of one year must elapse before a Board member is eligible to serve another three-year term.

Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership electronically or by postal service of the names of persons nominated as candidates for directors and the right of petition.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least fifty (50) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee by August 31st. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of six (6) candidates shall be declared elected by the Board of Directors at their regular September Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The ballot will also contain a provision for write-in candidates. Instructions will be to vote for a maximum of six (6) candidates. The President shall mail this ballot or transmit electronically to all members at least fifteen (15) days before the regular October meeting.

If mailed in, the ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall, at their regular October board meeting, declare the six (6) candidates with the greatest number of votes elected.

Section 5. The Chairman of the Board shall appoint, with the advice and consent of the Board of Directors, five (5) members who are not members of the Board of Directors nor candidates at the election to count the ballots as returned on the day following the close of voting.

Section 6. The Board of Directors shall meet as determined by the President and Chairman of the Board at least ten times annually, at a time and place it shall select. At any meeting, regular or special, of the Board of Directors, ten (10) members shall constitute a quorum. Once a quorum is determined to exist, any matter upon which a vote is taken shall be determined by a majority of that quorum. If an issue arises between regularly scheduled meetings that requires a board vote as determined by the President and Chairman, voting may be conducted electronically. In such event, a quorum shall be determined to exist if at least 10 members vote. The result of an electronic vote shall be reported to the Board of Directors at the next regularly scheduled meeting.

Section 7. A voting member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall be dropped from membership on the Board, unless confined by illness, out of the city, or other absence approved by a majority vote of the Executive Committee. Board members shall report anticipated absences from Board meetings to the Chamber

office on or prior to the meeting date. Five consecutive absences by a voting member for any reason shall be considered an automatic resignation from board membership.

Section 8. Upon recommendation of the Executive Committee, any vacancy occurring on the Board of Directors may be filled by the remaining members of the Board of Directors for the unexpired term of each director for whom the replacement is named. Any replacement director who fills an unexpired term with twelve months or less remaining in that term will automatically be nominated to a full three-year term during the next election process.

Section 9. If a member of the Board of Directors is elected during his three-year term to serve as an officer of the corporation as provided in Article VII and such election requires that member to serve one or two additional years to complete his duties as an officer, such member's term on the board of Directors shall be automatically extended to accommodate his status as an officer. If such automatic extension occurs, the position which would have become vacant will be considered vacant at the end of the initial three year board term. Six new members shall be nominated as usual. The holdover member-officer will serve as an additional member of the board until his duties are completed. A period of one year must elapse before that member is again eligible to serve another three year term, as provided in Section 4 of this Article.

Section 10. The Chamber shall, 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. 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).

Article VII Officers

Section 1. At the Board meeting where the new Board members are declared elected by the Board of Directors (either September or October), the Chairman of the Board shall appoint, subject to the approval of the board of Directors, a Nominating Committee consisting of three (3) currently seated

members of the Board for the election of officers. This Nominating Committee will provide, no later than the November Board meeting, a single slate of officers to include a Chairman of the board, Chairman-elect and a Treasurer.

Section 2. The Chairman of the Board 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 Chairman is responsible for continually monitoring the Plan of Action and its continued appropriateness.

Section 3. The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-Elect shall also coordinate with the Board of Directors and community leaders to develop the upcoming year's Plan of Action. As such, the Chairman-Elect will be responsible for recommending the Plan of Action to the Board of Directors that reflects the needs of the membership of the Chamber.

Section 4. 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. The Treasurer shall cause a monthly financial report to be made to the Board.

Section 5. The President shall be the chief administrative and executive officer. The President shall be a full-time, salaried employee of the Chamber of Commerce hired by the Board of Directors, and shall serve at the pleasure of the Board. The President shall serve as secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of meetings of the Board. The President shall serve as advisor to the Chairman and the Board of Directors on program planning and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees. The President shall be responsible for administration of the Plan of Action in accordance with the Board of Directors. The President shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the officers of the Executive Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures within the approved budget allocation. The President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 6. A vacancy occurring in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. The Chamber shall, 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 VI, Section 10 of these By-Laws.

Article VIII Committees

Section 1. 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 have authority over and annually review and approve all activities, proposed programs, budgets, and finances of such 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 Board of Directors.

Section 2. The Board of Directors may designate and appoint one or more standing committees to assist in carrying out the purposes of the organization. The Chairman of the Board, with advice and counsel of the President, shall appoint all of the standing committee chairmen, subject to the approval and confirmation by the Board of Directors. The Chairmen of the standing committees will develop members of the committee.

Section 3. The term of the Committee Chairmen shall not exceed the term of the appointing Chairman of the Board, but Committee Chairmen may be appointed for up to two additional terms, not to exceed three (3) years, after which they would remain ineligible for one (1) year before being able to serve again in that specific capacity.

Section 4. Each committee shall make investigations, conduct hearings, make recommendations to the Board of Directors and carry on such activities as may be assigned to them by the Board of Directors or the Chairman of the Board. No committee shall take any final action or in any manner commit this

organization to a particular position or an issue of policy or general public interest without having first received the approval of that position by the Board of Directors.

Section 5. The Committee Chairman shall call an organizational meeting within thirty (30) days following the selection of its members and shall proceed to promptly and expeditiously perform the functions assigned. 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 6. The Chairman of the Board shall retain during his term of office the power to discharge and replace one or more members of any committee, including Committee Chairmen, and to assign and reassign duties to any committee.

Section 7. Special committees and task forces shall be appointed by the Chairman of the board and discharged by the Chairman of the Board when their task has been completed and their report accepted or, when in the opinion of the Board of Directors, it is deemed wise to discontinue the activity for which the committee was appointed.

Section 8. The Executive Committee shall consist of the Chairman of the Board, Chairman-Elect, Treasurer, and two other members of the Board of Directors appointed by the Chairman. All members of the Executive Committee must be approved by the Board of Directors. The past Chairman shall serve as a member of the Executive Committee. The Executive Committee shall have all of the power of the entire Board of Directors between its meetings, may allocate funds and enter into agreements for any expenditure not to exceed \$5,000.00, and shall report any actions taken at the next regular meeting of the Board of Directors. Four voting members of the Executive Committee shall constitute a quorum.

Section 9. The President shall work with the officers of the Executive Committee in the preparation of the annual budget and the handling of any funds of the organization. From time to time they shall advise the Board of Directors with regard to its financial position and policies and shall suggest ways and means of conserving and increasing revenues of the organization. The President shall cause the books and accounts of the organization to be audited annually by a certified public accountant and the findings to be reported to the Board of Directors annually.

Article IX Referenda

Section 1. Upon the written request of twenty-five (25) members in good standing, or upon its own initiative, the Board of Directors shall submit any question electronically or by postal service to its members for a vote. The ballot for that vote shall be accompanied by a brief statement prepared by the proponents and a brief statement prepared by the opponents of each issue. The membership shall vote by written ballots returned to the principal office of the organization and a decision so made by the membership shall be binding upon the Board of Directors.

Section 2. A referendum submitted to the membership shall be returned within ten (10) days after receipt. Ballots shall remain unopened until canvassed by the election judges appointed by the Board of Directors.

Section 3. Such referendum vote shall have the same effect as though it were a vote duly taken at a regularly called membership meeting of the organization held for the purpose of considering the same subject matter.

Article X Affiliated Organizations

Section 1. The Board of Directions may provide for affiliated organizations upon such terms and conditions as it may determine but such affiliation shall not confer upon any non-member the privileges of membership in this organization.

Section 2. The President of any affiliated organization shall become an advisory member of the Board of Directors.

Section 3. Any affiliation may be canceled or withdrawn by the Board of Directors at any time.

Article XI Disbursements

Section 1. The President shall make disbursements of the organization's funds in satisfaction of any item contained in the annual budget approved by the Board of Directors. No funds of the organization shall be distributed except by check signed by the President, provided however in the event of the President's absence, any two of the other officers of the Board may sign. Checks over a

certain amount determined by the Executive Committee, will require a second signature consisting of either the Chairman of the Board, Chairman-elect or Treasurer.

Section 2. The Executive Committee of the Board of Directors may allocate funds and enter into agreements for any expenditure, in addition to budgeted items, not to exceed \$5,000.00, and shall report any actions taken at the next regular meeting of the Board of Directors.

Article XII Budget

Section 1. Prior to the end of each fiscal year, the Budget and Finance Committee shall prepare and submit to the Board of Directors a budget of anticipated revenues and proposed expenditures for the following fiscal year. A copy of the proposed budget shall be sent to each director at least seven (7) days prior to the meeting at which the budget shall be considered.

Section 2. The Board of Directors shall consider the budget as submitted and shall make such additions and modifications as it shall deem appropriate.

Article XIII Fiscal Year

The fiscal year of the organization shall be from each January 1st to December 31st of the same year.

Article XIV Parliamentary Procedure

All proceedings of the organization shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

Article XV Amendments

These Bylaws may be amended or altered upon the affirmative votes of two-thirds (2/3) of those present at any regular or special meeting of the membership of this organization. Any proposed amendments shall be submitted electronically

or by postal service to the membership not less than ten (10) days prior to the meeting at which such amendment is to be considered.

Article XVI

Titles

The Title "Chairman" denotes position and not gender.

Latest revision 2/15