
CHAMBER OF COMMERCE BYLAWS

**Lexington Chamber of Commerce
Lexington, Texas**

ARTICLE I
General

Section 1: Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Lexington Chamber of Commerce, Incorporated.

Section 2: Purpose

The Lexington Chamber of Commerce is organized to achieve the objectives of promoting business and community growth and development by: Promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3: Area

The Lexington Area shall mean to include the cities and communities surrounding the City of Lexington.

Section 4: Limitation of Methods

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

Members shall be divided into four (4) classes: Individual, couple, non-profit organization, and business.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled membership fees as provided in Section 3 of Article II.

Section 3: Investments

Membership fees shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

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 by the Board of Directors by a two-thirds vote 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 detrimental to the objectives and policies of the chamber, after notice and opportunity for a hearing before the Board of Directors are afforded the member complained against, if the member so desires. The member shall have the right to be represented by counsel at any hearing for expulsion; the Chamber's counsel shall also be present at such hearings.

Section 5: Voting

In any proceeding in which voting by members is called for, each individual member in good standing shall be entitled to cast one (1) vote. Couple memberships entitle each of the two parties to cast one (1) vote.

Section 6: Exercise of Privileges

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 on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of the groups may be a part of this organization's procedures manual or orientation handbook.

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 or emailed to each member or published in local newspapers at least ten (10) days before said meeting.

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

General meetings of the chamber may be called by the Board of Directors at any time. Notice of special meetings shall publicized at least five (5) days prior to such meetings; b) Board meetings may be called by the President of the Board or by the Board of Directors. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to the said meeting; c) Committee meetings may be called at any time by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, ten percent (10%) of the members shall constitute a quorum; at a Board meeting, 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

Notice of all chamber meetings must be given at least three days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV
Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of seven (7) 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 President shall serve a member 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 its finances, and direct its affairs.

Section 2: Selection and Election of Directors

A. Nominating Committee. At the regular September Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three members of the Chamber. The Chairman of the Board shall designate the chairman of the committee.

Prior to the regular October General Meeting the Nominating Committee shall present to the President a slate of (number of vacancies) 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. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

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

C. Nominations by Petition. Additional names of candidates for directors can be nominated from the general membership.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular November 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 (number of vacancies) candidates only. The executive Vice 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 (10) days. The Board of Directors shall at their regular November Board Meeting declare the candidates with the greatest number of votes to be elected.

If needed, the President may appoint, subject to approval of the Board of Directors, at least three but not more than 5 judges who are not members of the Board of Directors or candidates for election. 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.

In the case of a tie vote the decision shall be in such a manner as may be determined by the Executive Committee.

Section 3: Seating of the New Directors

All newly-elected and appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve through the regularly scheduled January Board of Directors meeting.

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 automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of the 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

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. These policies may be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors may employ an Executive Vice President and fix the salary and/or other considerations of employment.

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 regular January meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect President, Vice-President, Secretary, and Treasurer. 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 (1), two (2), or three (3) years 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 and Board of Director.

The President shall be the chief administrative and executive officer. 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 be a member of the Board of Directors, the Executive Committee and all committees.

With assistance of the officers and committee chairmen, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

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

With the cooperation of the officers and committee chairmen, 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 with approved budget allocations.

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

B. Vice President. The Vice President shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the President. The Vice President shall also serve as head of the program of Work Committee of the chamber. As such, the Vice President and committee chairmen 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 such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman 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 the Treasurer and the President, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the board.

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 officers of the Board of Directors. The President will serve as head 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 by 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 Chairman of the Board 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 the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

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 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, which 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 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 placed in a reserve account.

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 may be audited annually as of the close of business December 31 by a public accountant. The audit 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 inure, 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 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 two-thirds (2/3) vote 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.

Adopted: (date)
Amended: (date)
(date)
(date)

**A TIME SCHEDULE
FOR SINGLE SLATE ELECTION
AND ORIENTATION OF OFFICERS AND DIRECTORS**

Lead Time	Month Prior to New Board Taking Office	Action to Take
4 months	September	President appoints Nominating Committee with Board's approval at regularly scheduled Board meeting. (Article IV, Section 2 A).
3 months	October	Nominating Committee presents (single slate) to Directors. (Article IV, Section 2A) Immediate notice of slate is given to the membership and right of petition explained. Petitions must be received within ten (10) days of notice. (Article IV, Section 2 B and C).
2 months	November	Election of Directors at regularly scheduled Board meeting. (Article IV, Section 2 D).
1 month	December	Election of Officers at regularly scheduled Board meeting; plan new program of work; appointment and orientation of new committee chairmen, committee members and other action groups; and plan budget.
	January	Orientation of new officers and Directors; Combination of old and new Board; New officers and Board of Directors take office. Committees and other action groups begin work.