

BYLAWS OF THE BELTON AREA CHAMBER OF COMMERCE
BELTON, TEXAS
REVISED AND ADOPTED MARCH 22, 2018

ARTICLE I: NAME AND PURPOSES

Section 1: NAME

This organization shall be called the Belton Area Chamber of Commerce.

Section 2: AREA

The principal area for the transaction of business shall be located in Belton, Texas and surrounding area.

Section 3: PURPOSE

The purposes for which this organization is formed are:

- a) To acquire, preserve, and disseminate valuable business information for the benefit of the general public in the City of Belton and surrounding areas.
- b) To promote, generally, the interest of trade and commerce for the benefit of the citizens of the City of Belton and surrounding areas.

Section 4: LIMITATION OF METHODS

The Belton Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a nonprofit organization in Section 501 (c) (6) of the Internal Revenue Code. Further, this Chamber in its activities shall be nonpartisan, non-sectional, and nonsectarian, and shall take no part in or lend its influence to the election or appointment of any candidate for public office or carry on any activity not permitted by the IRS for a 501(c) (6) entity. However, the Belton Area Chamber of Commerce may, from time to time, take a position with regard to issues directly affecting the Belton Area economic region.

Section 5: CONTRACT OF PROFESSIONAL SERVICES

The Belton Area Chamber of Commerce shall have the right to enter into, make, perform, or carry out contracts of every kind for any lawful purpose with any person, firm, association, town, city, county, political body, state, government, or corporation, and to do any acts necessary or expedient to carry on any or all of the objects and purposes of this organization not forbidden by law, or the laws of this organization, but only through such officers or special agents as may be designated. For this purpose,

or so authorized as provided by these Bylaws, this organization can enter into long term financing contracts.

ARTICLE II: MEMBERSHIP

Section 1: ELIGIBILITY

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

Section 2: APPLICATION

Applications for membership shall be on forms or methods provided for that purpose, and submitted by the applicant. The Membership Committee (or designated individual) shall review all applications and submit them to the Board of Directors with a recommendation. Confirmation 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 dues as provided in Section 3 of Article II.

Section 3: MEMBERSHIP DUES

Membership dues shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable (annually, semi-annually, or quarterly) in advance.

Section 4: TERMINATION

- a) Resignation: Any member may resign from the Chamber upon written or oral request to any officer of the Chamber.
- b) Delinquency of Members for nonpayment of dues over 90 days necessitates that the President/CEO assesses the situation and make a recommendation for resolution prior to removing the member. Final removal or otherwise extending membership for good cause will be determined by the Board of Directors by an affirmative vote of the majority of the Board of Directors.
- c) Removal: Any member may be removed by an affirmative vote of the majority of the Board of Directors, at a regularly scheduled meeting thereof, for non-payment of dues or conduct unbecoming a member or conduct contrary to the purpose of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: VOTING

Every member of the Chamber in good standing is entitled to one vote in any election, referendum, or membership meeting.

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 or by updating their profile online via web portal.

Section 7: COURTESY MEMBERSHIP

Distinction in public affairs shall confer eligibility of courtesy membership. Courtesy 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 discuss revoking courtesy membership by an affirmative vote of the majority of the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1: COMPOSITION

The Board of Directors shall be composed of no less than 15 and no more than 18 Board members including the Immediate Past Chairman, Chairman, Chairman Elect, Treasurer, and Secretary.

Section 2: DUTIES

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. Furthermore, they shall determine activities of the Chamber, direct the work of the President, and shall develop and approve an annual budget of the organization.

Section 3: SELECTION AND ELECTION OF DIRECTORS

- a) **NOMINATING COMMITTEE:** The Nominating Committee shall be the Executive Committee.
- b) **QUALIFICATIONS:** Each Candidate for the Board of Directors must be an active, full Chamber member or duly certified voting member of a firm or business Chamber member in good standing and must have agreed to the duties and responsibilities of a Directorship.
- c) **PRESENTATION OF CANDIDATES:** The Nominating Committee shall nominate one (1) person for each Director vacancy to be filled by election. The presentation of selected candidates shall be made to the Board of Directors no later than the November Board meeting.
- d) **PROCEDURE OF ELECTION:**

- a. The members of the Board of Directors of the Belton Area Chamber of Commerce shall be elected by the members in good standing as of the date of the held elections. Said elections shall be held not earlier than November 1 in the year prior to the year of the term for which the Directors are to be elected.
 - b. The names of the nominees shall be submitted to the general membership with notice that they may seek a petition to place another Chamber member's name on said ballot. The said petition must state that the person named on it must receive ten (10) signatures on the petition of current Chamber members in order to be placed on the ballot. If ten (10) calendar days, after the mailing of the ballot by means most efficient and effective determined by the CEO, no petition is presented in the Chamber of Commerce office, then the nominees will be deemed to have been elected after the acting Directors vote on them.
 - c. If a petition is received, the ballot will be edited to include the petitioned name and instructions to vote for the designated number of names as required filling the Board positions. Ten (10) calendar days after the second ballot is sent out, the Immediate Past Chairman and President will count the ballots returned to determine who was elected.
- e) **TERM LIMITS**
- a. The members of the Board may be elected to two (2) terms of three years each. The terms of the members of the Board shall be staggered so that no less than five (5) or more than seven (7) members are elected to the Board of Directors in any one year. At each annual election, for the purposes of electing the Directors, no more than seven (7) Directors shall be elected to fill the vacancies to be created by retiring Directors.
 - b. Members of the Board who have completed two (2) consecutive elected terms shall not be eligible for re-election until they shall have been retired from the directorate for a period of not less than one (1) year. Any member of the Board, who has been appointed to the Board to fill an unexpired term of another member of the Board, as provided for herein, shall be eligible to succeed themselves as a member of the Board immediately upon the completion of the unexpired term for which they were appointed.

Section 4: EX-OFFICIO MEMBERS

- a) The Board of Directors may appoint annually not more than five (5) ex-officio members of the Board. Ex-officio members shall not have voting rights, nor shall such members count in computing a quorum for any vote necessary to be taken by the Board of Directors.
- b) The Executive Board may appoint ex-officio members as needed and necessary to the Chamber Board of Directors for expert advice on economic issues and or concerns of the business community. These individuals must have a viable interest and expertise in the needs and successes of the Belton Area Chamber of Commerce. Ex-officio members shall not have voting rights, nor shall such members count in computing a quorum for any vote necessary to be taken by the Board of Directors.

Section 5: SEATING OF NEW DIRECTORS:

All newly elected members shall be seated at the regular December Board meeting and shall be participating members with voting privileges beginning in January. Retiring Directors shall continue to serve until January 1.

Section 6: DIRECTOR VACANCY

If an interim vacancy in the Board of Directors arises, the Chairman of the Board shall invoke the nominating committee which shall submit three names to the Board of Directors, who shall select by secret ballot one of said three persons to fill the vacancy on the Board of Directors for the period left to run on the unexpired term. Such election shall be held at the next regular meeting of the Board.

Section 7: REMOVAL

- a) The Board of Directors may request the resignation of a member of said Board who fails to attend three (3) consecutive regular meetings of said Board.
- b) Any member of the Board of Directors may be removed based on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the Board member has engaged in conduct unbecoming a Board member or conduct contrary to the purpose of the Chamber, after notice and opportunity for a hearing are afforded the Board member complained against. Action can be taken upon an affirmative vote of the majority of the Board of Directors currently serving.

Section 8: POLICY

The Board of Directors is responsible for formulating policy of the organization. These policies shall be maintained in a Standard Operation Procedure and Policy Manual to be reviewed annually and revised as necessary by an affirmative vote of the majority of the Board of Directors.

Section 9: INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors and current employees against expenses actually and necessarily incurred by them in the 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 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.

ARTICLE IV: OFFICERS

Section 1: DETERMINATION OF OFFICERS

The Officers of the Belton Area Chamber of Commerce shall be Chairman of the Board (here after called Chair), Immediate Past Chair, Chair -Elect, a Treasurer, and a Secretary.

Nomination and election of the officers will be held no sooner than November 1 or later than December 20 in the year prior to the year of the term of their office. The term of office is from January 1 through December 31 of each year.

Section 2: CHAIR

The Chair of the Board shall serve as the Principal Elected Officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Board. The Chair shall be elected by the Board of Directors. Should the Chair stepdown or resign prior to the conclusion of their term, appointment of an interim Chair shall be determined by the Immediate Past Chair and current Chair-Elect.

Section 3: CHAIR-ELECT

The Chairman Elect shall exercise the powers and authority and perform the Duties of the Chair in the absence or disability of the Chair. The position of Chair-Elect shall be designated to a member of the Executive Board and shall be approved by an affirmative vote of the majority of the Board of

Directors present. The purpose of the designation is to avail the next year's Chair an opportunity to prepare for the term of office.

Section 4: PRESIDENT/CEO

The President/CEO shall be the Chief Executive Officer of the Chamber and shall attend to the execution of such activities as the Board may direct. The President/CEO shall be selected by an affirmative vote of the majority of the Board of Directors. It shall be the President/CEO's duty to conduct the official correspondence under the direction of the Board, preserve all books, documents, and communications, keep books of all accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and committees. The President/CEO shall serve at the pleasure of the Board of Directors of the Chamber. The President/CEO shall be responsible for employing, terminating, directing, and supervising all employees of the Chamber and shall further be responsible for determining employee compensation within the approved budget limitations. The President/CEO shall be responsible for the preparation, in cooperation with the Treasurer, an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The President/CEO shall be responsible for all expenditures within approved budget allocations.

Section 5: TREASURER

The Treasurer shall be elected for each year by an affirmative vote of the majority of the Board of Directors present. The Treasurer shall be a member of the duly elected Board. The Treasurer shall be responsible for the maintenance of all financial records of the organization and for the management of all funds of the Chamber of Commerce. The Treasurer shall sign all checks of the organization along with the President/CEO's signature, on amounts of more than \$500.00 and on any non-budget expenditure, except that in absence of the Treasurer, the Chair shall sign the checks for the organization. The Treasurer shall report on the financial condition of the organization at such times as may be directed by the Board of Directors. All financial records, which are the responsibility of the Treasurer, shall be submitted to an annual review or audit, as provided in Article IX, Section 5 at such times as may be directed by the Board of Directors and by such person or persons as may be directed by the Board of Directors.

Section 6: SECRETARY

The Secretary shall be elected for each year by an affirmative vote of the majority of the Board of Directors present. The Secretary shall be a member of the duly elected Board. The Secretary shall keep minutes of all General, Special, and Board of Directors meetings. The Secretary shall be responsible for maintaining the files and official documentation of the organization. Certain

responsibilities of the Secretary, as deemed appropriate by the board of directors can be delegated to the President/CEO.

Section 7: VACANCIES

If a vacancy occurs in an officer's position other than the Chairmanship, then the Chair, Immediate Past Chair, and the Chair-Elect will meet to select a nominee which will be presented to the Board of Directors for an affirmative vote of the majority of the Board of Directors present.

Section 8: EXECUTIVE COMMITTEE

- a) The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be fully accountable to the Board for its actions. It shall be composed of the Chair, Chair-Elect, the Immediate Past Chair, Secretary, Treasurer, and at least one (1) member from the Board of Directors which shall be selected to serve by an affirmative vote of the majority of the Board of Directors. The Executive Committee shall consist of no less than six (6) and no more than seven (7) members. The President/CEO should attend all Executive Committee meetings as a representative of the staff. The Executive Committee shall be approved by an affirmative vote of the majority of the Board of Directors present no later than the December Board meeting. The Executive Committee shall also be responsible for setting the agenda for the Board of Directors meetings and conducting a yearly performance review of the President/CEO.
- b) Between meetings of the Board of Directors, the Executive Committee shall have the authority to act on behalf of the Board of Directors and to transact any and all business of whatever nature and to the same extent as the Board of Directors could or might do if in session, except that the Executive Committee shall not:
 - a. Elect or remove the President/CEO of the Chamber
 - b. Remove a member of the Board of Directors
 - c. Amend or revoke the Chamber's Certificate of Formation or these Bylaws
 - d. Borrow money or dispose of Chamber property
 - e. Reverse any action taken by the Board of Directors

ARTICLE V: COMMITTEES/TASKFORCES

Section 1: APPOINTMENT

The Chair, with the approval of the Board of Directors, shall appoint and assist in the development of such committees and/or taskforces as may be needed and necessary to execute the program of this organization. The Chair shall designate the chairman of any committee and/or taskforce so appointed. All committees and/or taskforces shall determine suitable times and places for the transaction of their

business. A majority of those serving on the committee or taskforce shall constitute a quorum for the transacting of business. The chairman or staff appointed by the chairman of a committee or taskforce shall make reports to the Board as directed by the Board of Directors.

Section 2: FUNDING, RECORD MAINTENANCE, AND MEETING

If any committee and/or taskforce appointed by the Chair shall be allocated funds by the Board of Directors, for the purpose of executing the program and requirements of any such committees and/or taskforces, then the chairman of any such committee and/or taskforce so receiving funds shall be responsible for supervising the President/CEO in maintaining of the records of such funds, and shall submit a record of such funds to the Board of Directors at any time that any such record may be requested by the said Board of Directors.

ARTICLE VI: MEETINGS

Section 1: ANNUAL MEETINGS AND ADDITIONAL MEETINGS

There shall be at least one meeting, annually, of the entire membership of the organization. This meeting may be held at such time as may be designated by the Board of Directors. Any other general membership meetings may be held as the Board of Directors may direct. All other meetings of the Chamber of Commerce shall be at the call of the Chair. Twenty (20) members shall constitute a quorum for the transacting of business. Notification of any meeting of the members of the Chamber of Commerce shall be by publication in a local newspaper or by individual notices to the members of this organization, by mail or email, at least ten (10) days prior to any such meetings.

Section 2: BOARD OF DIRECTORS MEETINGS

The Board of Directors shall determine suitable times and places for the transaction of their business; provided that there shall be at least ten (10) meetings of the Board. A majority of the full Board of Directors serving at the time shall constitute a quorum for the transacting of business.

Section 3: EXECUTIVE BOARD MEETINGS

The Executive Board shall determine suitable times and places for the transaction of their business; provided that there shall be at least ten (10) meetings of the Executive Board. A majority of the full Executive Board shall constitute a quorum for the transacting of business.

ARTICLE VII: PARLIAMENTARY PROCEDURES

Section 1: PROCEDURES

Robert's Rules of Order shall be the parliamentary authority where applicable and where there is no conflict between said rules and Bylaws and articles of incorporation of the organization.

ARTICLE VIII: AMENDMENTS TO THESE BYLAWS

Section 1: AMENDMENT PROCESS

These Bylaws may be amended or changed at any meeting of the Board of Directors at which there is a quorum present, an affirmative vote of the majority of the Board of Directors present, provided that notice of any such meeting and notice of any such proposed changed as been given by publication in a local newspaper or by individual notices to the members of this organization, by mail or email, at least seven (7) days prior to any such meeting. Before any amendment is submitted to a vote, it must first be studied, drafted, and recommended by a committee appointed by the Chairman for that purpose.

ARTICLE IX: FINANCES

Section 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Excess operating funds will be placed in interest bearing reserve account(s). It is the desire of the Chamber to have in reserve an amount equivalent to six months, or more, of operating capital for long-term financial planning. The reserve funds can be used for capital improvements, major repairs or equipment purchases, or operating expenses.

Section 2: DISBURSEMENTS

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by check if over \$20.00 and cannot be issued to Chamber members except to reimburse and pay for reasonable cost of goods and services provided.

Section 3: FISCAL YEAR

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

Section 4: BUDGET

As soon as possible, but no later than February 28th of the new fiscal year, after the 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 and direct policy on fundraising.

Section 5: AUDIT

The accounts of the Belton Area Chamber of Commerce shall be reviewed or audited at the discretion of the Board of Directors. The extent of the auditor's engagement, whether to perform a review of the books and records or an audit in accordance with generally accepted accounting principles, shall be determined by the Board of Directors. The audit or review shall at all times be available to members of the organization at the offices of the Chamber.

Section 6: BONDING

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

ARTICLE X: 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) or 501 (c) (6).