

CROWLEY AREA CHAMBER OF COMMERCE

Crowley, Texas

Bylaws

ARTICLE I **NAME AND OBJECTIVE**

Section 1: NAME

The Corporation shall be known as the Crowley Area Chamber of Commerce.

Section 2: PURPOSE

The objective of the Corporation shall be to advance the general welfare and prosperity of the Crowley area, using all necessary means of promotion, so that its citizens and businesses prosper in commercial, industrial, civic, agricultural and general interest.

Section 3: LIMITATION OF METHODS

The Corporation shall be non-profit, non-political, non-partisan and non-sectarian in its activities.

ARTICLE II **MEMBERSHIP**

Section 1: MEMBERSHIP CLASSES, ELIGIBILITY AND ENTITLEMENTS

Any person, association, corporation or estate having an interest in the objectives of the Corporation shall be eligible to apply for membership. The levels and entitlements of membership are defined as follows:

- A. HONORARY/LIFETIME – Distinction in public affairs shall confer eligibility for Honorary/Lifetime Membership. Honorary/Lifetime Members shall be exempt from the payment of dues. Honorary/Lifetime Members shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Honorary/Lifetime Members shall be eligible to serve on any committee as elected or appointed, but may not hold any office or directorship. The Board of Directors shall confer or revoke Honorary/Lifetime Membership by a majority vote of a quorum of the Board of Directors.
- B. DIAMOND – Each Diamond Member shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Each Diamond Member shall be eligible to hold any office or directorship or serve on any committee as elected or appointed. In addition, each Diamond Member is entitled to four gratis reservations at each Quarterly Luncheon, the Annual Auction/Casino Night, and the Annual Banquet plus a full team entry into the Annual Golf Tournament. Diamond Members also receive gratis advertising benefits as described in the Membership Options document.
- C. PLATINUM – Each Platinum Member shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Each Platinum Member shall be eligible to hold any office or directorship or serve on any committee as elected or appointed. In addition, each Platinum Member is entitled to three gratis reservations at each Quarterly Luncheon, the Annual Auction/Casino Night, and the Annual Banquet plus two entries into the Annual Golf Tournament. Platinum Members also receive gratis advertising benefits as described in the Membership Options document.

- D. GOLD – Each Gold Member shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Each Gold Member shall be eligible to hold any office or directorship or serve on any committee as elected or appointed. In addition, each Gold Member is entitled to two gratis reservations at each Quarterly Luncheon, the Annual Auction/Casino Night, and the Annual Banquet plus one entry into the Annual Golf Tournament. Gold Members also receive gratis advertising benefits as described in the Membership Options document.
- E. SILVER – Each Silver Member shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Each Silver Member shall be eligible to hold any office or directorship or serve on any committee as elected or appointed. In addition, each Silver Member is entitled to one gratis reservation at each Quarterly Luncheon, the Annual Auction/Casino Night, and the Annual Banquet. Silver Members also receive gratis advertising benefits as described in the Membership Options document.
- F. COMMERCIAL – Each Commercial Member shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Each Commercial Member shall also be eligible to hold any office or directorship, or serve on any committee as elected or appointed.
- G. NON-PROFIT ORGANIZATION – Each Non-Profit Organization Member shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Each Non-Profit Organization Member shall also be eligible to hold any office or directorship, or serve on any committee as elected or appointed. Non-Profit Members receive a discount of \$75 on a Commercial, Silver, Gold, Platinum, or Diamond membership, and receive benefits accordingly.
- H. INDIVIDUAL – Individual Membership shall be available to persons not included in membership classes B, C, D, E, F, or G as stated above. Individual Members shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Individual Members shall be eligible to serve on any committee or directorship as elected or appointed but shall not have a business name displayed on any chamber materials or lists of membership or be eligible to display business cards or promotional materials in the chamber office. No more than two Individual Members shall be eligible to hold any office or directorship at any one time.
- I. ASSOCIATE – Associate Membership shall be available to persons who are professionally associated with a chamber member as described in B, C, D, E, F, or G as an employee or independent contractor for such member. Should an Associate Member's commercial or professional organization's membership cease, the Associate Membership shall be changed to Individual Member until such time as the association is re-established with a member in good standing. Associate Members shall be entitled to one vote on any referenda submitted by the Board of Directors to the entire membership. Associate Members shall be eligible to serve on any committee or directorship as elected or appointed.

All new Members shall receive a copy of the current By-Laws upon payment of dues if requested.

Section 2: INVESTMENT

Membership investment shall be set at such rates, schedule or formula, as may be prescribed by the Board of Directors.

All investments shall be due and payable annually on each Member's anniversary date unless the Corporation is given written notice of voluntary termination in advance of the anniversary date of membership.

Section 3: APPLICATION

Application for membership shall be submitted in writing or digitally on an official application form to the Crowley Area Chamber of Commerce and considered as a guarantee on the part of the applicant of their interest in and sympathy with the Corporation. The Board of Directors shall retain the right and will be the final authority to accept or refuse any application for membership.

Section 4: TERMINATION

Renewal invoices may be sent to members at least 30 days prior to the anniversary date of membership to notify the member and allow ample time for processing of payment. If a member fails to pay dues by the anniversary date of membership, a written letter of delinquency shall be mailed to that member as a reminder. If annual dues remain delinquent 60 days past the anniversary date, membership shall be forfeited by a majority vote of the Board of Directors and all privileges shall be suspended until dues are made current.

Section 5: ASSIGNMENT

Application for membership and acceptance by the Board of Directors constitutes membership in good standing for a business, organization, individual or associate. There shall be no assignment of membership to any other business, organization, individual or associate. In the case of any sale, merger or dissolution of a member business or organization that may change the name, address or contact information, members should notify Crowley Area Chamber of Commerce to ensure the proper information is included in all directories and promotional materials.

ARTICLE III **BOARD OF DIRECTOR**

Section 1: BOARD MEMBERSHIP AND TERMS

Administrative, fiscal and management control of the Crowley Area Chamber of Commerce shall be vested in and exercised by a Board of Directors composed of 9 Directors elected by a referendum vote of the current Chamber Board of Directors, 1 immediate Past Chair of the Board of Directors who will only cast a vote in the event of a tie vote and 1 nonvoting Director appointed by the City of Crowley, City Manager, and/or mayor.

Nominated Directors will be interviewed and vetted by an election committee and upon approval shall serve alternating two-year terms beginning on the first day of March immediately following their election, and continuing through the last day of February, 24 (twenty-four) months following. Should an elected director be unable to fulfill their entire term(s), a director will be appointed by the Board of Directors to complete the established term of that place.

The Director appointed by City of Crowley shall be appointed or reappointed 60 (sixty) days prior to the termination of that numerical place and shall serve throughout the term of office established for that specific place on the board.

The immediate Past Chair shall serve a one year term beginning at the first day of March following an official “passing of the gavel” ceremony and ending on the last day of the following February. The date of such ceremony shall be determined by the Board of Directors and shall be held no later than the last day of February each year.

Section 2: ELECTIONS

A. Election Committee

1. At the first meeting of the Board of Directors each fiscal year, the Chair of the Board shall appoint, subject to the approval of the Board of Directors, an Elections Committee. The Committee shall consist of four Members, at least two of which are Directors, The Chair of the Board shall designate the Committee Chair and the Elections Committee shall follow the procedure outlined below.
2. At the regularly scheduled meeting of the Board of Directors in the month of January, the Elections Committee shall present a list of candidates to fill the vacancies created by the completion of the expiring two-year terms. All nominees shall have agreed to serve if elected.
3. In the events that a Director's seat is vacated prior to the end of the two-year term, and a successor has not yet been appointed by the Board of Directors as stipulated in Article IV, Section 3, one or more such seats may be elected for a period of less than two years to complete the term of the available seat.

B. Criteria for Candidates:

1. Must be a Member of the Chamber for at least 6 Calendar Months from the date of the Elections.
2. All fees assessed by Chamber must be current.

ARTICLE IV

OFFICERS

The Board of Directors shall be governed by officers elected annually from the sitting board. The offices of Chair, Chair-Elect, Treasurer and Secretary are nominated from the membership of the Board of Directors and elected by the Board of Directors. Each Officer shall serve a one-year term beginning first day of March and ending on the last day of the following February.

Section 1: CHAIRMAN OF THE BOARD

The Chairman of the Board (Chair) shall serve as the Chief Elected Officer of the Corporation. The Chair shall preside at all membership and Directors' meetings, and is a voting member of all committees. The Chair shall also represent the Corporation at all official functions. The Chair has all voting privileges at the Directors' meetings. The Chair has full authority to direct the President to perform various duties as required to carry out the operations of the Corporation.

Section 2: CHAIR-ELECT

The Chair-Elect shall perform such duties as assigned by the Chair, as well as the duties of the Chair in the event that the Chair is absent or disabled. In the event of a prolonged absence of the Chair, the Chair-Elect shall assume the office of Chair *pro tempore* until such time as the Chair is again able to serve that position.

The Chair-Elect shall assume the office of Chair at the expiration of the Chair's term. In the event that the Chair-Elect declines the office of Chair, the Board of Directors shall nominate and elect a Chair *pro tempore* to complete the term.

Section 3: TREASURER

The Treasurer shall be responsible for the safeguarding and proper disbursement of all funds received by the Corporation. Such funds shall be kept on deposit in financial institution(s) approved by the Board of Directors. As required by individual financial institution(s), the funds will be subject to checks signed by one or two officers from the Chair, Chair-Elect and Secretary. Prior to each board meeting, the Treasurer shall review the monthly financial data and present a report describing the fiscal position of the Corporation to the Board of Directors at the board's monthly meeting.

Section 4: SECRETARY

The Secretary shall maintain an accurate record of the Board of Directors and Executive Committee meetings. At monthly Board of Directors meetings, the Secretary shall present those records and make any corrections as determined by a majority of the Board of Directors.

Section 5: SUCCESSION

In accordance with Article IV, Section 1, in the event that the Chair is unable to fulfill their duties, the Chair-Elect shall assume the office of Chair for the completion of the Chair's term. In the event that the Chair-Elect declines the office of Chair, the Board of Directors shall nominate and elect a Chair *pro tempore* to complete the term.

If a Chair *pro tempore* cannot be elected from the Board of Directors, then the office of Chair shall be appointed by the Board of Directors from the general membership.

In the event that the Chair-Elect, Treasurer or Secretary does not fulfill their term, the Board of Directors shall nominate and elect a Chair-Elect, Treasurer or Secretary *pro tempore* from the Board of Directors to complete the term.

If a Director is unwilling or unable to complete their term, then the Chair shall nominate a replacement from the general membership of the Corporation. This nominee shall be subject to the approval of a majority of a quorum of the Board of Directors present at any meeting of the Board of Directors.

ARTICLE V **MEETINGS**

Section 1: ANNUAL

The Annual Meeting of the Corporation shall be held in the month of March, at which time newly elected Officers and Directors shall be publicly recognized and installed.

Section 2: MONTHLY

The Board of Directors shall meet regularly on the fourth Thursday of each month at a time and place determined by the Chairman of the Board.

Section 3: SPECIAL

Special meetings may be called by the Chairperson or the Executive Director as necessary and may be held in person, by phone, or via email.

Section 4: QUORUM

Fifty-percent (50%) of the Directors occupying places on the Board of Directors shall constitute a quorum.

Section 5: MISSED MEETINGS

Any Director or Officer absent from two consecutive meetings or a total of four monthly meetings during any fiscal year shall automatically be dropped from membership on the Board of Directors, unless such absence is approved by a majority vote of the Board of Directors at any meeting thereof.

ARTICLE VI **COMMITTEES**

The Board of Directors of the Corporation may establish committees to address specific needs or activities of the corporation. Except as specifically noted in this document, all committees shall act as advisory bodies and will not have the authority to commit the Corporation to contracts or otherwise bind the Corporation.

Section 1: COMMITTEE CHAIRS

The Board of Directors Chair shall appoint all Committee Chairs, subject to the Board of Directors confirmation, and shall serve as advisor to all Committees.

Section 2: DUTIES

The duties of the Committees shall be outlined in the Program of Work for the Corporation. No Committee shall represent in advocacy and/or opposition to any project, without the specific confirmation of the Board of Directors.

Section 3: STANDING COMMITTEES

The Board of Directors shall establish Standing Committees to develop administer and operate specific recurring needs and activities of the Corporation. The following committees shall be considered Standing Committees:

Section 4: EXECUTIVE COMMITTEE

The Executive Committee is established to provide detailed review of administrative and management matters of the Corporation when it may not be practical for such matters to be reviewed by the entire Board of Directors. It shall be composed of the Board of Directors Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer. The Immediate Past Chair shall cast a vote only in the case of a tie vote on any matter before the committee.

Three voting members of this committee shall constitute a quorum. The Executive Committee shall meet as requested by the Chairperson or the Executive Director.

The Executive Committee shall have full power to transact any emergency business which might usually come before the Board of Directors. All actions of the Executive Committee are subject to notification of the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

Section 5: AMBASSADORS

The Ambassadors Committee shall be appointed to function as the official hosts of the Corporation and shall conduct ground-breaking and ribbon-cutting ceremonies, greet visiting dignitaries and be present at open house and special events or activities, as determined by the Board of Directors.

Section 6: APPRECIATION/AWARDS LUNCHEON / BANQUET COMMITTEE

The Banquet Committee shall organize, promote and conduct the annual banquet that recognizes outstanding individuals and/or organizations in the community. The banquet shall also be considered the Corporation's Annual Meeting as described in Article V, Section 1.

Section 7: GOLF TOURNAMENT COMMITTEE

The Golf Tournament Committee shall organize, promote and conduct an annual golf tournament fund raiser as approved by the Board of Directors. The time, date and details of the event will be the sole determination of the committee and need not be approved or ratified by the Board of Directors.

Section 8: BINGO / AUCTION / CASINO NIGHT COMMITTEE

The Auction Committee shall organize, promote and conduct an annual auction fund raiser as approved by the Board of Directors. The time, date and details of the event will be the sole determination of the committee and need not be approved or ratified by the Board of Directors.

Section 9: QUARTERLY LUNCHEON COMMITTEE

The Quarterly Luncheon Committee shall organize, promote and conduct four quarterly networking luncheons as approved by the Board of Directors. The time, date and details of the event will be the sole determination of the committee and need not be approved or ratified by the Board of Directors.

Section 10: SPECIAL COMMITTEES

The Chair of the Board of Directors shall appoint special or ad-hoc committees as necessary to review, promote or conduct special, short-term or non-recurring activities. These committees shall advise the Board of Directors regarding their activities and progress.

Section 11: COMMITTEE POLICIES

All standing and special committees shall review their policies periodically but no less than annually to ensure that they conform to the By-Laws and established policies of the Corporation. All committee policies are subject to approval by the Board of Directors.

Section 12: BOARD PARTICIPATION

The Chair of each Standing and Special Committee shall be invited to attend the regular and special meetings of the Board of Directors and encouraged to participate and report on activities of the committees.

Section 13: COMMITTEE STRUCTURE

Committees shall be comprised of members in good standing of Crowley Area Chamber of Commerce but committees may from time to time invite non-chamber of commerce members to participate in their activities. Participation of non-chamber members is limited to no more than ten percent of the committee membership

ARTICLE VII CHAMBER STAFF

Section 1: CHAMBER STAFF

The Board of Directors shall employ an Executive Director to serve as the Chief Executive Officer of the Corporation. The salary for this position and other considerations for employment are to be established using the guidelines of the Board of Directors sitting at the time of such employment. Two-thirds vote of the Board of Directors is required to initiate or terminate employment of the office of Executive Director of the Corporation.

The Executive Director shall be charged with the administration and management of the business affairs of the Corporation and shall act as legal agent, conduct correspondence, preserve records and documents and keep books of accounts. The Executive Director shall report directly to the Board of Directors and serve as an advisor to the Board and all committees. He or she shall assemble data and prepare special reports as directed by the Board of Directors and/or the

Chairman of the Board. The Executive Director shall serve on all committees and provide staff assistance as necessary.

The Executive Director shall be responsible for all expenditures within approved budget allocations and see that all functions are carried out as outlined in the Job Description document.

Section 2: SUPPORT STAFF

With the approval of the Board of Directors, the Executive Director may employ support staff necessary to accomplish goals and activities of the Corporation. Such support staff will provide administrative and/or marketing support as may be determined by the Executive Director.

ARTICLE VIII **GENERAL RULES**

Section 1: POWERS

The Board of Directors shall have the power to purchase, hold, sell, mortgage, or lease real estate, insure debts, borrow money and give notes of the Corporation; signed by a duly authorized official of the Board of Directors. The Board of Directors shall have the power to enter into any and all contracts furthering the purpose of the Crowley Area Chamber of Commerce.

Section 2: RULES

All meetings of the Board of Directors shall be governed by parliamentary rules in common usage.

ARTICLE VII **FINANCES**

Section 1: FUNDS

All money paid to the Corporation shall be placed in the proper fund(s).

Section 2: FISCAL YEAR

The fiscal year shall begin on the first day of March and end on the last day of February the following year.

Section 3: BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Executive Director shall prepare the budget for the coming fiscal year and submit it to the Executive Committee for review and to the Board of Directors for final approval.

Section 4: AUDITS

The accounts of the Corporation may be audited and/or evaluated as deemed necessary by the Board of Directors. The audit/evaluation shall at all times be available to Members of the organization within the offices of the Crowley Area Chamber of Commerce.

ARTICLE VIII **AMENDMENTS**

Section 1: AMENDMENTS

These By-Laws may be amended by a majority vote of the Board of Directors at any regular or special meeting.

Any amendments to the By-Laws shall constitute adoption of a completely new document that will immediately supersede any and all previous By-Laws of the Corporation.

ARTICLE IX **DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and, in the event of the dissolution of the corporation, no part of said funds shall inure, or be distributed to the Members of the Chamber. On dissolution of the Chamber, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined by the Internal Revenue Code Section 501 (c)(6) and selected by a majority vote of the Board of Directors.

Chairman of the Board

Date

Secretary

Date