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# **THE NORTHEAST TARRANT CHAMBER BYLAWS**

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# **THE NORTHEAST TARRANT CHAMBER BYLAWS**

## **ARTICLE I GENERAL**

### **Section 1. Name**

The organization incorporated under the laws of the State of Texas, shall be known as The Northeast Tarrant Chamber, Inc. (The Chamber)

### **Section 2. Object**

The Chamber is organized to achieve the objectives of preserving the competitive enterprise system of business by:

- (1) Creating a better understanding and appreciation of the importance of business people and their concerns; fostering more intelligent business and public opinion regarding government affairs; preventing or resolving controversies which are detrimental to expansion and growth of business and the community; and encouraging a greater appreciation of the value of a liberal investment of substance and self on behalf of the interests of competitive business.
- (2) Promoting business and community growth and development through economic programs designed to strengthen and expand the income potential of all classifications of business within the area; promoting programs of a 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 Northeast Tarrant Chamber shall consist of all or that portion of the communities both incorporated or unincorporated located in the northeast quadrant of Tarrant County, Texas.

### **Section 4. Limitation of Methods**

The Chamber shall be non-profit, non-partisan, and non-sectarian, and shall take no part in or lend its influence or facilities to, either directly or indirectly, the nomination, election, or appointment of any person to any office of profit or trust under the United States, the State of Texas, or any political subdivision thereof.

# **ARTICLE II**

## **MEMBERSHIP**

### **Section 1. Eligibility**

Any reputable person, association, corporation, partnership, trust or estate having an interest in the above recited objectives shall be eligible to apply for membership.

### **Section 2. Election**

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment.

### **Section 3. Investment**

Membership investments shall be at such rate or rates, schedules or formulas as may be prescribed from time to time by the Board, payable annually, semiannually, quarterly, or monthly.

### **Section 4. Voting**

Each member in good standing (dues current) shall be entitled to one vote.

### **Section 5. Exercise of Privileges**

Any member which is not a natural person may designate an individual(s) to exercise the privileges of membership on its behalf and shall have the right to change its designated representatives upon written notice (electronic or mail) to the President.

### **Section 6. Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of dues-paying members except the right to vote and shall be exempt from payment of dues. The Board shall confer or revoke honorary membership status by majority vote.

### **Section 7. Termination**

Any member may resign from The Chamber upon written request to the Chamber Board of Directors. Any member can be deemed expelled for non-payment of dues sixty (60) days from the date due, unless the Board shall otherwise determine by a two-thirds (2/3) vote.

Any member may be expelled by a two-thirds vote of the Board at a regularly scheduled Board meeting, for conduct unbecoming a member or prejudicial to the aims or reputation of The Chamber, after notice and opportunity for hearing are afforded the member sought to be expelled.

## **ARTICLE III MEETINGS**

### **Section 1. Annual Meeting**

The Chamber shall hold an annual meeting during September of each year. The Board shall fix the time and place of the Annual Meeting. Staff shall notify, by mail or electronically, a notice of the meeting to each Chamber member at least ten (10) days before said meeting.

### **Section 2. Additional Meetings**

- (1) Special Meetings of the membership may be called at any time by the Board of Directors, the Chairperson of the Board, or the President. At the request of twenty-five members, the Board Chairperson shall call a special meeting. The business transacted at any special meeting shall be limited to the agenda named in the call. Notice of special meetings shall be mailed, sent electronically, and/or faxed to each member at least five (5) days prior to such meetings.
- (2) The Board of Directors shall hold nine (9) regular meetings each year. Additional Board meetings may be called by the Chairperson on his/her own motion or shall be called by him/her upon written application to the Chairperson, President, or three (3) members of the Board. Notice, including the purpose of the meeting, shall be given to each director not later than the calendar day prior to said meeting.
- (3) Committee, Task Force, or Council meetings may be called at any time by the Chairperson, the respective Executive Board Vice Chairperson, or by the Chairperson of each Committee, Task Force or Council.

### **Section 3. Quorums**

At any duly called General Meeting of the Chamber, ten percent (10%) of the membership shall constitute a quorum. Thirty three percent (33%) of directors shall constitute a quorum of the Board. Fifty percent (50%) of officers shall constitute a quorum of the Executive Committee. A majority of the members of each committee shall constitute a quorum thereof, except the five (5) members thereof shall constitute a quorum of any committee having nine (9) members or more. Honorary members shall not be counted for the purpose of determining a quorum.

# **ARTICLE IV**

## **BOARD OF DIRECTORS**

### **Section 1. Composition**

**The Board of Directors shall consist of natural persons, who are members in good standing, who may or may not be employed by a company or corporation.**

The Board of Directors ("Board") shall be composed of eighteen (18) members, divided into three (3) classes of six (6) each. The successors to the class of directors whose terms are expiring in a given year shall be elected to hold office for the term ending with the election occurring in the third year following their election, and until their respective successors have been elected and qualified, so that the term of one class of directors shall expire in each year. The mayors from each city in the Chamber's service area, the County Commissioner and County Judge, the Superintendents of the Birdville Independent School District and the Keller Independent School District, the President of Tarrant County College-Northeast Campus and all designated state and national elected officials shall serve as Directors Ex-Officio. Ex-Officio Directors may submit written intention to send a Director substitute (electronically or by mail), and upon naming that substitute (Mayors will substitute another official from their city), there must be approval for that substitute by the Board of Directors. After Board approval, this substitute will be granted full privileges afforded the Ex-Officio Director. The name of the substitute shall be sent in writing (electronically or by mail) to The Chamber office, attention of the president.

The Chairperson may appoint, with approval of the elected members of the Board, up to five (5) additional directors to serve a one (1) year term only, concurrent with that of such Chairperson. Said later directors may thereafter be eligible for election to an additional term of office to fill vacancies. No elected director may immediately succeed himself/herself as such, except when required to fulfill their term of one of the elected officers. A director appointed to serve an unexpired term shall be eligible for nomination and election to a full term commencing thereafter. The number of directors shall not exceed thirty-five (35) at any time.

### **Section 2. Duties**

The government and policy-making responsibilities of The Chamber shall be vested in the Board, which shall control all Chamber property, be accountable for its finances, and oversee its activities.

### **Section 3. Nominations**

Directors shall be nominated for election by a Nominating Committee appointed by the Chairperson. The Nominating Committee shall consist of five to seven (5-7) members, at least three (3) of whom shall be members of the existing elected Board.

The Chairperson shall make Nominating Committee appointments in July of each year. The Past-Chairperson and the Chair-Elect shall serve on the committee and the Past-Chair shall serve as its Chairperson. The Nominating Committee shall nominate as many candidates as there are Board places to be filled. Each of the nominated candidates shall give written consent by mail or electronically for Board service to Chairperson of the Board by the August Board of Directors meeting.

#### **Section 4. Notice of Nominations**

After the Nominating Committee has certified a slate of candidates, the Chairperson of the Board shall list such nominees and their business affiliations for submittal to all Chamber members on or before the September General meeting.

#### **Section 5. Additional Nominations**

Any group of five (5) members in good standing may make additional nominations to the Chairperson of the Board up to but not exceeding the number of Board vacancies to be filled by submitting a written proposal to the Chairperson of the Board together with the written consent of each such nominee, on or before the August Board of Directors meeting.

If no nominations are so made, then the Board shall, at a special meeting called by the Chairperson for the same day as the September General Membership Meeting, declare by resolution that the nominees named by the Nominating Committee are duly elected by acclamation. In such latter case, no balloting shall be required.

#### **Section 6. Ballot**

In the event the directors are not elected by acclamation as provided herein, a ballot shall be sent by mail or electronically on or before September 30<sup>th</sup> by the President to each member in good standing with instructions that the ballot shall be placed in a sealed envelope marked "Ballot" and mailed electronically or with a self-addressed envelope along with the voter's name and return address.

In such event, the Chairperson shall appoint on or before October 7<sup>th</sup>, five (5) active members not then standing for election to the office of director to act as Judges to record the votes and tally the ballots, and the Judges shall certify the results of same to the Board no later than 9:00 am on October 15<sup>th</sup>. The number of nominees necessary to fill all places to be filled and receiving the highest number of votes shall be declared directors. In the event of a tie vote, the election shall be determined by voice vote under the direction of the Judges.



## **Section 7. Vacancies**

The office of any director who shall be absent from three (3) regular consecutive meetings of the Board may be declared vacant by majority vote of the Board. Vacancies on the Board or of any office shall be filled by majority vote of the Board.

## **Section 8. Termination of Directors**

Any member may ask for the removal of a director by; notifying the President or Chairperson in writing for cause, then referred to the Executive committee for investigation and research. If necessary, a motion to approve to remove must be approved by a 2/3 majority vote of the Executive Committee. It is then referred to the entire Board of Directors for an additional 2/3 majority vote, upon which the director will be removed from the Board.

# **ARTICLE V OFFICERS**

## **Section 1. Election**

The Board shall elect from among its members, within thirty (30) days after election of directors, a Chairperson, a Chairperson-Elect (who shall also serve as Treasurer of the organization), and one (1) or more Vice Chairpersons, upon a recommendation from the Nominating Committee. Additional nominees may come from the floor at the Board meeting. All officers serve for a term of one (1) year and shall be voting members of the Board. The Chair-Elect shall submit a slate of officers to the Nominating Committee for recommendation to the full Board of Directors for approval by August 10<sup>th</sup>.

## **Section 2. Chairperson**

The Chairperson shall preside at all meetings of the Board, general membership, and perform all other duties incident to his/her office and be an ex-officio member of all committees as the elected head of The Chamber. In the absence or incapacity of the Chairperson, the Chairperson-Elect shall perform the duties of the Chairperson. In the absence of the Chairperson, Chairperson-Elect and all Vice Chairpersons, a member of the Board shall be chosen to perform the duties of the Chairperson.

## **Section 3. President**

Subject to Board approval, the Executive Committee shall employ a President, who reports to the Chairperson of the Board and may succeed himself/herself indefinitely at the pleasure of the Board. The President's compensation shall be set annually, as provided herein.

The President shall:

- (1) Be the chief administrative and operating officer,
- (2) Be charged with the general supervision and management of the office and business affairs of The Chamber,
- (3) Act as agent for service of process,
- (4) Engage, discharge, and supervise all employees of The Chamber, fixing their duties and compensation with approval of the Executive Committee and in accordance with policies and practices approved by the Board,
- (5) Act as Communications Director. In such event as questions from media: (newspaper, radio and/or television) on non-economic events or topics that may be of local interest, including but not limited to polarizing issues, health issues, religious statements, defamatory statements, member or director misconduct; the President/CEO shall have authority to comment with approval of the Executive Committee.

#### **Section 4. Secretary**

The Chamber Executive Board will also contain a Secretary, who will perform the duties of Secretary of the corporation, preserve the records, keeps books of account, and maintain an accurate record of the proceedings of The Chamber and the Board meetings.

#### **Section 5. Chairperson-Elect**

The Chairperson-Elect shall chair the Finance Committee, serve as Treasurer, and oversee the preparation of the forthcoming fiscal year budget and Program of Work.

As Treasurer of the Chamber, the Chairperson-Elect shall oversee the safeguarding of all funds received, as well as ensure their proper disbursement. The Chairperson-Elect shall also make a full report of the financial condition of The Chamber from time to time as may be required by the Chairperson or the Board.

Chamber funds shall be kept on deposit in financial institutions approved by the Board.

The Chairperson-Elect will also be responsible for the governance of the Chamber, by insuring that all local, state and federal filings are complete. Including but not limited to filing of all tax forms, bonding of employees, review of all insurance policies and other duties as determined by the Board of Directors at the annual Board Advance.

## **Section 6. Vice Chairperson**

The duties of each Vice Chairperson are identified below (subject to change as defined at the Annual Board Advance);

### **Membership Development--Vice-Chair**

- Diplomats
- New Member Acquisition
- Member Retention
- Member/Business Recognition
- New Member Orientation
- Ribbon Cuttings

### **Community Development--Vice-Chair**

- Education
  - VitaLink
  - Scholarships
- General PR/Community Relations
- NE Leadership (incoming and alumni)

### **Economic and Business Development--Vice-Chair**

- Governmental Affairs
- Luncheons - speaker and logistics
- Business Assistance
- Home Based Businesses
- Business After Hours Mixers
- Seminars
- Chamber Programs

### **Special Events--Vice-Chair**

- Denim & Diamonds
- Golf Tournament
- Family 4<sup>th</sup>
- Home Town Heroes
- Viva Las Vegas (biannually)
- Annual Awards Banquet
- (others as may be added)

## **Section 7. Past Chairperson**

The Immediate Past Chairperson shall serve as a member of the Executive Committee, providing continued input and benefit of his\her leadership and experience.

In addition, the Past Chairperson shall:

- (1) Chair the Nominating Committee appointed by the Chairperson of the Board.
- (2) Convene and Chair periodic meetings of the Chamber's Past Chairperson to brief them on Chamber accomplishments and Program of Work initiatives and to secure their continued participation and leadership.

### **Section 8. Executive Committee**

The Executive Committee shall consist of the Chairperson, Chair-Elect, Board Secretary, all Vice Chairpersons, the Immediate Past Chairperson and the Chamber President.

### **Section 9. Executive Committee Duties**

The Executive Committee shall act for the Board between meetings of the Board or in the absence of a quorum of the Board and may act by telephone or electronically when reasonably necessary.

## **ARTICLE VI COMMITTEES AND DIVISIONS**

### **Section 1. Existence**

The Chairperson of the Board, by and with the approval of the Board, shall appoint such committees and Chairpersons and may create other such divisions as will facilitate the work of The Chamber. The Chairperson and the respective divisional vice Chairperson shall be ex officio members of all committees in such division.

The Chamber will have a Finance Committee which is a permanent committee. This committee will exist until such time as terminated by the Chamber Executive Committee. The Finance Committee Chairperson will be the Chamber Chair-Elect (Treasurer), and the committee will consist of five (5) Chamber Members to be appointed by the Committee Chairperson. The Committee will meet at regular intervals or at the request of the Chairperson of the Board or the Executive Committee.

### **Section 2. Limitation of Powers**

No action by any member, committee, division, task force, employee, director, or officer shall be binding upon or constitute an expression of policy of the chamber until it shall have been approved or ratified by the Board.

Moreover, funds raised by or on behalf of divisions, committees, task forces, or other subsidiary units are the property of The Chamber.

### **Section 3. Guest and Visitors**

Chamber committees, task force, and council meetings are open to the public and the Chamber welcomes all guests. Committee Chairpersons shall recognize all visitors and ensure that their presence is reflected in the meeting minutes.

Nevertheless, non-member visitors are prohibited from participating on action items unless invited and or acknowledged by the Chair for that purpose. Non-investment paying guests are limited to visiting three committee meetings unless invited to serve as on an ex officio basis.

## **ARTICLE VII FINANCE**

### **Section 1. Funds**

All money paid to the Chamber shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose other than dues shall be placed in a separate fund for such purpose.

### **Section 2. Disbursements**

No obligations or expenses shall be incurred and no money shall be appropriated or paid except in conformity with regulations adopted by the Board.

### **Section 3. Fiscal Year**

The Chamber fiscal year shall end on December 31st.

### **Section 4. Budget**

Each major committee, task force, or Chairperson shall submit a budget estimate for forthcoming fiscal year activities to the President at least ninety (90) days prior to a new fiscal year. The President and Chamber staff shall then proceed with development of a budget document for proposal to the Chairperson-Elect and the Executive Committee.

As soon as possible after the close of the fiscal year, the President shall compare estimated expenses with actual year-end expenditures. The President shall then prepare a final budget proposal and submit it to the Executive Board for approval. Once approved by the Executive Committee, the budget will then be submitted to the Board of Directors for final approval and adoption for that year.

## **Section 5. Staff Salaries**

The Executive Committee shall set the salary of the President and the total sum available for salaries of the Chamber staff. The President shall apportion such sum among staff members subject to approval of the Executive Committee.

## **Section 6. Evaluation**

The accounts of The Chamber shall be evaluated annually as of the close of business December 31st by a third party selected and approved by the Executive committee. The report shall be available to members for examination.

## **Section 7. Bond**

The President and other staff employees shall be bonded in such amounts and in such manner as the Board shall determine.

## **Section 8. Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for The Chamber to indemnify any present or former director or officer of The Chamber against all expenses or costs actually and necessarily incurred by the director or officer in connection with the defense of any action, suit, or proceeding to which he/she is made a party by reason of being or having been a director or officer 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.

## **Section 9. General Counsel**

The Board of Directors may designate a member attorney at law who would serve as a member of the Board or an ex officio General Counsel and advise the chamber in legal matters as needed. The Chairperson of the Board and the President shall recommend this designation, subject to Board ratification.

## **Section 10. Governance**

The Board of Directors will be responsible for ongoing governance for the Northeast Tarrant Chamber. Each year at the annual Board Advance, the incoming Board shall review current Governance to make sure that proper Governance remains a priority.

# **ARTICLE VIII PROCEDURES**

## **Section 1. Manual**

The Board shall adopt a Policy and Procedures Manual. The President shall maintain the manual, which shall constitute a record of all policies and set forth the manner and methods of conducting business of The Chamber.

## **Section 2. Awards**

An award for Member of the Year to a member in good standing shall be presented at the Annual Awards Banquet of The Chamber. All other annual awards to Chamber members shall also be made at the Annual Banquet unless otherwise decided by the staff or Executive Committee.

## **Section 3. Rules**

The Chairperson, at his/her discretion, may appoint a Parliamentarian to rule on questions of procedure. The Parliamentarian's decisions shall be final.

## **Section 4. Amendments**

These Bylaws may be amended by a two-thirds (2/3) majority of a quorum of Directors present and voting at any meeting of directors, or by a majority of a quorum of members present and voting at any meeting of the members. Notice of any proposed amendment shall be given to the directors or members, whichever is applicable, in writing, by mail or electronically at least five (5) days prior to such meeting.

## **Section 5. Dissolution**

It is the intent of The Chamber to use its funds only to accomplish its objectives and purposes as explicitly set forth or necessarily implied in these Bylaws, and no Chamber funds shall inure to the benefit of or be distributed to any chamber member except as reimbursement for authorized expenditures on behalf of The Chamber.

If the activities of The Chamber should cease for a period of two (2) years, or should The Chamber act to dissolve, any funds held by or on behalf of The Chamber 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)6 with preference being given to qualified charities within the Northeast Tarrant County area.

Amended June 2015