

BYLAWS

OF

CHAPPELL HILL CHAMBER OF COMMERCE

Chappell Hill, Texas

ARTICLE ONE

NAME & PURPOSE

Section 1.01 The name of this organization is the Chappell Hill Chamber of Commerce, as chartered by the State of Texas.

Section 1.02 The purpose of the Chappell Hill Chamber of Commerce is to advance the business and public interests of Chappell Hill, Texas, both economically and culturally.

ARTICLE TWO

OFFICES

Section 2.01 The principal office of the corporation in the State of Texas shall be located in the City of Chappell Hill, County of Washington. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE THREE

MEMBERSHIP

Section 3.01 The corporation shall have three classes of members. These classes shall be Business Category, Family Category and Individual Category.

Section 3.02 Any reputable person, firm, association, corporation, partnership, or estate that is in sympathy with the purpose of the Chamber shall be eligible to apply for active membership. Each applicant for active membership shall sign an application therefor.

Section 3.03 Each membership shall have one vote for all voting purposes of the Chamber.

Section 3.04 Any member, upon written request to the Board of Directors, may resign from the Chamber. No refund of membership dues will be made upon such resignation.

Section 3.05 Any member who fails to pay his/her dues within two months from and after the mailing or giving of the regular statement therefor shall be dropped from the roll of membership. A member may be expelled by the Board of Directors for cause after being given an opportunity for a hearing at a proposed time and place and after reasonable notice. A three-fourths vote of all directors present shall be necessary to expel a member.

Section 3.06 No member may sell, assign, transfer, or in any manner whatsoever dispose of his/her membership in the Chamber or be deprived thereof, except in the manner provided herein.

ARTICLE FOUR

MEETINGS

Section 4.01 The annual meeting of the membership shall be held within sixty days after the end of each fiscal year, at such time as may be determined by the Board of Directors, for the purpose of electing officers and directors and for the transaction of any and all such other business as may properly be brought before or submitted to this meeting. Any and all business of any nature of character whatsoever may be transacted, and action may be taken thereof, at any annual meeting, except as otherwise provided by law or by these Bylaws.

Section 4.02 Other meetings of the membership may be authorized by the Board of Directors and called by the President. No business shall be transacted at any special meeting except such business as shall have been specified in the notice of said meeting. The date for any special meeting shall be not less than three (3) nor more than thirty (30) days after the posting of a mailed notice.

Section 4.03 Twenty percent (20%) of the membership of the Chamber shall constitute a quorum at any membership meeting. Fifty percent (50%) of the total number of directors shall constitute a quorum at any Board of Directors meeting. If a quorum is not present at any meeting of the Board of Directors, the meeting may proceed with discussion only.

Section 4.04 The Board of Directors shall meet quarterly or as determined by the President. Directors shall be notified of the time and place of the meeting at least five days (5 days) prior to the meeting.

Section 4.05 All questions of parliamentary procedure shall be decided according to Robert's Rules of Order.

ARTICLE FIVE

BOARD OF DIRECTORS

Section 5.01 The business, property, and affairs of the corporation shall be controlled by the Board of Directors. Subject to the restrictions imposed by law, the Articles of Incorporation or the Bylaws, the Board of Directors are authorized to exercise all the powers of the corporation.

Section 5.02 The number of Directors shall be at least nine (9) and not more than twenty (20). The Board of Directors may appoint one or more additional Director/s, within these limitations. Such additional Director/s may serve until the next membership meeting at which time the membership must ratify such action for said Director/s to continue to serve.

Section 5.03 A nominating committee consisting of five (5) members shall be appointed by the President at the November Board of Directors meeting for the purpose of nominating Board Members and Officers of the Chamber, said Officers being members of the Board of Directors. The membership shall annually elect from the Board of Directors the Officers of the Chamber, consisting of a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall have power to fill all vacancies on the Board or in any office. They may adopt rules for the conduct of the business of the Chamber.

Section 5.04 Directors will serve three-year terms with one third of the total number of Directors being elected each year. Upon creation of a new position of director, the existing Board shall designate the original term of office with succeeding terms to be three years long.

Section 5.05 Any vacancy or vacancies occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A director elected to fill a vacancy shall be elected for a term lasting until the next annual meeting at which time the members may ratify his/her appointment for the unexpired portion of his/her predecessor's term, or may elect another to fill such unexpired portion.

ARTICLE SIX

OFFICERS

Section 6.01 The President shall preside at all meetings of the Chamber and of its Board of Directors. He/she shall perform such duties incident to his/her office and recommend such action as he/she believes will increase the effectiveness of the organization.

Section 6.02 The Vice President shall assume such responsibilities as may be assigned by the President, and, in the absence of the President, shall serve in his/her stead.

Section 6.03 The Treasurer shall receive and disburse the funds of the Chamber and shall keep all moneys of the Chamber deposited in its name. At regular intervals, the Treasurer shall make reports to the Board of Directors.

Section 6.04 The Secretary shall cause to be kept the minutes of each meeting of the Board of Directors in proper form and shall attest official papers. The Secretary shall perform other duties as may be assigned by the Board of Directors.

Section 6.05 No person may hold more than one office concurrently.

ARTICLE SEVEN

COMMITTEES

Section 7.01 The Board of Directors shall authorize and define the powers and duties of all committees.

Section 7.02 The President or the Vice President shall appoint all committees, subject to final approval of the President.

ARTICLE EIGHT

DUES

Section 8.01 Dues for Business Category shall be \$30 per annum; for Family Category, \$20 per annum; for Individual Category, \$10 per annum.

ARTICLE NINE

FUNDS

Section 9.01 No disbursement of funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors, except that, upon approval of the budget, the President may be authorized to make disbursements on account of expenses provided for in the budget, without an additional approval by the Board of Directors. All disbursements shall be made by check signed by the Treasurer or the President.

ARTICLE TEN

FISCAL YEAR

Section 10.01 The fiscal year of the Chamber shall end on December 31 of each year.

