
**FAYETTEVILLE
CHAMBER OF
COMMERCE, INC.
BYLAWS**

2014

FAYETTEVILLE CHAMBER OF COMMERCE, INC.
2014 Corporate Bylaws

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ARTICLE I. GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of Texas and shall be known as Fayetteville Chamber of Commerce, Inc. (hereinafter "Chamber").

Section 2: Principal Office

The principal office of the Chamber shall be located in the city of Fayetteville, Texas, County of Fayette.

Section 3: Registered Office

The Chamber 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, and the address of the registered office may be changed from time to time by the Chamber.

Section 4: Purpose

The purpose of the Chamber is to provide services to its Members in order to advance the general welfare and prosperity of Fayetteville and the Fayetteville area so that its citizens and all areas of its business community shall prosper.

Section 5: Limitation of Methods

The Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code. The Chamber shall be nonprofit, nonpartisan, nonsectarian, and shall not endorse any political candidate.

ARTICLE II. MEMBERSHIP

Section 1: Eligibility

Any person, business, or organization with a common interest in advancing the general welfare and prosperity of Fayetteville and the Fayetteville area is eligible for membership.

Section 2: Classes

Three classes of membership are available to members of the Chamber (hereinafter "Member"): Individual, Basic Business & Organization, and Expanded Business & Organization.

Section 3: Admission

A. Applications for membership shall be in writing, on forms provided for that purpose, signed by the applicant, and accompanied with payment of the regularly scheduled dues and fees as provided in Schedule "A."

B. Applications and payment will be turned in to the Treasurer.

C. Admission of Members shall be by the Board of Directors (hereinafter "Board") at any meeting thereof. In instances where membership is denied, payment of dues will be returned to the unsuccessful applicant.

Section 4: Dues and Fees

Dues and fees shall be prescribed by the Board and set forth in Schedule "A." Dues and fees will be for one year (January 1 to December 31), payable in advance. Dues and fees for applications of new Members received after the first day of April may be prorated for that year on a basis to be determined by the Board.

Section 5: Delinquency

A. Any Member failing to remit the annual dues by the first day of February shall be deemed delinquent.

B. Any Member deemed delinquent, shall be disqualified from voting at, or otherwise participating in Chamber meetings, holding any office or committee position, or otherwise enjoying the privileges of membership within the Chamber until arrears are brought current.

Section 6: Waivers

Dues and fees of a Member may be waived at the discretion of the Board.

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Section 7: Termination

- A. Any Member may terminate membership from the Chamber upon written request to the Board.
- B. The Board, following receipt of a written complaint regarding a Member not abiding by these bylaws, or for conduct unbecoming a Member, or prejudicial to the aims or repute of the Chamber, may terminate the offending Member's membership and expel the offending Member if in the judgment of the Board, such action is warranted. An expelled Member will be given written notice of this action. The Member has the right to make a written appeal for reconsideration within ten days following receipt of notification. The Board, within ten days, will review the appeal and notify the Member of its decision. A detailed outline for the resolution of disputes shall be a part of the Chamber's policy and procedures manual.
- C. Membership of those Members who are deemed delinquent for sixty (60) days per Article II. Section 5 will be terminated. In instances where membership is terminated, payment of dues and fees will be not be refunded.

ARTICLE III. VOTING

Section 1: Quorums

- A. A quorum at a Membership Meeting shall be designated as the Members present.
- B. A quorum at a Board Meeting shall be designated as a simple majority of Board Members.
- C. A quorum at a committee meeting shall be designated as a simple majority of the Committee's Members present.

Section 2: Members

- A. All Members have the right to vote except if deemed delinquent per Article II Section 5.
- B. A simple majority vote of Members present at a Membership or Board Meeting is required to pass a motion.
- C. In any proceeding in which voting by Members is called, each Individual Member may cast one vote. Each Business & Organization Member may designate up to four voters (based on "Schedule A"). Each of these designated voters must be a Member and may cast one vote.
- D. If a Member is unable to attend the a meeting, the Member may vote via email by following the email voting instructions or the Member may authorize another Member in writing to vote on the absent Member's behalf.

Section 3: Board of Directors

- A. All Board Members have the right to vote except if deemed delinquent per Article II Section 5.
- B. A simple majority vote of Board Members present at a Board Meeting is required to pass a motion.
- C. Each Board Member may cast one vote.
- D. Board Members must be present physically or through teleconference/video conference for the entire meeting in order to vote: proxy votes are not permitted.

ARTICLE IV. MEETINGS

Section 1: Annual

The annual meeting of the Chamber, in compliance with State law, shall be held during January of each year. The Board of Directors will set the time and place of the Annual Meeting.

Section 2: Board of Directors

- A. The Board will meet on the third Monday of each month or at such time as set at the previous meeting of the Board of Directors or at such time as set by the President with at least seven (7) days advance notice to the Board. The Board's monthly meeting shall be open to all Members.
- B. Special board meetings and Executive Meetings may be called at the discretion of the President of the Board, upon twenty-four (24) hour written or email notice.

Section 3: Membership

- A. Membership Meetings will be held a minimum of one (1) time per quarter and may take place directly after a

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monthly Board Meeting. Unless otherwise stated, Membership Meetings will take place in January, March, June, and September.

B. Additional Membership Meetings may be called by the Board or upon petition in writing of ten (10) Members.

Section 4: Electronic

Meetings of the Board, the Executive Committee, and Committees may be held electronically.

Section 5: Notice

Written or email notice of Annual, Membership, and Board meetings must be given at least seven (7) days in advance unless otherwise stated. An advanced agenda and minutes must be prepared for all meetings.

ARTICLE V. BOARD OF DIRECTORS

Section 1: Composition and Terms

The Board of Directors shall be composed of seven (7) Members, each of whom shall be elected annually to serve for staggered terms of three (3) years or until his or her successor is elected and has qualified. Each Board Member is eligible to be elected to two (2) consecutive terms. After a one-year break in service, a former Board Member may become eligible for re-election or appointment as a voting Board Member.

Section 2: Qualifications

The minimum qualification to serve on the Board of Directors is current membership in the Chamber.

Section 3: Nomination, Election, Seating

A. At the June Membership meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) Members of the Chamber. Of these, no more than two (2) Members of the Nominating Committee will be from the Board of Directors. The President shall designate the chair of the Nominating Committee but may not serve on the Nominating Committee.

B. Prior to September 1, the Nominating Committee will contact possible candidates to serve three-year terms to replace the Board Members whose regular terms are expiring. The nomination committee will explain the responsibilities of directorship to the candidate, and if he or she is willing to accept the candidacy and responsibilities, place his or her name on the slate, and present it to the President.

C. The slate of candidates will be presented to the Membership at the September Membership Meeting.

D. The election of the Board of Directors will take place at the September Membership Meeting. No nominations will be accepted from the floor. Board Members shall be elected by written ballot. The results of the vote shall be announced before the end of the meeting.

E. All newly elected and appointed Board Members shall be seated effective January 1. Outgoing Board Members shall continue to serve until December 31.

Section 4: Resignations, Vacancies, Removals

A. Any Board Member desiring to resign from the Board shall tender his or her written resignation to the Executive Committee. Such resignations shall be effective at the next Board meeting.

B. A vacancy on the Board may be filled by a majority vote of the Board Members present at the next regular Board meeting. Each Board Member, so elected, shall hold office for the unexpired term of the predecessor in office.

C. A Special Board meeting must be called for the removal of a Board Member from office.

ARTICLE VI. OFFICERS

Section 1: Election, Seating, Term

A. Prior to the Annual Meeting in January, the incumbent President shall call for a Special Meeting during which the newly elected Board of Directors shall reorganize for the coming year. At this meeting, the newly elected Board shall elect officers from its members to include a President, a Vice President, a Treasurer, and a Secretary. Officers shall be

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voting members of the Board. The newly elected officers shall be announced at the Chamber's Annual January Meeting.

B. Newly elected officers shall be seated January 1 or, if elected after January 1, immediately upon election.

C. Newly elected officers shall serve for a term of one (1) year or until his or her successor assumes the duties of office.

Section 2: Resignations, Vacancies, Removals

A. Any officer desiring to resign his or her position as an officer shall tender his or her written resignation to the Executive Committee. Such resignations shall be effective at the next Board meeting.

B. A vacancy created by the resignation of an officer may be filled by a majority vote of the Board Members present at the next regular Board meeting. Each officer, so elected, shall hold office for the unexpired term of the predecessor in office.

C. A Special Board meeting must be called for the removal of an officer from office.

ARTICLE VII. DUTIES AND RESPONSIBILITIES

Section 1: Board of Directors

A. The governmental responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs. The Board is responsible for formulating and adopting the policies and procedures of the Chamber, which shall be reviewed annually, revised as necessary, and published in the Chamber's Policy and Procedure Manual. The Board is responsible for determining the activities of the Chamber as based on the objectives and purposes specified in these bylaws.

B. Board Members agree to be familiar with the Chamber bylaws, policies and procedures, and any other information necessary to be an effective Board Member.

C. Board Members agree to be present at regular board meetings and, if an officer, at Executive Committee meetings.

D. Board Members agree to be an active member of at least two (2) committees.

E. The duties of a Board Member at Large shall be those assigned by the President, with advice and counsel of the Executive Committee. In the event of the Vice President, Treasurer, or Secretary's absence, resignation, or inability to perform, the President may appoint a Board Member at Large to carry out the duties of the corresponding office.

Section 2: Officers

A. The President oversees all operations of the Chamber; presides over meetings; is an ad hoc member of all committees; is responsible for all expenditures with approved budget allocations; oversees the signing of checks; and carries out such duties as usually pertain to this office. The President shall appoint, with advice and counsel of the Executive Committee, any person or committee to perform the duties of the Chamber that may be necessary and may delegate needed authority to expedite the business affairs of the Chamber. The President shall approve all official matters to be published or publicly disclosed by the Chamber. The President shall sign on behalf of the Chamber any legal papers and all papers involving contractual obligations of any nature approved by the Board or Membership.

B. The Vice President will be an active member of the Membership Committee. In the event of the President's absence, resignation, or inability to perform, the Vice President shall serve as President and shall have and execute all the other duties of the President.

C. The Treasurer is responsible for ensuring that the Chamber's finances are conducted legally, ethically, and in accordance with proper accounting rules. The Treasurer has the fiduciary responsibility to manage and report funds to the Board of Directors. The Treasurer directs the annual formulation of Chamber's budgets; organizes and provides financial records to the Annual Audit Committee; co-signs checks with another Board Member designated by the President, collects and deposits Membership dues and fees as listed in Schedule "A," maintains a list of all other assets and liabilities of the Chamber, keeps proper books of records showing all monies received and disbursed, is responsible for overseeing that all appropriate state and federal tax filings are carried out in a prompt manner. The Treasurer shall

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maintain an accurate listing of paid members, and provide a current copy of said list to the Board at its monthly meetings, present a financial statement to the Board of Directors and the General Membership at each General Membership and Board meeting and carry out such other duties as pertain to this office. In the absence of the Treasurer, the President, with the approval of the Board of Directors, may appoint a temporary Treasurer.

D. The Secretary shall serve as secretary to the Executive Committee as well as the Board and is responsible for preparing notices, agendas, and minutes of meetings. The Secretary updates website data; answers the Chamber phone; responds to and directs correspondence as directed by the President or Executive Committee; and performs any other duties usually incidental to this office. In the absence of the Secretary, the President, with the approval of the Board of Directors, may appoint a temporary Secretary.

Section 3: Executive Committee

A. The Executive Committee shall be composed of the President, Vice President, Treasurer, and Secretary.

B. The President will serve as chair of the Executive Committee.

C. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session and shall be accountable to the Board for its actions.

ARTICLE VIII. COMMITTEES

Section 1: Appointments

The President, with the approval of the Board of Directors, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out of activities of the Chamber. Committee appointments shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board.

Section 2: Function

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. No action by any Member, committee, or officer shall be binding upon, or constitute an expression of the policy of the Chamber, until it shall have been approved by the Board.

Section 3: Orientation

The President will orient the newly elected Board Members, officers, and committee chairs on the bylaws, policies and procedures, and any other information necessary to be an effective Board Member and officer.

Section 4: Responsibility of Chairs

Committees Chairs are responsible to set meetings and provide agendas, keep records of meetings, keep and update the Procedure Manual for the Committee he or she chairs.

Section 5: Committees

A. The Economic Development Committee will play a fundamental role in encouraging economic development of Fayetteville and the Fayetteville area in order that its Business Members shall prosper.

B. The Membership Committee will conduct a vigorous recruiting program to gain new Members, maintain the current Members, assess the needs and concerns of the local and area business Members, and document the results.

C. The Publicity and Marketing Committee will promote Fayetteville and the Fayetteville area at the local, regional, and statewide level.

D. The Budget and Finance Committee will be responsible for ensuring that the Chamber operates within its budget and that its finances are conducted legally, ethically, and in accordance with proper accounting rules as outlined in Article IX.

E. The Float Committee will oversee the operation, storage, maintenance, and improvements of the Chamber's floats.

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- F.** The Scholarship and Awards Committee will oversee the selection of candidates and the awarding of Scholarships and Awards that have been approved by the Board.
- G.** The City Wide Garage Sale Committee will plan and oversee the City Wide Garage Sale.
- H.** The Licksillet Committee will plan and oversee Licksillet. Subcommittees are: Volunteer Staffing, Raffle, Parade, Vendors (Food and Merchant), Entertainment & Children's Activities, 1K & 5K, Beer & Wine, Children's Activities
- I.** The Country Christmas Committee will plan and oversee Country Christmas. Subcommittees are: Volunteer Staffing, Vendors (Food and Merchant), Entertainment & Children's Activities, Pet Parade, and Homes Tour.
- J.** The Merchandise Committee will design, market, and keep inventory of Chamber T-Shirts and Koozies.
- K.** The Annual Audit or Review Committee, comprised of at least three (3) individuals, shall conduct an audit or a review in the first quarter of the Financial-Calendar year (January-March) and present its report to the Board in the April Board Meeting.

ARTICLE IX. FINANCES

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund or other approved account(s) within bank(s) designated and approved by the Board of Directors. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

- A.** Upon the Board's 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. Disbursement shall be by check. All checks of or over \$1000.00 require two (2) signatures.
- B.** Any expenditure not outlined in the adopted budget that exceeds \$500 requires approval by a three-fourths (3/4) majority of the Board
- C.** All requests for donations shall go to the Board and not to the membership at large. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. The Board shall base approval of such requests on both the availability of budgeted funds and its relevance to the objectives and purposes of the Chamber.
- D.** An approved disbursement shall be paid only by check, electronic fund transfer, or designated bank's online bill payment system.
- E.** All checking accounts will be styled to require two signatures for issuing checks. Authorized check signers are any two (2) of the following officers: President, Vice President, Treasurer, or Secretary.

Section 3: Financial-Calendar Year and Budget-Fiscal Year

- A.** The Financial year will be Calendar Year, January 1 through December 31.
- B.** The Budget year will be Fiscal Year, April 1 through March 31.

Section 4: Budget

Beginning in January, the Treasurer shall direct the Budget and Finance Committee in the annual formulation of Chamber's budget for the coming year and submit it to the Board for review at the March Board Meeting.

Section 5: Annual Audit or Review

An audit or review shall be conducted in the first quarter of the Financial-Calendar year (January-March) by the Annual Audit or Review Committee. The Committee will present its report to the Board in the April Board Meeting.

ARTICLE X. INDEBTEDNESS

The Chamber may borrow money only when authorized by a two-thirds (2/3) majority of the Membership present at a special meeting called for that purpose.

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ARTICLE XI. INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its directors and officers or former directors and officers as spelled out in this Chamber's policy and procedures manual.

ARTICLE XII. RULES OF ORDER

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 XIII. DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of said funds shall benefit, 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 as defined in IRS Section 501(c)(6).

ARTICLE XIV. AMENDMENTS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the majority of the Members present 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 Members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

ADOPTED: October 15, 1987

AMENDED AND APPROVED by the Board of Directors at its regularly scheduled meeting on the 19th day of October 1987.

AMENDED AND APPROVED by the Board of Directors at its regularly scheduled meeting on the 29th day of April 2002.

AMENDED AND APPROVED by 2/3 vote of paid Members present at its regularly scheduled meeting on the 18th day of June 2012.

AMENDED AND APPROVED by 2/3 vote of paid Members present at its regularly scheduled meeting on the 18th day of February, 2013.

AMENDED AND APPROVED by 2/3 vote of paid Members present at its regularly scheduled meeting on the 20th day of January, 2014.

We direct that these amended and approved bylaws be filed with the minutes. By accepting these amendments, the Members intend these amendments to be in effect as of January 20, 2014 and that all previous bylaws are hereby superseded and no longer in effect after January 20, 2014.

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Dated as of _____, 2014

_____, President _____, Vice President

_____, Treasurer _____, Secretary

_____, Member at Large _____, Member at Large

_____, Member at Large