

BY-LAWS  
OF THE  
MINERAL WELLS AREA CHAMBER OF COMMERCE, INC.  
A Texas Non-Profit Corporation

Adopted October, 20, 1995  
Amended May 30, 1997  
Amended May 19, 2001  
*Proposed Amendments March 24, 2017*

## **ARTICLE I General**

### **Section 1: Name**

This organization shall be incorporated under the laws of the State of Texas and known as the Mineral Wells Area Chamber of Commerce, Inc. Its principal office shall be located within the limits of the City of Mineral Wells, Texas.

### **Section 2: Purpose**

The Mineral Wells Area Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: (a) creating a better understanding and appreciation of the importance of business people and a concern for their problems; (b) educating the business community and representing it in city, county, state and national legislative and political affairs; (c) preventing and/or addressing controversies which are detrimental to expansion and growth of business and community as they arise; and (d) creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interest of competitive business;

Promoting business and community growth and development by: (a) promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; (b) promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and (c) discovering and correcting abuses which prevent the promotion of business expansion and community growth.

### **Section 3: Area**

The Chamber's area of interest and influence shall include all of Mineral Wells, Palo Pinto County, and shall extend into parts of surrounding counties.

### **Section 4: Limitation of Methods**

The Mineral Wells Area Chamber of Commerce (sometimes referred to herein as the "Chamber") shall observe all local, state and federal laws which apply to a non-profit corporation as defined in Section 501 (c)(6) of the Internal Revenue Code.

## **ARTICLE II Membership**

### **Section 1: Eligibility**

Any person, association, corporation, partnership, estate or other entity having an interest in the objectives of the Mineral Wells Area Chamber of Commerce shall be eligible to apply for membership.

### **Section 2: Approval**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Membership applications are subject to the Board of Directors' approval. Any applicant so approved shall become a member upon payment of the regularly scheduled investment as provided herein (Article II, Section 3).

### **Section 3: Investments**

Membership investments shall be at such rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance.

**Section 4: Termination (Resignation, expulsion and delinquency)**

Any member may resign from the Chamber upon written notice to the Board of Directors. Any member may be expelled by the Board of Directors by a two-thirds vote for nonpayment of its investment after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, following notice and opportunity for a hearing in front of the Board of Directors are afforded the member complained against. In the case of a member's resignation or expulsion, no pre-paid dues shall be refunded.

**Section 5: Voting**

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. No Member shall have the right to cumulate its vote for any election with another member's vote. Each member is entitled to only one (1) vote, with individuals who are members and own, manage or control a business entity which is a member being entitled to vote individually and on behalf of the business member as well.

**Section 6: Exercise of Privileges (Assignment of membership within subscription and any limitations)**

Any firm, association, corporation, partnership, estate or other business entity may nominate individuals whom the member entity desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

**Section 7: Honorary Membership**

The Chairman of the Board, subject to the approval of the Board of Directors, may appoint honorary and ex-officio members to the Board of Directors, who shall attend meetings of the Board and take part in its deliberations, but shall not have the right to vote.

**ARTICLE III  
Meetings**

**Section 1: Annual Meeting**

The Annual Meeting of the membership shall take place during the month of either September or October on a date to be determined by the Board of Directors at least thirty (30) days in advance.

**Section 2: Additional Meetings (General membership, Board of Directors and special meetings)**

The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

The Board of Directors shall meet at regular periods, the time to be fixed by the Board. Absence from three consecutive regularly-scheduled meetings by a Director may be construed as a resignation, subject to the Board of Directors' determination.

A special meeting of the Board of Directors may be called at any time by the Chairman of the Board or by a majority of the Directors, provided that when called by a Director other than the Chairman of the Board, a call shall be issued to each Director stating the purpose of the meeting.

### **Section 3: Quorums**

At all meetings of the membership of the Chamber, those present, of the members in good standing, shall constitute a quorum.

### **Section 4: Notices, Agenda, Minutes**

Each member of the Chamber shall be given notice of every special meeting of the membership by publication or notice at least two weeks prior to the event. Minutes shall be recorded at all meetings and will be subject to the approval of the Board of Directors.

## **ARTICLE IV Board of Directors**

### **Section 1: Composition of the Board**

The Board of Directors shall be composed of thirteen (13) members who shall be elected to serve three (3) year staggered terms, with four (4) of the thirteen (13) Director positions to be elected each year on a rotating basis. The Past Chairman shall also serve on the Board of Directors for a one (1) year term, and shall have the right to vote on all matters placed in front of the Board of Directors and enjoy all the rights that other Directors shall be provided (the members of the Board of Directors being sometimes referred to herein as the "Directors").

### **Section 2: Selection and Election of Directors**

- A. **Nominating Committee.** The nominating committee shall be comprised of a total of seven (7) members, representing various categories of membership; these shall include Financial Institutions, Professionals, Manufacturers, Retail and Service, Utilities, Restaurants and Accommodations, and a current Director on the Board of Directors, The Nominating Committee shall be nominated by the Chairman of the Board and approved by the Board of Directors.

Prior to the July Board of Directors Meeting, the Nominating Committee shall present to the Board of Directors a slate of four (4) candidates to serve a three-year term to replace the Directors whose three-year terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Directorship. No Director shall be eligible for re-election for more than two (2) consecutive three (3) year terms.

- B. **Solicitation of Nominations.** The Nominating Committee shall send a notice to all members in good standing for the submission of Director nominations in late May. Members shall be allowed no less than five (5) days to propose nominees. The recommendations made shall be reviewed by the Nominating Committee and considered when the Nominating Committee puts together its slate of nominees.
- C. **Election of Directors.** The proposed slate of Directors shall consist of four (4) candidates. This slate, in the form of a ballot, including an opportunity for write-ins, shall be presented to all members in good standing not less than ten (10) days prior to the August Board of Directors Meeting. All voting may be done by mail, in person by ballot at the Chamber office, or by email. The Members shall vote for no more than four (4) candidates, including write-ins.

No proxies shall be allowed, with each membership entitled to only one (1) vote per issue. Members shall be allowed no less than five (5) business days to return the completed ballots. The four (4) candidates receiving the highest number of votes shall be declared members of the Board of Directors for a period of three (3) years.

- D. **Canvass Committee.** The Chairman of the Board shall appoint, and submit to the Board of Directors for approval, a committee of the President/CEO of the Chamber and three (3) members who are not Directors on the Board of Directors or candidates for the election, to canvass the results from this membership slate to the Board of Directors. The Canvass Committee shall meet and canvass the ballots on the day following the closing of the vote. In the event of a tie, the Board of Directors shall vote to determine the winner of the tie, with the member receiving the majority of the votes from the Board of Directors being elected as a member of the Board of Directors. In the event a current Director is one of those tied for the position, that Director shall be recused from voting on the Board of Directors run-off ballot.

### **Section 3: Seating of New Directors**

All newly elected Directors shall be seated at the September Board Meeting, and may vote on the election of officers and vice-chairmen of the councils. However, the newly elected officials' term begins October 1. Retiring Directors shall continue to serve until the end of their term, which ends on September 30.

### **Section 4: Vacancies**

Directors shall have the power to fill vacancies on the Board of Directors for the balance of an unexpired term of any resigning Director.

### **Section 5: Policy**

The Mineral Wells Area Chamber of Commerce shall be non-partisan and non-sectarian. The Board of Directors is responsible for establishing procedure and formulating policy for the Chamber. It is also responsible for adopting all policies of the Chamber. These policies shall be maintained in a policy manual, revised as necessary. An annual report of the work and finances shall be made available to the members of the Chamber.

Issues of local, state, and national importance shall be brought before the Board, for its review, consideration and appropriate action. In the case of a potentially divisive issue, the Board may canvass the membership.

### **Section 6: Management**

The Board shall employ a President/CEO (Chief Executive Officer) for the Chamber and shall fix the salary and other considerations of the President/CEO's employment. A job description for the President/CEO and for other positions with the Chamber shall be developed, reviewed annually and revised as necessary.

### **Section 7: Indemnification**

The Chamber shall indemnify any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in 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 officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for gross

negligence or misconduct or fraud.

### **Section 8: Quorum**

A majority of the filled positions on the Board of Directors shall constitute a quorum at any meeting.

### **Section 9: Executive Committee**

There shall be an Executive Committee comprised of the Chairman of the Board, Chairman of the Board-Elect, Vice Chairmen, Treasurer, Secretary, plus the Past Chairman. The Executive Committee shall act for and on behalf of the Board of Directors in the case of an emergency or when meeting from time to time when the full Board of Directors cannot be convened, but shall be accountable to the Board for its actions.

## **ARTICLE V Officers**

### **Section 1: Determination of Officers**

At the September meeting of the Board of Directors, the current Directors shall nominate officers for the ensuing year. Said nominations shall consist of a Chairman of the Board, a Chairman of the Board-Elect, Vice Chairmen, Secretary, and Treasurer. All officers must be members of the Board of Directors for the ensuing year.

### **Section 2: Duties of Officers**

- A. **Chairman of the Board.** The Chairman of the Board shall serve as the chief elected officer of the Chamber, and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The Chairman of the Board shall, with the advice of and counsel of the Chairman of the Board-Elect, the Vice Chairman and the President/CEO of the Chamber, determine all councils and committees, select all council and committee chairs and assist in the selection of all council/committee personnel, subject to the approval of the Board of Directors. The Chairman of the Board also serves as an ex-officio member of all councils or committees of the Chamber of Commerce. The Chairman of the Board may be chosen from the Directors whose term is to expire the September of the officer election.
- B. **Chairman of the Board-Elect.** The Chairman of the Board-Elect (also referred to Chair-Elect) shall perform the duties of the Chairman of the Board in the event of his/her temporary disability or absence. The Chairman of the Board-Elect may, at the discretion of the Nominating Committee and Board of Directors, succeed the current Chairman of the Board the following year. He/She should, therefore, have an additional year of Board eligibility. In addition, the Chairman of the Board-Elect shall perform such duties and responsibilities as directed by the Chairman of the Board.
- C. **Vice-Chairmen.** The Vice-Chairmen shall direct the work of the councils, committees, divisions, and subsidiary corporations assigned to them.
- D. **Secretary.** The Secretary shall maintain official minutes of the Board of Directors and Executive Committee meetings, with the assistance of the Chamber staff, and shall be placed in charge of reviewing the Chamber by-laws and ensuring that the by-laws and

Chamber Articles of Incorporation are followed by the Board of Directors.

- E. **Treasurer.** The Treasurer shall appoint and chair the Budget & Finance Committee, subject to Board approval. Said committee shall be responsible for the safeguarding of all funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Treasurer shall also be responsible for the preparation and presentation of financial statements on a regular basis.
- F. **Past Chairman.** The immediate Past Chairman of the Board shall serve as an ex-officio member of the Executive Committee and to the Board of Directors.

### **Section 3: Indemnification**

The Chamber shall indemnify any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

## **ARTICLE VI Divisions**

### **Appointment and Authority**

The Board shall create such divisions, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber, except those committees whose functions are set forth in these bylaws. Subject to the confirmation by the Board, the Chairman of the Board shall appoint all committees.

It shall be the function of councils and committees to achieve their purpose and objectives, as determined by the Board of Directors. Councils and Committees shall be engaged in such activities as conducting research, holding meetings, making recommendations, and providing regular reports to the Board. No council or committee shall take or make public any formal action, or make a public resolution, or in any way commit the Chamber of Commerce on a question or policy, or on matters of general public interest, without having first received the approval of the Board of Directors.

Within thirty days following its appointment and approval, a meeting of each council or committee shall be called by its Vice-Chairman and the council or committee shall proceed promptly and expeditiously to perform the function assigned to it. Such notice of committee meetings shall be given as deemed necessary. Council or Committee actions must never be invalidated by failing to provide proper notification of meeting to all members.

The members present at any council or committee meeting shall constitute a quorum for the transaction of committee business.

In the event, any council or committee fails to perform the duties assigned to it with reasonable promptness, such council or committee may be discharged by the Chairman of the Board, who shall report such action to the Board of Directors, and shall then appoint a new committee.

Special committees shall be dissolved by the Chairman of the Board when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the activity on which the committee may be engaged. The Budget &

Finance Committee shall be composed of the Treasurer as Chairman, and no more than four other members, who shall be members of the Board of Directors. Appointments to this committee shall be made on an annual basis. The committee shall meet as necessary in determining financial position and policies, and in suggesting ways and means of conserving and increasing revenues. In addition, the committee shall work with the President/CEO in preparing the annual budget and commissioning an annual audit.

## **ARTICLE VII Affiliated Organizations**

The Board of Directors shall have the power to provide for the affiliation of organizations with the Mineral Wells Area Chamber of Commerce in such manner and upon such terms as may be determined. Such affiliation, however, shall not confer membership privileges upon non-members of the Chamber of Commerce.

When so affiliated, the Chairman of the Board or other authorized representative of such body shall become an ex-officio member of the Board of Directors of the Mineral Wells Area Chamber of Commerce.

Any affiliation granted under the provisions of this constitution and by-laws may be withdrawn at any time by the Board of Directors, by a majority vote of the Directors present at any meeting in which there is a quorum, for any cause which the Board may deem sufficient.

## **ARTICLE VIII Finances**

### **Section 1: Funds**

All budgeted money paid to the Chamber shall be placed in a general operating fund, with any additional revenue and/or unused funds from the current year's budget being placed in a reserve account.

### **Section 2: Fiscal Year**

The fiscal year of the Mineral Wells Area Chamber of Commerce shall be from October First (1st) through September Thirtieth (30th) each year.

### **Section 3: Budget**

Between sixty (60) and ninety (90) days prior to each fiscal year, the President shall, in conjunction with the Budget & Finance Committee, prepare a budget of anticipated revenues and expenses. The committee shall present, and make a recommendation with regard to, the proposed budget to the Board of Directors. The Board shall review, revise and approve the annual budget. The budget passed by the Board of Directors shall be the appropriation measure and allocation of the Mineral Wells Area Chamber of Commerce. The proposed budget showing anticipated revenues and expenses shall be mailed to the Board of Directors at least one week prior to the meeting at which the budget will be considered.



**ARTICLE IX**  
**Dissolution**

**Procedure**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall ensure, 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 (as defined by the Internal Revenue Code Section 501 (c)(3) to be selected by the Board of Directors.

**ARTICLE X**  
**Procedure**

**Parliamentary Authority**

The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Chamber's charter or by-laws.

**ARTICLE XI**  
**Referenda**

The Board of Directors may, or upon written request of twenty-five (25) members in good standing of the Mineral Wells Area Chamber of Commerce, shall submit a question to the members for a referendum vote.

The ballot for such referendum shall be accompanied by briefs stating the two sides of the issue. The referendum shall be returned within ten (10) days after the date of distribution to the Chamber by mail, electronic communication, or dropped off at the Chamber office.

**ARTICLE XII**  
**Seal**

The Board of Directors shall adopt, and cause to be used, a corporate seal of suitable design, setting for the corporate name of the Chamber and the city and state.

**ARTICLE XIII**  
**Amendments**

**Revisions**

Any further revision or amendment to the Mineral Wells Area Chamber of Commerce constitution and by-laws shall be effective immediately following their approval by a majority of the votes cast. All members in good standing shall be eligible to vote, with each membership entitled to only one (1) vote and no proxies allowed. Voting shall be done by mail, in person, or submitted electronically with members being allowed ten (10) days in returning their ballots.