

**ROCKPORT-FULTON AREA CHAMBER OF COMMERCE
BY-LAWS**

**ARTICLE I
GENERAL**

Section 1 NAME

This organization is incorporated under the state laws of Texas and shall be known as the Rockport-Fulton Area Chamber of Commerce.

Section 2 PURPOSE

The Rockport-Fulton Area Chamber of Commerce is organized to achieve the objectives of: 1.) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the business-person and a concern for his/her problem; crating a more intelligent business and public opinion regarding city, county, state, and national legislative and political affairs; presenting controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise; and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2.) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and aesthetic values of the community; and discovering and correcting abuses which present the promotion of business expansion and community growth.

Section 3 AREA

The Rockport-Fulton area shall mean to include the cities of Rockport and Fulton, the settlements known as Lamar and Holiday Beach and the County of Aransas in the state of Texas.

Section 4 LIMITATION OF METHODS

The Chamber, in all its activities, shall be non-partisan, non-sectarian, and shall take no part or lend its influence to the election of any candidate for national, state, county, or city office, provided, however, that the foregoing provisions shall not prevent the Chamber from supporting or recommending sound legislation and improvements in governmental affairs. 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 or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2 ELECTION

Applications for membership shall be in writing, of forms provided for that purpose, and signed by the applicant. The membership committee may review all applications and submit the same to the Board of Directors with its recommendation. Election of new members shall be by the Board of Directors at any meeting thereof. Any applicants so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3 DUES

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

Section 4 TERMINATION

a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds (2/3) 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, after notice and opportunity for a hearing afforded the member complained against.

Section 5 VOTING

Each member designee shall be entitled to cast one vote but no firm, association, or corporation shall have more than ten (10) votes.

Section 6 EXERCISE OF PRIVILEGES

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

Section 7 ORIENTATION

At regular intervals, orientation for the purposes and activities of the Chamber may be conducted for the following groups: new directors, officers and directors, committee chair persons, committees and new members.

Section 8 HONORARY MEMBERSHIP

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

ARTICLE III **MEETING**

Section 1 ANNUAL MEETINGS

The Annual Meeting of the corporation, in compliance with state law, shall be held each year on a date to be set as soon after the accession of the newly elected officers as possible, but no later than September. The date, place, and hour shall be fixed by the Board of Directors and notice thereof mailed or provided by electronic means to each member at least ten (10) days before said meeting.

Section 2 ADDITIONAL MEETINGS

A. General Meetings of the Chamber shall be held as deemed. B. Special meetings shall be called by the Chairman of the Board upon petition in writing of any ten percent (10%) of the members in good standing. 1.) Notice of a special meeting shall be mailed or provided by electronic means to each member, including the purpose of such meeting, at least five (5) days prior to such meeting; 2.) The Board shall meet at regular periods, the time and date to be fixed by the Chairman of the Board, however, such meeting shall be held at least monthly. The Chairman of the Board may call a Special Board Meeting at any time or upon written application of a majority of the members of the Board. Notice, of a Special Board Meeting, including the purpose of such meeting, shall be given to each Director at least one day prior to said meeting; 3.) Committee meetings may be called at any time by the Chairman of the Board or its Chair persons.

Section 3 QUORUMS

At any duly called General Meeting of the Chamber, members present shall constitute a quorum; at any special meeting of the Chamber which is called by petition of ten percent (10%) of the members to the Chairman of the Board, fifty-one percent (51%) shall constitute a quorum of the Board of Directors; at committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1 COMPOSITION

The Board of Directors shall be composed of: a) fifteen (15) directors elected for a term of three years, some of whom may be officers; five directors shall be elected each year, directors who have served at least seventy-five percent (75%) of a full three-year term may not be elected to succeed themselves. This will not preclude outgoing directors from being elected to an officer position; however, an officer elected from the outgoing directors is not eligible for election as a director at the completion of his year in office. He/she shall remain off the Board for one year before being eligible for election. b) up to 3 directors appointed by the Chairman of the Board with full voting rights and membership for a term of one year. An appointed director will have no term limit. Each director must be approved by the Executive Committee before appointment. c) up to five (5) Associate Directors appointed by the Chairman of the Board with a majority Board approval for one-year term. An Associate Director is defined as a director enjoying all the privileges of an elected director except the right to vote at Board Meetings. d) six (6) officers; the Chairman of the Board, the Chairman-elect, two (2) Vice Chairmen, the immediate Past Chairman, and the President/CEO.

The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall

control its property, be responsible for its finances, and direct its affairs.

Section 2 SELECTION AND ELECTION OF DIRECTORS

- a) Nominating Committee. At the regular February Board Meeting, the Chairman of the Board shall appoint a Nominating Committee composed of the Chairman of the Board-elect as Chairman and four other members of the Chamber. The Nominating Committee shall confer with the Chairman of the Board and President/CEO to review the needs of the Chamber. In making its nominations, the Committee shall give due consideration to individual ability, interest in the Chamber, industry representation, and area representation. In its report the committee shall confirm the fact that the nominees have given personal assurance of their willingness to accept the responsibility of serving in an active capacity as a director if elected. The Nominating Committee shall nominate one (1) person for each Director vacancy to be filled by election. In addition, any group of members may, by written petition, file additional nominees to be placed on the ballot. The written petition will contain signatures of members in good standing and the number of signatures required will be equal to or greater than five percent (5%) of the Chamber members. The petition should be delivered to the Chamber office within two weeks from the date of the Chamber Board meeting that the nominating committee's report is approved. The entire slate of nominees will then be presented to the membership through the Chamber's publications and the public media.
- b) Election and Determination. Within five (5) days of the publication of the Nominating Committee's report and publication of nominees and at least fifteen (15) days prior to the regular April or next Board Meeting, the President/CEO shall cause to be prepared and mailed a ballot listing the names of those persons submitted by the Nominating Committee as well as a space for "write-in" candidates. Instructions will be to vote five (5) directors and to return the ballot in the stamped, self-addressed envelope or other electronic means provided for that purpose. Ballots must be returned within ten (10) days of the date of receiving the ballot. The Board of Directors at their regular April or next Board meeting shall tabulate the votes and shall declare the five (5) candidates with the greatest number of votes elected.

Section 3 SEATING OF THE NEW DIRECTORS

All newly elected Board members shall be seated at the next meeting after election results and shall be participating members thereafter. Retiring directors shall continue to serve until July 1.

Section 4 VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the officers, shall be appointed by the Chairman of the Board subject to approval by a majority vote of the Board of Directors.

Section 5 POLICY

The Board of Directors is responsible for establishing procedure and formulating policy for the Chamber of Commerce. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6 MANAGEMENT

The Board of Directors shall employ a President/CEO and shall fix his/her salary and other consideration of employment.

ARTICLE V OFFICERS

Section 1 ELECTION OF OFFICERS

As soon as practical following the election of the new members of the Board of Directors, the Nominating Committee shall submit to the Board of Directors, a slate of nominees to fill the following offices, having confirmed with the nominees their willingness to serve if elected; Chairman of the Board, Chairman-elect, and two (2) Vice Chairman whose terms shall be effective July 1. After the presentation of the nominating committee's report, the Chairman of the Board shall entertain any nominations from the floor for the offices being elected. Persons, so nominated, must be present and agree to serve if elected. The election of officers shall take place at the June Board Meeting. Officers can be elected from both the incoming Board and the retiring directors. All officers shall serve a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

Section 2 DUTIES OF OFFICERS

Chairman of the Board. The Chamber of the Board shall serve as the elected head of the Chamber of Commerce 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 the President/CEO, assign such duties and responsibilities as may be deemed necessary and beneficial to the purpose of the Chamber of Commerce. The Chairman of the Board shall determine all committees, divisions, councils, and tasks forces; select all chairpersons and assist in the selection of committee personnel subject to approval of the Board of Directors.

Chairman-Elect. The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman and shall perform such duties as are assigned by the Chairman.

Vice Chairman. The duties of the Vice Chairman shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

President/CEO. The President/CEO shall be the chief administrative officer and chief executive officer. He/she shall cause to be prepared such secretarial functions as notices and minutes of meetings of the Board. The President/CEO shall serve as advisor to the Chairman. He/she shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee and an ex-officer non-voting member of all committees. He/she shall be responsible for administration of work in accordance with the policies of the Board of Directors. He/she shall be responsible for employing, terminating, directing, and supervising all employees of the Chamber with the consent of the Executive Committee, and shall further be responsible for determining employee compensation within the approved budget limitations. He/she shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. He/she shall be responsible for all expenditures with approved budget allocation.

Section 3 EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be fully accountable to the Board for its actions. It shall be composed of the Chairman, Chairman-Elect, the Vice Chairman, the Immediate Past Chairman, and the President/CEO. The Chairman of the Board shall serve as Chairman. The President/CEO is a non-voting member.

ARTICLE VI **COMMITTEE AND DIVISIONS**

Section 1 APPOINTMENT AND AUTHORITY

The Chairman, by and with approval of the Board of Directors, shall appoint all committees, committee chairpersons, councils and council chairpersons, task forces and task force chairpersons. The Chairman may appoint such ad hoc committees and their chairpersons he/she deems necessary to carry out the program of the Chamber. Committee, council, and task force appointments shall be at the will and pleasure of the Chairman and in no event shall exceed the term of the appointing Chairman. It shall be the function of the committee, council, or task force to conduct business as delegated by the Chairman.

Section 2 LIMITATION OF AUTHORITY

No action of any member, committee, division, employee, director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be de-ratified by the Board of Directors. Committees shall be discharged by the Chairman 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 committee.

Section 3 TESTIMONY

The chairman or President/CEO shall be the official spokesperson and no person or committee may speak for the Chamber without specific authority.

Section 4 DIVISIONS

The Board may create such divisions, bureaus, departments or councils as it deems advisable to handle the work of the Chamber.

ARTICLE VII

FINANCES

Section 1 FUNDS

All money paid to the Chamber shall be placed in a general operating fund except funds received and earmarked for a specific use and designated by the Board of Directors. A special assessment of members may be conducted in such amount as the Board may determine, the purpose of which may be to provide additional revenue necessary to enable the Chamber to effectively carry on its programs. Subscribers to this fund shall be members of the Chamber by virtue of their contribution thereto, whenever such contributions meet or exceed the minimum dues investment.

Section 2 DISBURSEMENTS

Upon approval of the Budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the Budget without additional approval of the Board of Directors. Disbursements may be by check or other means and signature requirements of checking accounts shall be determined by resolution of the Board of Directors.

Section 3 FISCAL YEAR

The Fiscal Year of the Chamber shall be October 1 through September 30.

Section 4 BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Finance Committee shall review the Budget prepared by the President/CEO. The Finance Committee shall adopt a budget and submit it to the Board of Directors for approval.

Section 5 AUDIT

The accounts of the Chamber shall be compiled annually in accordance with Statements on Standards for Accounting and Review Services. An annual financial statement produced by a Certified Public Accountant will be made available as of the close of business on the last day of the fiscal year. Mid-year, the Finance Committee, at its next regular meeting will recommend to the Board of Directors to either contract or not to contract for the performance of an audit. Upon receipt of this recommendation, the Board of Directors will at its next regular meeting vote to approve or disapprove the recommendation of the Finance Committee. However, every three years a full audit of the Chamber shall be done. Financial Statements shall at all times be available to members of the organization within the office of the Chamber of Commerce.

Section 6 BONDING

The President/CEO, and such other officers and staff as the Board may designate, may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

Section 7 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of 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 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.

ARTICLE VIII **DISSOLUTION**

Section 1 PROCEDURES

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of these funds shall inure 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 organization (s) to be selected by the Board of Directors.

ARTICLE IX **PROCEDURES**

Section 1 PARLIAMENTARY PROCEDURE

The current edition of "Roberts Rules of Order" shall be the final source of all questions of parliamentary procedure when such rules are inconsistent with the Charter or Bylaws of the Chamber.

Section 2 REFERENDA

Upon request in writing of twenty-five percent (25%) of the members in good standing of the Chamber or upon its own initiative, the Board of Directors shall submit any questions to the members for a mail referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the questions. Action taken on any referendum by the membership shall be final and binding upon the Chamber, provided that not less than a total of fifty-one percent (51%) of the membership cast ballots in such a referendum, and provided that more than fifty percent (50%) of the ballots cast are in favor of a particular course of action.

ARTICLE X
AMENDMENTS

Section 1 REVISIONS

These bylaws may be amended or altered by a majority vote for the members at any regular or special meeting of the Chamber of Commerce. The submission to the membership of a proposed amendment to this set of bylaws shall first receive the two thirds (2/3) majority approval of the Board of Directors at a regularly scheduled meeting of the Board of Directors. Proposals for change must be submitted to the Board of Directors in writing at least ten (10) days prior to the meeting at which they will be acted upon.

ARTICLE XI
DEFINITIONS

Section 1 MEMBERSHIP

In reference to membership, the terms “qualified”, “active”, and “in good standing” shall mean that the member is current on his dues. “Current” when used to describe dues shall mean that the present period dues are paid in full. In reference to equal rights, the terms he, his/her, chairman, or any other singular sex identification shall and can be used to denote either the male or female gender.

ARTICLE XII
EFFECTIVE DATE

These Bylaws supersede all existing bylaws and shall take effect on their adoption. All officers and agents now serving the Rockport-Fulton Area Chamber of Commerce shall continue to hold their several positions and exercise their respective functions and all existing membership, property and rights of the Rockport-Fulton Area Chamber of Commerce shall pass to and vest in this association fully and completely without further formality or transfer.

Adopted: 7-29-86 By the Board of Directors

Adopted: 8-4-86 By the Board of Directors

Adopted: 1-17-89 By the Board of Directors

Adopted: 2-14-89 By the General Membership

Amendments dated, 7-7-81, 8-14-83, 11-6-84, 8-4-86, 2-14-89, and 11-8-94 are incorporated in this re-write. Resolutions dated 8-26-86 are also included.

June 4, 1985 - Name changed to Rockport-Fulton Area Chamber of Commerce.

Adopted: 9-20-95 By the Board of Directors; 10-11-95 By the General Membership

Adopted: September, 2000 by the general membership with additions/corrections as recommended during the accreditation process.

Adopted: 4-20-04 By the Board of Directors; 5-10-04 by the General Membership (Revision: Annual Audit designated up to Five Years)

Adopted: 03-21-06 By the Board of Directors; 04-11-06 By the General Membership (Revision: Three Appointed Directors)

Adopted: 8-15-06 By the Board of Directors; 9-12-06 by the General Membership (annual Meeting, Duties of President/CEO, Fiscal Year, Annual Audit)

Adopted: 3-18-08 By the Board of Directors; 4-08-08 by the General Membership (annual Meeting, Fiscal Year, Annual Audit)

Adopted; 5-17-16 By the Board of Directors; 9-13-16 by the General Membership (electronic means, overall update)