

# **FRISCO CHAMBER OF COMMERCE BYLAWS**



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**FRISCO CHAMBER OF COMMERCE  
BYLAWS**

## **ARTICLE I. GENERAL**

### **SECTION 1. NAME**

This organization is incorporated under the laws of the State of Texas and shall be known as the Frisco Chamber of Commerce (the "Chamber"). The Chamber shall have and continuously maintain, in the State of Texas, a registered office and a registered agent.

### **SECTION 2. MISSION**

By providing connections, resources and advocacy efforts, the mission of the Frisco Chamber of Commerce is to support, strengthen and grow members' businesses, thereby contributing to and improving the entire community.

### **SECTION 3. LIMITATION OF METHODS**

The Chamber shall observe all local, state, and federal laws that apply to a nonprofit corporation as defined in Section 501 (C) (6) of the Internal Revenue Code as revised.

## **ARTICLE II. MEMBERSHIP**

### **SECTION 1. ELIGIBILITY**

Any person, association, corporation, partnership, public entity, estate, or other entity having an interest in the Chamber's mission shall be eligible to apply for membership ("Membership").

### **SECTION 2. ELECTION**

- A. Applications for membership must be submitted in accordance with the notice provisions of these Bylaws to the Board of Directors (the "Board") of the Chamber and members ("Member(s)") approved by the Board will commence Membership upon the payment of the prescribed membership dues.
- B. The Board, in its discretion, shall have the ability to prescribe separate membership levels.

### **SECTION 3. DUES**

Membership dues levels shall be prescribed by the Board, from time to time, and are payable as prescribed by the Board.

### **SECTION 4. TERMINATION**

- A. Any Member may resign from the Chamber upon payment of any outstanding dues and upon written notice to the Board.

- B. A Member may be expelled from the Chamber, by a two-thirds vote of the Board, for any or no reason, including without limitation non-payment of dues, conduct unbecoming of a member of the community or conduct unbecoming or prejudicial to the mission or reputation of the Chamber.

#### SECTION 5. EXERCISE OF PRIVILEGES

Any Member, in good standing, in the Chamber may designate employees or other representatives to represent such Member subject to the approval by the Board.

#### SECTION 6. VOTING RESTRICTION OF MEMBERS

Each Member of the Chamber in good standing is entitled to one vote in any election, referendum or Membership meeting.

#### SECTION 7. LIFE MEMBERSHIP

The Board, in its sole discretion, may bestow upon any Chamber Member, designation as a "Life Member." Such membership shall include all the privileges of basic active membership with an exemption from payment of dues. Selection of a Member for this designation shall require the approval by majority vote of the Board.

### **ARTICLE III. MEETINGS**

#### SECTION 1. ANNUAL MEETING

The annual meeting ("Annual Meeting") of the Chamber shall be held each year at a time and place announced by the Board. Notices will be transmitted to each Member, as required hereby.

#### SECTION 2. OTHER MEETINGS

- A. Other meetings of the Membership may be called (i) by the Chairman of the Board ("Chairman"), (ii) upon petition in writing of ten percent (10%) of the Members in good standing, or (iii) by a majority of the Board, at any time deemed appropriate, by written notice to the President or Chairman. Members will be given notice of called general or special meetings by the President at least ten (10) days prior to meeting dates unless a bona fide emergency precludes such advance notification. Such notice shall include the purpose of such meeting and the items to be discussed at such meeting.
- B. The Board shall meet monthly at a place and time to be announced by the Chairman. At the discretion of the Chairman, meetings may

be cancelled but not in consecutive months and no more than three (3) monthly meetings may be cancelled annually.

- C. Additional Board meetings may be called by the Chairman. Written notice, as provided herein, shall be given to each Director as early as possible, but at least one day prior to any scheduled meeting. Emergency meetings may be scheduled by telephone contact of the Directors.
- D. The Executive Committee (herein so called and hereinafter described) shall meet at the call of the Chairman at any time and place determined by the Chairman.
- E. Committee meetings may be called at any time by the Chairman or by the chairperson of any such committee or subcommittee.
- F. At the discretion of the Chairman or upon majority vote of the Board, any meeting of the Board may be closed to the general public.

### SECTION 3. QUORUMS

- A. At any duly called general Membership meeting of the Chamber, the members present shall constitute a quorum.
- B. A majority of the Directors at any duly called meeting shall constitute a quorum of the Board.
- C. The committee members present shall constitute a quorum of such committee.
- D. In Executive Committee meetings, a majority of the committee members shall constitute a quorum.

## **ARTICLE IV. BOARD OF DIRECTORS**

### SECTION 1. GENERAL POWERS

Individual members of the Board shall hereafter be referred to as "Directors." The policy-making responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs. Directors must be Members in good standing of the Chamber.

### SECTION 2. COMPOSITION OF BOARD

- A. The Board shall be composed of a maximum of twenty (20) and a minimum of sixteen (16) Members.

- B. The majority of the Board shall elect a Chairman, a Secretary and a Treasurer. One, or more, persons may hold the offices of Secretary and/or Treasurer.
- C. At the discretion of the Board up to six (6) additional Members may serve on the Board in an ex-officio capacity as non-voting members of the Board. Ex-Officio Members shall provide such services and support to the Board as requested by the Board and shall not participate in the general affairs or direction of the Board or Board meetings except when specifically required or requested by the Board. Any one or more of such ex-officio members may be added or removed at any time, for any or no reason, upon the majority vote of the Directors. At the discretion of the Chairman or upon majority vote of the Board, any one or more of such ex-officio members may be excluded from any meeting of the Board. Ex-officio members may designate a representative to serve in its capacity subject to the approval of the Board. Ex-officio members of the Board serve at the pleasure of the Board and are not subject to term limits.

### SECTION 3. TERMS OF OFFICE

- A. An elected Director's term of office shall begin on January 1<sup>st</sup>.
- B. Board Positions: The Member elected Chairman shall serve one year in that position and one year as Past Chairman. At least one year must separate re-election as Chairman. The Secretary and/or Treasurer may not serve more than three (3) consecutive terms.
- C. Other Directors: Excluding the Chairman Elect (herein so called) and past Chairman (herein so called), Directors shall be elected on an annual basis to succeed to open positions on the Board. Each Director shall serve a two-year term unless removed in accordance with these Bylaws. There shall be a three (3) consecutive term limit.

### SECTION 4. BOARD NOMINATIONS AND ELECTIONS

- A. On or before August 1 of each year, the Chairman shall appoint a Nominating Committee (herein so called) for the purpose of nominating a slate of Directors for the following year. The Nominating Committee shall consist of not less than seven (7) Members which shall consist of two (2) Members of the Chamber, two (2) Past-Chairmen of the Board, the immediate Past-Chairman of the Board, the Chairman-Elect, and one (1) other Director currently serving on the existing Board. The Chairman-Elect shall serve as the Chairman of the Nominating Committee. Candidates for Board seats may not serve on the Nominating Committee.

Members of the Nominating Committee must be Members in good standing in the Chamber at the time of their appointment.

Prior to the September Board meeting, the Nominating Committee shall present to the Chamber President ("President") a slate of candidates. Each candidate must be an active Member of the Chamber in good standing and must have agreed to accept the responsibility of serving. Upon receipt of the Nominating Committee's slate of candidates, the President shall present such slate to the existing Board at the September Board meeting. The Board shall vote on each nominee, and only those nominees receiving a majority approval of the Board shall be submitted to the Membership for election. If the slate of nominees is not sufficient to satisfy the minimum number of required Board Members, the Nominating Committee will be instructed by the Board to reconvene and present additional nominees for consideration until the slate is sufficient to complete the minimum requirements. After the slate is completed, the President shall present such slate at the October Board meeting and thereafter notify the Membership of the names of the candidates and the following right of petition.

The Membership may nominate additional candidates by petition bearing the genuine signatures of five percent (5%) of the Chamber Members in good standing. Such petition must be received by the President within ten (10) calendar days of the date of transmittal of the Board's approval of the Nominating Committee's slate of candidates.

If no petition is received by the President within the designated period, the nomination process shall be considered closed and the nominated slate of candidates shall be elected by the Board at their regular November meeting.

If a qualified petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of seats available on the Board. The President shall send a ballot to the Members in good standing at least 15 days prior to the November Board meeting. The ballots shall be marked in accordance with the instructions printed on the ballot and returned to the Chamber office within ten (10) calendar days of transmittal thereof. The Board shall have complete supervision of the election. The Chairman shall report the results to the Board at the regular November Board meeting. The Board shall declare the candidates with the greatest number of votes elected. In the event of a tie, the majority vote of the Board shall determine the winners.

- B. The new Board shall be introduced at the Annual Meeting. Retiring directors shall continue to serve until December 31st.

#### SECTION 5. EXPULSION OF DIRECTOR

In the event that any Director shall (a) be absent from three (3) consecutive regular Board meetings or (b) act in a manner not conducive to Board or Chamber membership or the mission of the Chamber, the Directors shall have the right, but not the obligation, by a majority vote to remove such Director from office. Such Director shall be notified of this proposal to remove him from office in writing, at least ten (10) calendar days prior to the meeting at which this matter is to be considered and voted upon and shall have the right to respond to the proposed removal.

#### SECTION 6. VACANCIES ON BOARD OF DIRECTORS

The Chairman shall have the power to nominate a Member(s) to fill all vacancies on the Board, such appointments to be approved by the Board and to extend for the unexpired term of the Director(s) to be replaced.

#### SECTION 7. POLICY

All policies of the Board will be formalized and recorded in a manual of procedures for easy reference by the officers, Directors and administrative staff. The Board shall adopt such rules, regulations and policies as may be required to conduct the affairs of the Chamber.

#### SECTION 8. ORIENTATION

Annually, on such date prescribed by the Board, all new members of the Board shall participate in an orientation program outlining their respective duties prior to assuming those duties. The Chamber President ("President"), will be responsible to conduct the orientation.

#### SECTION 9. DUTIES OF DIRECTORS

- A. Chairman of the Board: The Chairman shall preside at all meetings of the membership, the Board and Executive Committee. He shall, with the counsel and advice of the Chairman-Elect, the Past Chairman, Secretary, Treasurer and the President, determine the need for committees, subject to the approval of the Board. He shall, with the counsel and advice of the Chairman Elect, Secretary, Treasurer, Past Chairman and President, select all committee chairman and assist in the selection of committee personnel. The Chairman, in conjunction with the Board, will prepare appropriate reports necessary to keep the Members informed of the organization's goals, programs and efforts. The Chairman shall be an ex-officio non-voting member of all committees. With the prior

written approval of the Board, he shall have the authority to sign all deeds, contracts and other instruments affecting the operation of the Chamber or any of its properties. Any matters that could impose liability on the Members of the Board or of the Chamber will be reviewed and approved by the Board and, if deemed necessary by the Board, by authorized legal counsel prior to being executed. In the event of a tie concerning any vote of the Board on any issue before the Board, the Chairman shall have two (2) votes.

- B. Chairman-Elect: The Chairman-Elect shall succeed to the office of the Chairman in the year following his present term of office as a Director. The Chairman-Elect shall be elected by majority of the Board by December of each calendar year. In the event of a vacancy in the office of Chairman, the Chairman-Elect shall automatically succeed to that office for the remainder of the unexpired term of the Chairman, without loss of eligibility of a full term of office. The Chairman-Elect shall also serve as Chairman in the absence of the Chairman.
- C. Past Chairman: The Past Chairman will assist the Chairman in preparing the Chairman Elect for leadership in the Chamber and perform such other duties as assigned by the Chairman.
- D. Secretary-Treasurer: The Secretary shall maintain all communication of the Chamber and maintain an accurate record of the proceedings of the Membership meetings, Board meetings, and committee meetings. The Treasurer shall preserve all books, records and other documents of the Chamber and keep an accurate account of the funds received and deposit them in the accounts designated by the Board, and keep an account of the checks or vouchers in payments of proper obligations of the Chamber. At the expiration of his term of office, he shall deliver to the Board all books, records and other property of the Chamber. One or more persons may serve in the capacity of Secretary and/or Treasurer and such person(s) need not be Directors. The Secretary and/or Treasurer shall serve at the discretion of the Board and may be removed or replaced by a majority vote of the Board at any time, for any or no reason.

## **ARTICLE V. OFFICERS**

### **SECTION 1. OFFICERS**

The Board shall appoint such officers (“Officers”) it deems necessary or desirable to perform the day to day functions of the Chamber.



## SECTION 2. PRESIDENT

The President shall be appointed by the Board and shall be a paid employee of the Chamber. The Board shall determine the terms and conditions upon which the President shall be retained. The President shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the day to day affairs of the Chamber. He shall assist the Secretary and/or Treasurer in the performance of their respective duties. He shall engage, discharge and exercise supervision over all paid members of the Chamber staff and make recommendations to the Board for levels of staff compensation. The President shall be an ex-officio non-voting member of the Executive Committee and all other Chamber committees.

## SECTION 3. OTHER OFFICERS

The President shall appoint such other officers he deems necessary or desirable to assist in the performance of his duties. However, the Board must approve such officers, prior to their assumption of their duties.

## **ARTICLE VI. COMMITTEES AND DIVISIONS**

### SECTION 1. APPOINTMENT AND AUTHORITY

The Chairman shall appoint all committees and such committee chairmen subject to confirmation by the Board. Such committee chairmen shall appoint all sub-committees and sub-committee chairmen subject to the approval of the Chairman. The Board shall authorize and define the powers and duties of all committees. Committee appointments shall be at the will and pleasure of each of the chairmen and in no event shall exceed the term of such chairman. It shall be the function of the committees to carry on such activities as may be delegated to them by the Board from time to time.

### SECTION 2. LIMITATION OF AUTHORITY

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy, without first receiving prior written approval of the Board. Committees may be discontinued by each of the chairmen when, in the opinion of such chairmen, their work has been completed and their reports accepted, or when, in the opinion of such chairmen, it is deemed wise to discontinue such committee subject to the approval of the Board. No committee of the Chamber nor any representative thereof shall contract or otherwise commit the Board or the Chamber to any debt or liability, of any kind or nature, in its behalf, other than as reflected in the approved Chamber budget, which shall in any manner or in any extent render the Chamber, or any Member thereof, liable for the payment of any sum or performance or any obligation without the prior written approval of the Board.

### SECTION 3. EXECUTIVE COMMITTEE

The Board shall be assisted in its duties by an Executive Committee (herein so called). The Executive Committee shall be composed of the Chairman, Past Chairman, Chairman Elect, Secretary, Treasurer, the President and two (2) additional Members of the Board who shall be appointed by the Chairman Elect and approved by the Board. The Executive Committee shall meet and prepare recommendations on specific issues submitted to it by the Board. It shall report its action at the next regularly scheduled meeting of the Board for discussion final action. Annually, the Executive Committee shall make an appraisal of the President's performance in keeping with the job description and official duties and recommend salary and other benefits for the President or other officers. At the next regularly scheduled Board meeting, a summary of said appraisal shall be presented to the Board for final approval.

### SECTION 4. BUDGET AND FINANCE COMMITTEE

The Chairman shall appoint five (5) Members to the Budget and Finance Committee. The Budget and Finance Committee shall advise the Executive Committee and the Board with respect to the financial conditions and financial policies of the Chamber. Such financial reports will be rendered as deemed necessary, but at a minimum semi-annually during the regularly scheduled Board meetings in January and July. The Budget and Finance Committee shall suggest ways and means of conserving and increasing the Membership and revenues of the Chamber as appropriate. The Budget and Finance Committee shall be responsible for assisting the Chamber staff in establishing the annual budget (the "Budget") necessary to meet the requirements of the Chamber's operations. The Budget and Finance Committee shall be responsible for determining the ways and means by which the Budget requirements shall be met. As soon as possible after the election of the Board, the Budget and Finance Committee shall prepare a Budget of estimated income and expenditures of the Chamber for the following calendar year and submit it to the Board. When passed by the Board the Budget shall serve as the appropriation measure of the Chamber. No committee may exceed the Budget appropriations without prior written consent of the Board.

### SECTION 5. MEETINGS

Committee meetings shall be scheduled by the chairman of such committee. All committees shall meet at least three times a year.

## **ARTICLE VII. FINANCES**

### SECTION 1. FUNDS

All revenue received by the Chamber shall be placed in a general operating fund. All Chamber funds will be deposited in accounts designated by the Board.

## SECTION 2. DISBURSEMENTS

No obligation or expense shall be incurred and no money shall be appropriated without the prior written approval of the Board. Upon approval of the Budget, the President is authorized to make disbursements on accounts as called for in the Budget without additional approval of the Board. Disbursements in the amount of \$1,000 or less shall require the signatures of an Officer. Disbursements in excess of \$1,000, with the exception of payroll, shall require the signatures of an Officer and an Executive Committee Member.

## SECTION 3. FISCAL YEAR

The fiscal year of the Chamber shall begin on January 1 and close on December 31.

## SECTION 4. ANNUAL FINANCIAL REVIEW

From time to time, in the Board's discretion, the Chamber will have its financial records audited by a certified public accounting firm, selected by the Board. Following its completion, the accountant's report will be available to the Membership at the Chamber offices.

## SECTION 5. BONDING/DIRECTOR AND OFFICER LIABILITY INSURANCE

All Officers, Directors and employees of the Chamber with access to Chamber funds shall be covered by an adequate bond, which will be paid for by the Chamber. Determination of necessary persons requiring bond will be made during the regularly scheduled October meeting or more frequently if required as the result of turnover or other actions. All Officers and Directors shall be covered by Director's and Officer's Liability Insurance, in a form acceptable by the Board, with all premiums therefore to be paid by the Chamber.

## **ARTICLE VIII. PARLIAMENTARY PROCEDURES**

The Board shall implement and enforce its own parliamentary procedures in the administration of its meetings and other committee meetings.

## **ARTICLE IX. AMENDMENTS**

These Bylaws may only be amended by a two-thirds affirmative vote of the Board or by a majority vote of the Members present at any regular or special meeting of the Chamber called exclusively for such purpose.

## **ARTICLE X. DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to Members of the Chamber. On dissolution of the Chamber, any assets, funds

and/or property remaining shall be distributed to one or more regularly organized and qualified organization, selected by the Board, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XI. NOTICE**

### **NOTICE**

Any notices transmitted pursuant to these Bylaws shall be deemed effective upon the date of transmittal thereof by the Chamber if such transmittal is made by United States mail (postage pre-paid), hand delivery (by a courier service acceptable to the Chamber), facsimile or electronic mail to the address, facsimile number or electronic mail address maintained on file with the Chamber. It is the sole obligation of such Member to ensure that such addresses are correct. The Chamber has no duty or obligation to ensure the authenticity or correctness of such addresses.

## **ARTICLE XII INDEMNIFICATION**

### **SECTION 1. INDEMNIFICATION**

The Chamber shall, and does hereby, indemnify any past, present or future Director, Officer, committee member, employee, or authorized agent of the Chamber who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity for the Chamber. For the purposes of this article, an agent includes one who is or was serving at the request of the Chamber as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Chamber shall only indemnify such person if the Board determines that he acted in good faith and reasonably believed that his conduct was in the Chamber's best interests. Such indemnification shall include, without limitation, the payment of all loss, cost, expense, attorneys fees and damages of any kind or nature associated with such action. The Chamber shall not indemnify a person who (i) is found liable to the Chamber, (ii) is found liable to another on the basis of improperly receiving a personal benefit, or (iii) is found liable for willful or intentional misconduct in the performance of his duty. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction.

### **SECTION 2. REIMBURSEMENT**

The Chamber shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Chamber in connection with the person's appearance as a witness or other participation in a proceeding involving

or affecting the Chamber when the person is not a named defendant or respondent in the proceeding.

### SECTION 3. ADDITIONAL INDEMNIFICATION

The Chamber, at the discretion of the Board, may indemnify a Director, officer, committee member, employee, or agent of the Chamber to the extent permitted by law.

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