**BYLAWS OF GOLDTHWAITE AREA CHAMBER OF COMMERCE, A NON-PROFIT CORPORATION**

**ARTICLE 1**

**NAME AND LOCATION**

* 1. This organization is incorporated under the laws of the State of Texas and shall be known and transact all business as the Goldthwaite Area Chamber of Commerce. Its principal office shall always be located in Mills County, Texas.

**ARTICLE II**

**PURPOSE**

2.01 The purpose of this organization is the promotion of the public interest in agricultural, civic, commercial and industrial activities in the Goldthwaite area. In furtherance of such goals it shall acquire, preserve and distribute agricultural, civic, commercial and industrial statistics and information of value to the general public and shall take an active part in representing the Goldthwaite area in the consideration and decision of County, State and National issues. The Goldthwaite Area Chamber of Commerce shall be a non-partisan and non-sectarian.

**ARTICLE III**

**MEMBERS**

3.01 Any individual, business and professional concern of good reputation interested in the agricultural, civic, commercial and industrial progress of the Goldthwaite are may apply for membership. Application for membership shall be made in writing to the Board of Directors, and the application shall be regarded as a guaranty on the part of the applicant of its interest and sympathy with the purposes of the Chamber of Commerce and of its adherence, if elected to its bylaws, rules and regulations. Elections of membership shall require the affirmative vote of a majority of the Board of Directors.

3.02 The Board of Directors, by affirmative vote of two-thirds of all members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for a period of thirty (30) days.

3.03 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

3.04 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, reinstate such former member to membership on such terms as the Board of Directors my deem appropriate.

3.05 Membership in the corporation is not transferable or assignable.

3.06 By unanimous vote of all Directors present at any meeting of the Board, due notice having been given at the last previous regular meeting, annual honorary membership or an honorary life membership may be conferred upon any person whose unselfish contribution to the Chamber of Commerce or to the Goldthwaite community at large is so outstanding as to justify such recognition. Honorary membership shall include all privileges of active membership, except that of holding office with exemption with exemption from the payments of all fees and dues.

3.07 Upon a two-thirds affirmative vote the Board of Directors any non-profit, civic or charitable organization must show proof of being a non-profit organization. Such associate member shall not be entitled to vote and shall pay $25.00.

**ARTICLE IV**

**MEETINGS OF MEMBERS**

4.01 Th Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any special meeting called by the Board of Directors. An annual meeting of the members shall be held without notice on the 2nd Tuesday of September each year.

4.02.1 If emailed, the notice of a meeting shall be deemed to be delivered at the email address that appears on the Chamber records.

4.02.2 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**ARTICLE V**

**BOARD OF DIRECTORS**

5.01 The affairs of the corporation shall be managed by its Board of Directors. Directors must be residents of Mills County and must be valued members of the corporation.

5.02 The number of Directors shall be fifteen (15) five of which shall be elected each year. They shall serve a term of three (3) years, or until their successors shall have been elected and qualified. A retiring Director shall be eligible for re-election. If he/she is in good standing at the time of the election another term can be served without a vote.

5.03 Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. Regularly monthly meeting is the fourth (4th) Monday of the month at a specified location.

5.04 Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or email to each Director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with the postage thereon prepaid. IF notice be given by email, such notice shall be deemed to be delivered when the email is delivered. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting tot the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of any board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

5.05 Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally or sent by email or emailed to each Director at the address shown by the records of the corporation.

5.06 Director membership dues must be current and be kept current. Membership will not be considered valid if sixty (60) days or more past due. The board will at that time accept the resignation, and a new Director will be selected to fill the remainder of the term.

5.07 Participation in Chamber sponsored events is required. Directors must participate, volunteer to help setup, work and/or takedown at least three (3) major Chamber events per calendar year. If there are extenuating circumstances that prevent a Director from attending 3 events, the Director may be excused by the Presidents approval or Board approval.

5.08 Attendance at monthly Chamber meetings is required. If a Director misses three (3) consecutive scheduled monthly meetings, the board has the option to accept the Director’s resignation and a new Director will be selected to fill that Director’s term. If there are extenuating circumstances that prevent director from attending 3 consecutive scheduled meetings, the Director may be excused by the President’s approval or Board approval.

5.09 Participation at Ribbon Cuttings is strongly encouraged. The Executive Director will schedule ribbon cuttings.

5.10 Email will be strongly utilized in communicating with Chamber members and Directors. The Executive Director will be responsible for updating the email contact list annually. Email contact information will be requested of each member and must be kept current. Blanket emails for participation and sponsorship will be systematic and non-partial and will be made available to all chamber members. Communication with members will be frequent.

5.11 Sponsorship and participation will be encouraged throughout the chamber. Opportunities to participate will be made available to all chamber members, not just Directors. All chamber members will be given the opportunity to both participate and sponsor at each of our major events. Blanket emails will be sent out to all members each month for three (3) months prior to each major event. Chamber committee chairperson will be responsible for preparing a list of their committee’s opportunities for volunteer workers and for monetary sponsorship. These list will ideally be prepared for three (3) months in advance of each major event. Chamber committee chairpersons will be responsible for getting this information to the Executive Director so that the Executive Director may include it in the blanket emails.

5.12 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the bylaws. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the members or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

5.12.1 A quorum, as approved by the Board of Directors, shall be deemed a majority of active directors of the corporation present or present by proxy at a meeting of the corporation, in which a majority is defined as more than 50 percent of the active directors.

5.13 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.13.1 Minimum standards for Prospective Board of Directors are as follows: You must be a Member of the Goldthwaite Area Chamber of Commerce, (Individual/Family Membership-Self or immediate family members; Business Membership-Owner, Officer, Director or designated employee; Public Entity Membership Officer – Director, or designated employee or official) You must reside in Mills County. You must be invited to be a director by a current director. You must attend two (2) consecutive meetings in order to get a feel of the group dynamics, and allow the group to get to know you better. A prospective Director must also participate in at least one (1) Chamber sponsored function prior to qualification as a Director.

5.14 Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

5.15 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

5.16 Junior Directors must abide by the Goldthwaite Area Chamber of Commerce Student Code of conduct and must be eligible throughout the school year.

**ARTICLE VI**

**OFFICERS**

6.01 The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.02 The officers of the corporation shall be elected annually by the Board of Directors at the regular monthly meeting of the Board of Directors immediately preceding the annual meeting of the members. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

6.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of whenever in its judgment, the best interests of the corporation would be served thereby, such removal shall be without prejudice to the contract rights, if any of the officers so removed.

6.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the members of the Board of Directors. He may sign, with Secretary or any other proper officers of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws or by statute of some other office or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

6.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article 8 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

6.08 Although not an officer, the Executive Director will have the responsibility of working closely with the Treasurer in reviewing the Accounts Receivables, and sending out invoices, as needed each month. Any receivables that are not collected within a thirty (30) day time frame will become the responsibility of the Treasurer. The Treasurer will be responsible for obtaining the A/R list from the Executive Director and following up on any outstanding receivables on a monthly basis. All collection calls, letters, notices and filings are the responsibility of the Treasurer. All calls, letters and notices should be documented by the Treasurer and forwarded to the Executive Director to put in the customers file. The Treasurer must work closely with the Executive Director to insure that receivables are collected timely. Memberships that are sixty (60) days past due will be considered invalid.

6.09 Although not an officer, the Executive Director will have the responsibility of working closely with the Treasurer in reviewing the Accounts Payable and posting invoices and paid bills as needed each month. A check register will be submitted, by the Executive Director, to the Treasurer by the 15th of each month. The Treasurer will be responsible for reviewing the check register and monthly payables, ensuring that all local vendors are paid by the 10th of each month, and all others by the invoice due date.

**ARTICLE VII**

**COMMITTEES**

7.01 The President may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; or amending, altering, or repealing any resolutions of the Board of Directors which by its terms

7.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the majority of the Directors present at a meeting at which a quorum in present. Except at otherwise provided in such resolution, members of each committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interest of the corporation shall be served by such removal.

7.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

7.05 Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

7.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.07 Each committee may adopt rules for its own government not inconsistent with the bylaws or with rules adopted by the Board of Directors.

**ARTICLE VII**

**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

8.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

8.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Chamber Executive Director and one member of the Executive Committee or two members of the Executive Committee of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

8.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE IX**

**CERTIFICATE OF MEMBERSHIP**

9.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board of Directors. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

9.02 When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member’s name and delivered to the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 9.01 if this Article 9.

**ARTICLE X**

**BOOKS AND RECORDS**

10.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XI**

**FISCAL YEAR**

11.01 The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

**ARTICLE XII**

**DUES**

12.01 The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members of each class.

12.02 Dues shall be due and payable on the first day of the month when membership is granted. Annual renewal of dues will be payable each year on the first day of the month in which membership was granted.

12.03 When any member of any class shall be in default of dues for a period of thirty (30) days from the beginning of the fiscal year or period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these bylaws.

**ARTICLE XIII**

**SEAL**

13.01 The Board of Directors shall provide a corporation seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal of Goldthwaite Area Chamber of Commerce”

**ARTICLE XIV**

**WAIVER OF NOTICE**

14.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XV**

**AMENDMENTS TO BYLAWS**

15.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two thirds vote of the Directors present at any regular meeting or at any special meeting, if at least two days’ written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

**ARTICLE XVI**

**PARLIAMENTARY RULES**

16.01 The proceedings of all meetings of this corporation shall be governed and conducted in accordance with the latest edition of Robert’s Manual of Parliamentary Rules.

**ARTICLE XVII**

**DISTRIBUTION OF ASSETS ON DISSOLUTION**

17.01 The Goldthwaite Area Chamber of Commerce shall use its funds only to accomplish the objects and purposes specified in these bylaws and the Articles of Incorporation and no part of said fund shall inure or be distributed, to the member of the Chamber. On dissolution of this corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to governmental, municipal, charitable, scientific, literacy, educational, or philanthropic organizations to be selected by the Board of Directors.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_l, Secretary of Goldthwaite Area Chamber of Commerce, do hereby certify that the foregoing Bylaws were adopted by the Board of Directors at a meeting of the Directors held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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