

# Sanger Area Chamber of Commerce Constitution and By-Laws

*Sanger, Texas*

## **ARTICLE I - NAME**

Section 1. NAME. This organization is incorporated under the laws of the State of Texas and shall be known as the Sanger Area Chamber of Commerce Incorporated.

Section 2. MISSION STATEMENT. The Sanger Area Chamber of Commerce is organized to advance the general welfare and prosperity of the Sanger Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3. LIMITATION OF METHODS. The Sanger Area Chamber of Commerce shall observe all local, state, and Federal laws which apply to a non-profit organization 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 organization shall be eligible to apply for membership.

Section 2. APPLICATION. Applications for membership shall be through on-line application; in writing or electronic correspondence (via email) on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 Article II. Upon instance of any question or concern submitted by a member, the Membership Committee (or designated individual) shall review the application and submit it to the Board of Directors with a recommendation.

Section 3. INVESTMENTS. Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance. However, the Board of Directors may elect to waive such investments on an individual basis by a majority vote in circumstances where services provided to the chamber may offset the investment.

Section 4. TERMINATION. a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after one hundred and eighty (180) days from the date due, unless otherwise extended for good cause; c) 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, after notice and opportunity for a hearing are afforded the member complained against. Once a member has been notified, all privileges shall be suspended pending the outcome of the hearing.

Section 5 REINSTATEMENT. Upon written request signed by a former member and filed with the administrator, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 6. TRANSFER OF MEMBERSHIP. Membership in the Chamber is not transferable or assignable.

Section 7. VOTING. In any proceeding in which voting by members is called for, each member person shall be entitled to one vote, and each member firm, association or corporation shall be entitled to two votes.

Section 8. 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 9. PRIVILEGES OF MEMBERS. All members shall have equal voting power, shall be eligible to the directorate and offices, have the privilege of proposing and discussing any project or matter pertinent to the object of the organization. The Directors and Officers shall conduct the business of the organization as to give ample opportunity for obtaining the views of the members and shall by the press, letters, and reports, keep the membership informed on the program of work. The records and facilities of the office shall be open and available to all members.

Section 10. ORIENTATION. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

Section 11. HONORARY MEMBERS. Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

## ARTICLE III - MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Sanger Area Chamber of Commerce shall be held during January of each year. The time and place shall be fixed by the Board of Directors.

Section 2. BOARD MEETING. The Board of Directors shall determine a monthly meeting day and time at the Board meeting in December.

Section 3. ADDITIONAL MEETINGS. General meetings of the Sanger Area Chamber of Commerce may be called by the President at any time, or upon petition in writing of any 1% of members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, respective department Vice-President, or by the Committee's Leader; d) A meeting of the Executive Board (President, Vice-President, & Treasurer) may be called by the President to act on interim issues. A quorum of the Executive Board is 100%. All three officers must be present and no substitutions shall be allowed. Each director must be notified of these meetings one day prior to the meeting. Directors may attend the meetings and become a part of the quorum. Minutes of the Executive Board meetings must be presented at the next scheduled Board of Directors meeting.

Section 4. QUORUMS. At any duly called General Meeting of the Chamber, (10% of) members shall constitute a quorum; at least 60% of Directors present shall constitute a quorum of the Board of Directors at a board meeting; 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.

Section 5. FREEDOM OF SPEECH. Every member shall be titled to speak and vote upon any subject brought before the Chamber for consideration. By a majority vote of members present, debate may be limited.

Section 6. EXECUTIVE SESSION. Upon motion of any member, the Board of Directors may, by two-thirds (2/3) vote of members' present go into executive session.

Section 7. EXCLUSION. No one but a member shall address the Board of Directors or Meeting Chair Persons except by invitation of the Board of Directors at a Board Meeting, or Officials, Directors or by majority consent of the members at any general meeting.

Section 8. RESOLUTIONS. A resolution offered at any meeting must be in writing and no member shall read or offer for action any communication, report or resolution, unless

it has previously had the approval of the Board of Directors, without first making a general statement of the subject matter thereof. Should any two members object to its presentation, it shall be referred to an advisory committee of three to be immediately appointed by the presiding officer. After hearing any statement, the member offering or the members objecting to its presentation may desire to make, this advisory committee shall report the matter back to the meeting with its recommendation that the matter shall be presented to the meeting, or that its presentation be deferred. If the committee recommends that its consideration be deferred, the resolution in question shall be referred to the Board of Directors with power to act.

Section 9. NOTICES AGENDA, MINUTES. Written notice of all chamber meetings must be given at least 10 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

## **ARTICLE IV - BOARD OF DIRECTORS**

Section 1. COMPOSITION OF THE BOARD. The Board of Directors shall be composed of no more than thirteen (13) and no less than five (5) members. One-third (1/3) of whom shall be elected annually to serve for three years, or until their successors are elected and have qualified. Directors must either live in the Sanger Area or own/be employed by a business in the Sanger Area. At least one of the 13 directors shall be from one of the Sanger downtown business committee who can represent the downtown businesses.

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.

The Board of Directors shall include one each non-voting liaison from the City of Sanger; City Councilperson and Sanger Independent School District (ISD). The liaison will be subject to Board of Director approval but will not be subject to the above term limits.

### Section 2 SELECTION AND ELECTION OF DIRECTORS.

- A) TIME: The election of Directors shall be held in November.
- B) METHOD: The four (4) retiring Directors shall automatically constitute a nominating committee, and shall submit to the President candidates to be submitted to the Board of Directors. This process is not to exclude other candidates nominated in writing to the Board of Directors by any member at large.

A Board member shall not be limited to two (2) three (3) year terms. They may serve more than two terms with a 2/3 vote from the membership.

### Section 3. DIRECTOR REQUIREMENTS.

- A) Must be a member of the Sanger Area Chamber of Commerce for a minimum of one (1) year.\*
- B) Must attend at least 75% of all board meetings in a calendar year.
- C) Must Chair or Co-Chair at least one (1) chamber event.
- D) Must Chair or Co-Chair at least one (1) Sellabration Committee.
- E) Must Chair or Co-Chair at least one (1) chamber committee (i.e., budget, membership, etc.)
- F) Must actively promote new membership.
- G) Must be willing to participate in other chamber functions such as leads luncheons, mixers, networking breakfasts, ribbon cuttings, etc.
- H) Must keep thorough records and make sure pictures are taken of any event they chair or co-chair.
- I) Must live, or own/be employed by a business, in the Sanger Area.\*

\*Subject for review.

### Section 4. SOCIAL MEDIA.

A) As a director of the Sanger Area Chamber of Commerce, you are seen by our members and outside parties as a representative of the chamber. Therefore, as in all areas of daily life, a director's personal Facebook page, website or weblog is a reflection on the chamber, whether or not the chamber is specifically discussed or referenced. Please bear in mind that, although you may view your site as a personal project, many readers will assume you are speaking on behalf of the chamber. As such, remember that the Sanger Area Chamber of Commerce's mission is to advance the prosperity and general welfare of the Sanger Area so that ALL its business community and citizen's shall prosper.

#### B) Guidelines:

- 1) Post meaningful, respectful comments that promote collaboration and sharing. Do not spam, inflame or make comments that are offensive.
- 2) Always think before posting; if it causes you to pause or question if it is appropriate, it most likely should not be posted.
- 3) Respect proprietary information, content and confidentiality. Give credit to appropriate persons when required or appropriate.
- 4) Reply to comments in a timely manner, when a response is appropriate. Understand that quality communication is important, so engage appropriately.
- 5) Be transparent as to who you are and who you represent. Be clear about your role for the Sanger Area Chamber of Commerce so as to identify your vested interest in the information you share.
- 6) Be sure all content associated with you is consistent with your work and the Sanger Area Chamber of Commerce's professional standards.
- 7) Be aware that some information is confidential and/or sensitive until deemed available for public release. Staff and volunteers are expected to maintain this confidentiality.

- 8) Add value and excitement to the online community. Your statements and posts should provide the community with information to improve their knowledge, skills, solve problems, or to understand Sanger Area Chamber of Commerce activities better.
- 9) Social media is a conversation, so talk to the community as you would a real person in a professional situation. Be a leader while communicating and do not create incendiary statements to inflame others. Be careful and considerate of other points of view.

## **ARTICLE V - OFFICERS**

Section 1. OFFICERS The officers of the Chamber shall be a President, Vice President, Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers 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.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Chamber shall be elected annually in November at a meeting of new and retiring Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices 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.

Section 3. PRESIDENT. The President shall serve as the chief elected officer and shall preside at all meetings of the Chamber membership, Board of Directors, and Executive Committee. He/she shall perform all duties incident to his/her office and advise such action as may be deemed by him/her likely to increase the usefulness of the Chamber.

Section 4. VICE PRESIDENT. The Vice President shall act in the absence of the President- and in the absence or disability of the two officers named; a member of the Board of Directors shall be chosen to act temporarily. This member of the board will be chosen by a 2/3 vote of the Board of Directors.

Section 5. TREASURER. The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer, or President, or Vice-President, or by the Chamber Administrator for funds not to exceed the amount of \$500.00. Any monies over the amount of \$500.00 require two signatures, the Chamber Administrator, or Treasurer, or President, or Vice-President. If existing stockpile of checks does not allow for two signatures, applicable documentation (memorandum for record, letter, etc.) shall be generated and signed by both appropriate parties (Chamber Administrator, Treasurer, President or Vice-President). The Treasurer shall cause a monthly financial report to be made to the Board.

Section 6. CHAMBER ADMINISTRATOR. The Chamber Administrator shall serve as the secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of meetings of the Board, and shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

Section 7. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interest of the Chamber would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 8. VACANCIES. A vacancy in any office because of death, resignation, disqualification, removal, forfeiture or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 9. INDEMNIFICATION. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

## **ARTICLE VI - COMMITTEES AND DIVISIONS**

Section 1. APPOINTMENT AND AUTHORITY. The President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The President may appoint such committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees and to carry on such activities as may be delegated to them by the Board.

Section 2. 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 accountable to the Board for its actions. It shall be composed of the President, Past President (if available), Vice President and the Treasurer. The President will serve as head of the Executive Committee.

Section 3. LIMITATION OF AUTHORITY. No action by 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 discharged by the President 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 committees.

Section 4. EX-OFFICIO. The President shall be an ex-officio member of all committees.

Section 5. TESTIMONY. Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whomever they designate, being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies.

## **ARTICLE VII - EMPLOYEES**

Section 1. EMPLOYEES. The Board of Directors may authorize the employment of such persons as it deems necessary to further the aims of the Chamber, and may provide for their payment for services rendered. The Executive Committee shall be responsible for hiring, firing, setting of wages and all other supervision of employees, with final approval by the Board. In addition, the Executive Committee shall establish, review and revise the personnel policies, practices and procedures of the Chamber.

## **ARTICLE VIII - FINANCES**

Section 1. FUNDS. All money paid to the Chamber shall be placed in a general operating fund unless otherwise deemed restricted (i.e. grants). Funds unused from the current year's budget will be placed in a reserve account or retained in the general fund as deemed necessary.

Section 2. DISBURSEMENTS. Upon approval of the budget, the Chamber Administrator is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check. If amount of disbursements should exceed the budget item, the Administrator must have prior approval from the executive committee.

Section 3. FISCAL YEAR. The fiscal year of the Chamber shall close on December 31.

Section 4. BUDGET. As soon as possible after election of the new Board of Directors and Officers, the Board of Directors shall adopt the budget for the coming year.

Section 5. ANNUAL AUDIT. The accounts of the Sanger Area Chamber of Commerce shall be audited annually as of the close of business on December 31 which began on January 1 of that calendar year. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6. BONDING. The Officers and staff, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.



Section 7. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, of the Chamber, in addition to the officers so authorized by these *by-laws*, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber. Such authority may be general or confined to specific instances.

## **ARTICLE IX - DISSOLUTION**

Section 1. 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 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, education, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (6).

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

Section 1. PARLIAMENTARY AUTHORITY. The current edition of Roberts Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the Charter or *By-laws* of the Chamber.

## **ARTICLE XI - AMENDMENTS**

Section 1. REVISIONS. These *by-laws* may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**ARTICLE XII - PREVIOUS CONSTITUTION AND BY-LAWS**

Section 1. PREVIOUS CONSTITUTION AND BY-LAWS. These by-laws approved by unanimous vote of the Sanger Area Chamber of Commerce Board of Directors on January 6, 2020 shall supersede all other constitutions and by-laws previously written.

ADOPTED:

PRESIDENT	<u>Kelsi J. Bannahan</u>	Kelsi Bannahan
VICE-PRESIDENT	<u>Sue Allison</u>	Sue Allison
TREASURER	<u>Sierra Long</u>	Sierra Long
DIRECTOR	<u>Nancy McAlister</u>	Nancy McAlister
DIRECTOR	<u>Jan Howard</u>	Jan Howard
DIRECTOR	<u>Verna White</u>	Verna White
DIRECTOR	<u>Donny Mack</u>	Donny Mack
DIRECTOR	<u>Judy Atkins</u>	Judy Atkins
DIRECTOR	<u>Eddie Piercy</u>	Eddie Piercy
DIRECTOR	<u>Garry Marlin</u>	Garry Marlin
DIRECTOR	<u>Luke Vernon</u>	Luke Vernon
DIRECTOR	_____	