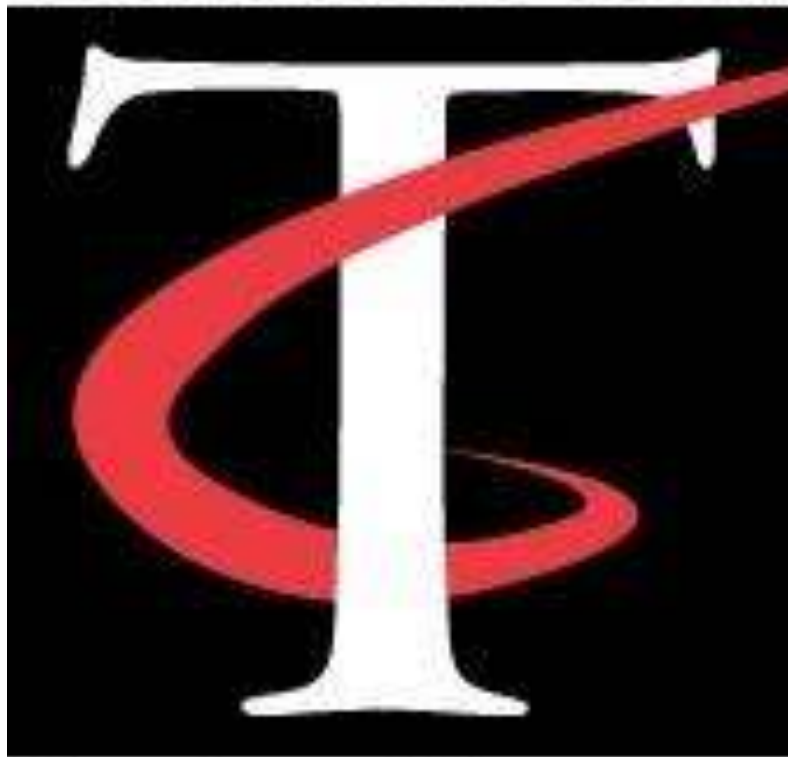


**Greater  
Tomball Area**



**Chamber of Commerce**

**By-Laws**

## **Article I – Name**

The name of this organization shall be the Greater Tomball Area Chamber of Commerce.

## **Article II – Purpose**

**Section 1.** Vision: The Greater Tomball Area Chamber of Commerce will continue to be the business resource center for the northwest metropolitan area.

**Section 2.** Mission: The Greater Tomball Area Chamber of Commerce provides resources and fosters relationships that empower businesses to prosper in Tomball and its surrounding communities.

## **Article III – Area**

The principal office of the organization shall always be located within the Tomball area. The organization may have such offices as may from time to time be designated by the Board of Directors.

## **Article IV – Limitation of Methods**

This organization is incorporated under the laws of the state of Texas and shall transact all business as the “Greater Tomball Area Chamber of Commerce.”

## **Article V – Membership**

**Section 1.** Any person, association, corporation, partnership, or estate eligible for membership may acquire more than one membership by paying the annual dues of each such separate membership.

**Section 2.** New membership investments shall submit a membership application and the appropriate fees to the Chamber. The membership application/inquiry shall be brought before the Directors at the next scheduled Board of Directors meeting for approval. No applicant shall be considered an official member until approval of a majority of the votes of the Board of Directors and application funds have been obtained.

**Section 3.** Any person, association, corporation, partnership, or estate holding a membership shall be entitled to cast one vote per separate membership.

**Section 4.** Membership is subject to the following minimum investments.

- A. The dues of each member per annum shall be an amount as prescribed by the Board of Directors.
- B. Honorary membership shall be given to individuals who have rendered or may render the organization meritorious service and shall have been nominated for such membership by the President

or any Director and have received a majority vote from the Directors present at the meeting when their name was proposed. They shall not be subject to payment of dues and shall not have the right to vote. This membership can be revoked at anytime by the Board of Directors with advance notice to the member. The member has the right to request a hearing before the Board of Directors before the revocation.

**Section 5.** Recurring membership investments shall become past due and considered delinquent 90 days after date of billing. At the expiration of this period, if said membership investment remains unpaid, the member shall be removed from the rolls of the Greater Tomball Area Chamber of Commerce. Members who shall be deemed delinquent or suspended shall not be entitled to vote.

**Section 6.** Termination of Membership

- A. Any member may resign from the Chamber upon notice to the Chamber.
- B. Membership shall end 90 days following the dues-paying period unless extended by a vote of two-thirds majority of the Board of Directors.
- 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.

## **Article VI – Meetings**

**Section 1.** The annual membership meeting of the Greater Tomball Area Chamber of Commerce shall be held each year, the date, place, and hour to be designated by the Board of Directors or under their authority.

**Section 2.** Meetings of the members may be held at such times as the President or the Board of Directors may determine, or upon written request of twenty-five (25) percent of the members in good standing, provided that when called otherwise than by the President or Board of Directors, the notice shall contain a statement of the purpose of the meeting, and shall be issued at least ten (10) days and not more than sixty (60) days preceding the meeting. Meeting notices shall be emailed, faxed or mailed.

**Section 3.** The Board of Directors shall meet regularly, the time and frequency to be decided upon by majority vote of the board. Any meeting by the board can include any director communicating by telephone as present and participating.

**Section 4.** By decision of the executive committee, a vote of the board upon limited and specific issues may be conducted electronically. Or at a called meeting, telephone participation may be allowed with board approval.

**Section 5.** A majority of the Board of Directors at any meeting shall constitute a quorum at that meeting. Upon notification to all voting members of a membership meeting, those present shall constitute a quorum.

## **Article VII – Referenda**

Upon the written request of twenty-five (25) percent of the members in good standing, the Board of Directors shall submit a question to members for a mail or electronic referendum vote.

## **Article VIII – Government & Leadership**

**Section 1.** A. The government of the organization, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of fifteen members, one-third of whom shall be elected annually for a term of three (3) years.

B. In the event that the Board of Directors determines that it is in the best interest of the Greater Tomball Area Chamber of Commerce, additional board members may be appointed by the Board of Directors. The term of such appointed directors shall expire at the next scheduled annual meeting.

C. The Board of Directors shall at any time select Ex Officio members. Ex Officio members of the Board may attend Board meetings and take part in all discussion and can vote.

**Section 2.** A nominating committee of three (3) members shall be selected from the membership of the Chamber by the Board of Directors at a meeting held not later than September 15. The nominating committee shall meet and select five (5) members as nominees for Directors of the Chamber for terms of three (3) years. The names of the persons nominated by the nominating committee and approved by the board shall be published to the members in alphabetical order. Additional nominees may be placed on the ballot if supported by signatures of eight (8) chamber members in good standing (dues current) and submitted within ten (10) days from the date of publication of the nominating committee's report. If no additional nominations are thus made, the election of the five (5) members selected shall have been approved by the membership. If, however, there are additional nominations by written petition, the names of all persons nominated shall be placed on an official ballot in alphabetical order and brought before the membership or by mail ballot for voting. In case of a tie vote, the Board of Directors shall make the selection.

- Section 3.** New directors shall be chosen prior to the Directors annual planning session. New directors shall be installed at the beginning of each new year.
- Section 4.** The Board of Directors shall meet with the time and date to be fixed by the Board. Absence from 40% of regular meetings per year shall be construed as a resignation.
- Section 5.** Any member of the Board of Directors may be expelled based on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the Board member has engaged in conduct contrary or damaging to the Chamber or aims of the Chamber. Action can be taken upon a majority vote of the Board of Directors. A Director has the right to request a hearing before a panel of seven (7) non-director members of the Chamber, three (3) shall be selected by the Board, three (3) shall be selected by the member facing expulsion, and those six (6) shall then select a single additional member. All members of the panel must be members in good standing with the Chamber at the time of selection. The panel shall vote on rulings before the panel by secret ballot, and the panel's majority ruling shall be binding.

#### **Article IX – Officers**

- Section 1.** Prior to the annual Board of Directors planning session, the Board shall choose the Executive Board Members and delegate each as a Vice-Chair to the Program of Work committees for the chamber year. The Board shall also choose a Treasurer. Executive Board members shall be chosen from the Directors that sit on the Board. All of the Board must be members in good standing. Subsequently the Board shall employ a President who is in charge of administration of the day-to-day operations of the Chamber. The President is responsible to the Board of Directors, and the Directors shall determine his/her compensation.
- Section 2.** The Board of Directors may, by appointment or otherwise, provide for such bureaus and the selection of such committees as may be deemed advisable in promoting the object and purpose of this Chamber of Commerce.
- Section 3.** The individual chosen as Treasurer shall be a voting member of the Board of Directors.
- Section 4.** Duties & Responsibilities
- A. The Chair of the Board shall preside at all meetings of the Board of Directors and shall be a member of all Chamber committees. It shall be the primary responsibility of the Chair of the Board to see that the goals and objectives of the Chamber as adopted by the Board of Directors are carried out. The Chair of the Board may delegate these responsibilities to

the various officers and directors. Subject to the approval of the Board of Directors, the Chair of the Board shall execute all deeds, contracts, leases and other similar documents affecting the operation of the Chamber. In addition, the Chair of the Board shall have such other duties and exercise such other powers as may be directed or delegated by the Board of Directors.

B. The Chair-Elect of the Board shall be a member of all chamber committees and shall closely observe the entire operation of the chamber and serve as special assistant to the Chair. If the Chair is absent from a Board meeting, the Chair-Elect of the Board shall preside at such Board meeting. A nominating committee consisting of the immediate past Chair, the Chair, and the Chair-Elect will nominate the incoming Chair-elect for the next Chamber year subject to Board approval.

C. The Treasurer shall serve as Chair of the Budget Committee appointed by the Chair of the Board. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall cause a frequent financial report to be prepared for the Board of Directors.

D. The Vice Chairs should attend meetings of all committees within their responsibilities and make periodic reports to the Executive Board and the Board of Directors on the status of the goals and objectives for the year.

E. The President shall be the chief administrative and executive officer, shall serve as secretary to the Board of Directors, and shall cause to be prepared special notices, agendas and minutes of meetings of the Board. The President shall serve as advisor to the Chair of the Board and to the Long-Range Planning Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the Chair of the Board, the Executive Committee or the Board of Directors. With assistance of the Vice-Chairs, the President shall be responsible for administration of the goals and objectives in accordance with the policies and regulations of the Board of Directors. The President shall be responsible for hiring, discharging, directing and supervising all chamber employees.

## **Article X – Committees**

**Section 1.** The Board of Directors shall establish such committees as are necessary to carry out the goals and objectives of the Chamber. The Chair of the Board with advice from the President, shall appoint all committee chairs subject to board approval. The Chair of the Board may appoint such ad hoc committees and their chairs as deemed necessary. Such ad hoc committee appointments and the terms of such committees shall be at the will and

pleasure of the Chair of the Board, unless a different term is approved by the Board of Directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them.

**Section 2.** 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 has been approved or ratified by the Board of Directors.

#### **Article XI– Finances**

**Section 1.** The fiscal year shall be the calendar year, January 1 through December 31.

**Section 2.** All money paid to the Chamber shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors.

**Section 3.** At the sole discretion of the Board of Directors, they may require the Treasurer and President of this organization to furnish surety company bonds in such amount as the Board of Directors shall deem necessary, the costs to be paid by the Greater Tomball Area Chamber of Commerce.

**Section 4.** With advice and counsel of the President and the Staff, the Budget Committee shall prepare an annual budget to be submitted to the Executive Board and the Board of Directors for approval at the December Board Meeting.

#### **Article XII – Dissolution**

The Chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws, 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, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

#### **Article XIII – Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or Officers, volunteers, employees, or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers, volunteers, or employees of the Chamber, except in relation to matters as to which such Director or Officer, volunteer, employees, or former Director or Officer 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 XIV – Parliamentary Authority**

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

#### **Article XV – Amendments**

**Section 1.** These bylaws may be amended by a majority vote of the members in good standing in attendance at any special meeting called for that purpose provided that said amendments shall be plainly stated in the call for the meeting at which they are to be considered.

**Section 2.** Notice of meetings at which such amendments are to be considered must be given at least ten (10) days and not more than sixty (60) days prior to the time of the meeting.



<b>Date Approved</b>	<b>Chair, Board of Directors</b>	<b>President</b>
Jan, 2016	Ryan Aduddell	Bruce Hillegeist
Jan, 2017		
Jan, 2018		
Jan, 2019		
Jan, 2020		
Jan, 2021		
Jan, 2022		
Jan, 2023		
Jan, 2024		
Jan, 2025		
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Jan, 2034		