**By-Laws of The Greenville Chamber of Commerce**

**ARTICLE I - GENERAL**

Section 1: NAME

 This organization is incorporated under the laws of the State of Texas and shall be known as

 the Greenville Chamber of Commerce.

Section 2: PURPOSE

 The mission of the Greenville Chamber of Commerce is to partner with the business community

 by providing opportunities for prosperity.

 The vision of the Greenville Chamber of Commerce is to serve as a catalyst that motivates

 and mobilizes the community; to improve the quality of life; and to develop and enhance an

 economic environment where all business and industry can grow and prosper.

Section 3: AREA

 The area to be served by the Greenville Chamber of Commerce shall include Greenville Hunt

 County, Texas, the surrounding vicinity and beyond to include all others across the country

 doing business here.

Section 4: LIMITATIONS OF METHOD

 The Greenville 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: INVESTMENT

 Membership investments (dues) shall be at such a rate or rates, schedule or formula as may be

 from time to time prescribed by the Board of Directors, payable in accordance with the

 schedules and at the times specified by the Board of Directors.

Section 3: TERMINATION (Resignation-expulsion-delinquency)

 Any member may resign from the Chamber and/or shall be expelled by the Board of Directors

 for non-payment of dues after 90 days from the date due unless otherwise extended for good

 cause.

Section 4: ORIENTATION

 At regular intervals, orientation on the purposes and activities of this organization shall be

 conducted.

**ARTICLE III - MEETINGS**

Section 1: ANNUAL MEETINGS

 An annual meeting of the corporation, in compliance with State law, shall be held each year.

 The time and place shall be fixed by the Board of Directors and notice thereof given to each

 member within a reasonable time frame.

Section 2: MEETINGS (Board and Committee Meetings)

 Board meetings are held monthly or as needed. Committee meetings may be held as needed.

Section 3: QUORUMS

 A majority of voting Directors shall be present to constitute a quorum of the Board of Directors.

 At Committee meetings a majority of its members shall constitute a quorum.

Section 4: ATTENDANCE

 All regular monthly meetings of the Board of Directors will be open to all interested persons;

 however, the directors may convene in Executive Session as deemed necessary by the

 Chairman of the Board. Executive meetings will consist of the Executive Committee

 members and staff.

**ARTICLE IV - BOARD OF DIRECTORS**

Section 1: ELIGIBILITY

 A. Any designated representative from a general membership in good standing is eligible to hold the office of Director, however, no more than one Director per membership. In the event of multiple memberships, resulting from or due to mergers and acquisitions, each member shall be allowed to continue as a Director until the first expiring term.

 B. Should a Director change employment during his/her term and his/her new employment is not a Chamber member or he/she is not the designated representative/liaison of that business, that Director shall have thirty (30) days to 1) resign his/her Board position, 2) become a Chamber member and be the designee of his/her new employment or, 3) purchase a personal membership.

Section 2: CONFLICTS OF INTEREST

 No contract or transaction entered into by the Corporation shall be rendered invalid by the fact that a Director or officer or the Corporation is personally interested in it or may have interests which are or might be adverse to the interests of the Corporation if:

(1)  at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director or officer discloses (or causes to be disclosed) his interest in such contract or transaction, refrains from affirmatively asserting his influence in speaking or voting for the adoption of such contract or transaction, and such contract or transaction is adopted or ratified by a majority of all of the Directors who are not so interested after first determining in good faith that (i) such contract or transaction is in the best interests of the Corporation notwithstanding the adverse or potentially adverse interests of the interested director or officer and (ii) that such contract or transaction was not entered into solely because of the position of such interested director or officer with the Corporation.  In making such determination, the Directors may rely to the extent they deem appropriate upon the advice of legal counsel; or

(2)  such contract is fair, reasonable, and in the best interests of, the Corporation; or

(3)  the fact of the Director’s relationship or interest is disclosed to the Voting Members of the Corporation and they authorize, approve, or ratify such contract or transaction by a majority vote of the Voting Members present at an annual or special meeting.

Section 3: COMPOSITION OF THE BOARD

 A. The Board of Directors of the Greenville Chamber of Commerce shall be composed of 16 elected directors, six of whom shall be elected annually to serve for terms of three-years.

B. Ex Officio members (governmental or educational officials) are courtesy non-voting members. The list of Ex Officio members are the Mayor of the City of Greenville, the President of the Greenville Board of Development, the CEO of Hunt Memorial Hospital District, the Hunt County Judge and the Superintendent of the Greenville Independent School District (or their appointed designee). A designee may be appointed up to one fiscal year. (Ex Officios are not based on term limits but on title.)

Section 4: Election of New Board Members

A. In each year at the regular September meeting of the Board of Directors, the Chairman of the Board shall solicit suggestions from the current board members for names of candidates for the six seats to be elected for a three-year term. This may include those members who are completing their first three-year term and/or are serving as a replacement appointed to complete a vacated board seat.

B. Each year the July issue of the Chamber newsletter will call for nominations or volunteers interested in serving on the Board of Directors. The candidate for a three-year Directorship must be an active member of the Chamber in good standing and must agree to accept the responsibility of the three-year Directorship. The names must be submitted in writing, mailed or electronically submitted to the Chamber by July 31 of each year.

C. Each year at the August board meeting, submitted names from the membership and names suggested by board members will be reviewed and voted upon by the board of directors by simple majority. Directors seeking re-election will be excluded from this voting. A simple majority of those eligible to vote will constitute a valid election.

D. A Board Member shall be eligible for election to serve up to but no more than two consecutive three-year terms. A Board Member appointed to finish the term of an open member seat shall complete that term and be eligible to serve up to but no more than one additional three-year term.

E. A Board member shall be eligible for election to serve up to but no more than two consecutive three-year terms unless said Member is the chair-elect, chair, or immediate past chair. Then, said Member shall serve for so long as necessary to carry out his/her duties as chair-elect, chair, and/or immediate past chair.

Section 5: SEATING OF NEW DIRECTORS

 All newly elected Board Members shall be seated at the regular October meeting. Retiring

 Directors shall continue to serve until the end of the Program Year.

Section 6: VACANCIES

 A member of the Board of Directors who shall have three (3) unexcused absences from

 regular meetings of the Board of Directors within any twelve (12) month fiscal year (an

 unexcused absence is one for which the director has given no-prior notification to the

 Chairperson of the Board or the President/CEO) or four (4) absences for any reason from

 regular meetings of the Board of Directors within any twelve (12) month fiscal year may be

 dropped from membership on the Board. Vacancies of the Board of Directors shall be filled

 from the slate of alternates, to complete the unexpired term, by a majority vote of the Board of

 Directors. Vacancies among the officers shall be filled by a majority vote of the Board of

 Directors.

Section 7: POLICY (Statements of position on issues)

 The Board of Directors is responsible for establishing procedures and formulating policies

 of the organization, which shall control its property, be responsible for its finances and

 direct its affairs. Each Board member will be appointed to one of the nine accredited

 requirements and serve as a committee chair or co-chair for their entire term(s).

 The President/CEO is responsible for day to day operations of the staff.

Section 8: MANAGEMENT

 The Board of Directors shall employ a President/CEO and shall fix salary and other

 considerations of employment. An employment agreement shall be effected and shall

 delineate terms and conditions of employment, causes of discharge and procedures for

 resignation.

Section 9: INDEMNIFICATION

 The Chamber will provide indemnification for all of its Directors, former Directors and staff against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings, in which they or any of them made a party or parties, by reason of having been Directors of the Chamber, except in relation to matters as which such Directors 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 V - OFFICERS**

Section 1: DETERMINATION OF OFFICERS (Executive Board)

 The Board of Directors at its regular August meeting, shall reorganize for the coming year. At this meeting, the Board shall vote by simple majority to elect the Chairman of the Board, a Chairman-Elect, Chairman of Finance, Chairman of Outreach and Secretary. All officers shall take office on the first day of the new fiscal year and serve for a term of one year.

Section 2: DUTIES OF OFFICERS

#####  A. CHAIRMAN OF THE BOARD

 Chairman of the Board shall serve as the chief elected officer of the Chamber of Commerce

 and shall preside at all meetings of the Board of Directors and Executive Committee. The

 Chairman may only cast a vote in the event of a tie.

 B. CHAIRMAN OF THE BOARD-ELECT

 The Chairman of the Board-elect shall exercise the powers and authority and perform the

 duties of the Chairman of the Board in the absence or disability of the Chairman of the

 Board.

 C. CHAIRMAN of FINANCE

 The Chairman of Finance shall be responsible for the safeguarding of all funds

 received by the Chamber 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. Approved check signers will have access to the funds. Checks are to be signed by

 the approved check signers in the amounts of $1-$1,500. Amounts above $1,501 are to be

 signed by two of the approved check signers. Approved check signers will be the Chairman

 of the Board, Chair-Elect, Immediate Past Chair and Treasurer.

 D. CHAIRMEN of OUTREACH

 The Chairman of Outreach shall be responsible for reporting membership, events and

 enhancements to the Board of Directors.

 E. SECRETARY

 The Secretary will take the monthly minutes at each Board Meeting. The Secretary will type

 the minutes to the meeting and send to the President/CEO to print in a timely manner before

 each Board Meeting.

 E. PRESIDENT/CEO

 (1) The President/CEO shall be the chief administrative and executive officer. The President shall serve as advisor to the Chairman of the Board and shall provide information deemed necessary as to the operation of the organization.

 (2) The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

 (3) The President/CEO shall be responsible for hiring, discharging, directing and supervising all employees.

 (4) With the cooperation of the Finance Chairman and any ad hoc committee deemed appropriate, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President/CEO shall also be responsible for all expenditures within approved budget allocation.

Section 3: EXECUTIVE COMMITTEE

The Executive Committee shall act 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 Chairman of the Board, the Immediate Past Chairman of the Board, Chair-Elect, Chairman of Finance, Chairman of Outreach, Secretary and the President/CEO. The Chairman of the Board will serve as head of the Executive Committee. The Executive Committee will meet as deemed necessary to conduct business of the chamber.

Section 4: ACCREDIATION COMMITTEE

The Board will have an Accreditation Committee that oversees the accreditation process.

 The Accreditation Committee will be responsible for appointing Chamber Board

 Members to an accreditation category and ensuring continued progress.

**ARTICLE VI – FINANCES**

Section 1: FISCAL YEAR

 The fiscal year of the Chamber shall begin October 1st and close on September 30th.

Section 2: FUNDS

 All money paid to the Chamber shall be placed in a general operating fund, except those

 paid to the Chamber Foundation for obligated funds for special endeavors or projects.

Section 3: 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 shall be by check.

Section 4: BUDGET AND PROGRAM OF ACTION

 At its regular meeting in August, the Executive Committee will begin to develop budget

 considerations for the coming fiscal year based on the performance of the current budget.

 The draft budget will be dispersed to the members of the Board prior to that meeting for

 review. Every effort should be made to ensure that an approved budget shall be effective

 October 1.

Section 5: ANNUAL AUDIT

 An external audit of the Chamber of Commerce shall be reviewed annually after the close of

 the fiscal year. The review shall at all times be available to members of the organization within

 the offices of the Chamber.

Section 6: BONDING

 A. The President/CEO and such other officers and staff shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 7: CONTRACTS

 A. All legally binding contracts, letters of agreement, and/or purchase orders, hereafter called “contracts” are covered by the requirements of this section.

 B. All contracts, unless specified below, shall be reviewed by competent legal counsel and submitted to the Board for approval. Any deficiencies as viewed by the counsel shall be made known to the Board in writing prior to its approval.

 C. The President/CEO may make contracts for budgeted goods and services without Board approval provided such contracts are for normal operating expenses of the Chamber and are included in the current year’s approved operating budget. The President/CEO will be the designated signature for the Chamber.

**ARTICLE VII - DISSOLUTION**

 PROCEDURE

 The Chamber shall use its funds only to accomplish the objectives and purpose specified in these By-laws and no part of said funds shall insure, 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 as defined by the IRS Section 501 (c)(3).

**ARTICLE VIII – MEETING PROCEDURE**

 PARLIAMENTARY AUTHORITY

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

**ARTICLE IX - AMENDMENTS**

 REVISIONS

 A. The By-laws may be amended or altered by a two-thirds 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.

 B. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least 10 days in advance of the meeting at which they are to be acted upon.

Revised August 14, 2023