



BYLAWS

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The South Tarrant County Chamber of Commerce Bylaws

Article I General

Section 1. Name

The organization incorporated under the laws of the State of Texas, shall be known as the South Tarrant County Chamber of Commerce (The Chamber).

Section 2. Object

The Chamber is organized to achieve the objectives of preserving the competitive enterprise system of business by:

Creating a better understanding and appreciation of the importance of business people and their concerns. Promoting business and community growth and development through economic programs designed to strengthen and expand the income potential of all classifications of business within the area; promoting programs of civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community.

Section 3. Area

The Chamber shall operate in a geographic area of the communities both incorporated and unincorporated located in the southern area of Tarrant County, Texas, generally Forest Hill, Kennedale, Everman, South Arlington, and South Fort Worth.

Section 4. Limitation of Methods

The Chamber shall be non-profit, non-partisan, and non-sectarian, and shall take no part in or lend its influence or facilities to, either directly or indirectly, the nomination, election, or appointment of any person to any office or profit or trust under the United States, the State of Texas, or any political subdivision thereof.

Article II Membership

Section 1. Eligibility

Any reputable person, association, corporation, partnership, trust or estate having an interest in the above-recited objectives shall be eligible to apply for membership.

Section 2. Application

Applications for membership shall be in writing 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 herein provided.

Section 3. Investment

Membership investments shall be at such rate or rates, schedules or formulas as may be prescribed by the Board, payable annually.

Section 4. Voting

Each member in good standing shall be entitled to one vote.

Section 5. Exercise of Privileges

Any member company or entity may designate an individual(s) to exercise the privileges of membership on its behalf and shall have the right to change its designated representatives upon written notice to the Executive Director.

Section 6. Honorary Membership

The Board shall confer or revoke honorary membership status by majority. Honorary members shall have all the privileges of dues-paying members except the right to vote, and shall be exempt from payment of dues.

Section 7. Termination

Any member may resign from The Chamber upon written request to the Board. Any member shall be deemed expelled for non-payment of dues ninety (90) days from the date due, unless the Board shall otherwise determine by a two-thirds (2/3) vote. Any member may be expelled by a two-thirds vote of the board at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber.

Article III Meetings

Section 1. Monthly, Annual and Special Meetings

The Board of Directors shall hold an annual planning meeting during the month of January each year. The Board shall fix the time and place of the Annual Meeting. Staff shall mail, email, or fax a notice of the meeting to each Chamber member at least ten (10) days before said meeting.

The Board of Directors shall hold regular meetings each month. Additional Board meetings may be called by the Chairman on his/her own motion. Notice, including the purpose of the meeting, shall be given to each director no later than the calendar day prior to said meeting.

Committee meetings and special meetings may be called at any time by the Chairman, Past Chairman, or by the chairman of each committee.

Section 2. Quorums

At any duly called meeting a simple majority (50% +one) of directors shall constitute a quorum of the Board. A majority of the members of each committee shall constitute a quorum of any committee. Honorary members shall not be counted for the purpose of determining a quorum.

Article IV Board of Directors

Section 1. Composition

The Board of Directors ("Board") shall be comprised of a maximum of 15 members, one-third of whom shall be elected annually to serve for three years (or until their successors are elected and have qualified). There is no limit to the number of terms a director may serve. Any full, part-time or contract employees cannot be members of the Board of Directors.

Section 2. Duties

The government and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control all Chamber property, be accountable for its finances, and direct its activities.

Section 3. Nominations

Directors shall be nominated for election by Nominating Committee with a committee chairman appointed by the Board Chairman. The Nominating Committee shall consist of five (5) members from the chamber, one (1) of whom shall be a member of the existing elected board and lead the committee as chairman. The Chairman shall make Nominating Committee appointments in September of each year.

The Nominating Committee shall nominate as many candidates as there are Board places to be filled. All of the candidates shall give a biography to the Chairman of the Board by September 30th of each year.

Section 4. Notice of Nominations

After the Nominating Committee has certified a slate of candidates, the Chairman of the Board Director shall alphabetically list such nominees with a copy of their bio for submittal to the Board of Directors on or before the second Tuesday in October of such year.

Section 5. Additional Nominations

Any five members in good standing may make additional nominations up to but not exceeding the number of vacancies with an open floor announcement the day of the elections. Each nominee must submit a biography the day of the nomination.

Section 6. Ballot

In the event the directors are not elected by acclamation as provided therein, a ballot shall be mailed on or before October 31 by the Chairman of the Board to each member in good standing with instructions that the ballot shall be placed in a sealed envelope marked "Ballot" and mailed with a self-addressed envelope along with the voter's name and return address.

In such event, the Chairman shall appoint on or before November 7, three (3) active memberships not then standing for election to the office of director to act as Judges to record the votes and tally the ballots, and the Judges shall certify the results of the same to the Board no later than 9:00am on December 7 next following their appointment, The number of nominees necessary to fill all places to be filled and receiving the highest number of votes shall be declared directors. In the event of a tie vote, the election shall be determined by lot under the direction of the Judges.

Section 7. Vacancies

The office of any director who shall be absent from three (3) unexcused meetings of the Board may be declared vacant by majority vote of the Board. Vacancies on the Board or of any office shall be filled by majority vote of the Board.

Article V Officers

Section 1. Election

The Board shall elect from among its members, within thirty (30) days after election of directors, a Chairman and Treasurer upon a recommendation from the Nominating Committee. Additional nominees may come from the floor at the Board meeting. All officers serve a term of one (1) year and shall be voting members of the Board.

Section 2. Chairman

The Chairman shall preside at all meetings of the Board and general membership meetings, perform all other duties incident to his/her office, and be an ex-officio member of all committees as the elected head of The Chamber. In the absence or incapacity of the Chairman, Past Chair shall perform the duties of the Chairman. In the absence of the Past Chair, a member of the Board shall be chosen to perform the duties of the Chairman.

Section 3. Executive Director (or any suitable title)

Subject to Board approval, it shall employ an Executive Director (or any suitable title) who reports to the Chairman of the Board and may succeed himself/herself indefinitely at the pleasure of the Board. Compensation shall be set annually, as provided herein.

The position above shall:

- 1.) Be the chief administrative and operating officer;
- 2.) Be charged with the general supervision and management of the office and business affairs of The Chamber;
- 3.) Perform the duties of Secretary of the corporation, conduct correspondence, preserve the records, and maintain an accurate record of the proceedings of The Chamber and the Board meetings;
- 4.) Act as agent for service of process and;
- 5.) Supervise all employees of The Chamber, fixing their duties and compensation with approval of the Board of Directors and in accordance with policies and practices approved by the Board.

Section 4. Treasurer

The Treasurer of the Chamber shall oversee the safeguarding of all funds received, as well as ensure their proper disbursement. The Treasurer shall also make a full report of the financial condition of the Chamber from time to time as may be required by the Chairman of the Board. The Treasurer shall submit all filings as required by law in a timely manner. The Treasurer shall be a Board Member or member in good standing with the Chamber and shall be compensated by vote of the Board of Directors.

Section 5. Vice Chairman

The Vice Chairman shall provide assistance to the Chairman. In addition, the Vice Chairman shall take over the duties of the Chairman in the absence of the Chairman.

Section 6. Executive Committee

The Executive Committee shall be the Board of Directors.

Article VI Committees and Divisions

Section 1. Existence

The Chairman of the Board, by and with the approval of the Board, shall appoint such committees and chairmen and may create other such divisions as will facilitate the work of The Chamber. The Chairman and the Past Chairman shall be ex-officio members of all committees.

Section 2. Limitation of Powers

No action by any member, committee, task force, employee, director, or officer shall be binding upon or constitute an expression of policy of The Chamber until it shall have been approved or ratified by the Board.

Moreover, funds raised by or on behalf of committees, task forces, or other subsidiary units are the property of The Chamber.

Section 3. Testimony

After committee action has been approved by the Board, they shall be incumbent upon the chairman of any such committee, or in his/her absence a member thereof whom he/she designates as being familiar with the issue concerned, to give testimony or make presentations before civic and governmental agencies.

Section 4. Guests and Visitors

The Board of Directors, committee, and any special meetings are open to the public, and The Chamber welcomes all guests. Committee chairmen shall recognize all visitors and ensure that their presence is reflected in meetings minutes. Non-member visitors are prohibited from participating or voting on action items.

Article VII Finance

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose other than dues shall be placed in a separate fund for such purpose.

Section 2. Disbursements

No obligation or expense shall be incurred and no money shall be appropriated or paid except on conformity with regulation adopted by the Board.

Section 3. Fiscal Year

The Chamber fiscal year shall end on December 31st.

Section 4. Budget

Not including all annual events, each major committee or task force shall submit a budget estimate to the Chairman of the Board within 60 days after formal creation of its activity/activities by the Board.

The Board of Directors will discuss and consider the Chamber budget for the next fiscal year at the annual planning meeting in January.

Section 5. Staff Salaries

The Board of Directors shall set the salaries of Chamber staff.

Section 6. Bond

The Chamber employees shall be bonded in such amounts and in such manner as the Board shall determine.

Section 7. Indemnification

- a. The Chamber shall indemnify a person who was, is or is threatened to be made, a named defendant or respondent in a proceeding because the person is or was a director only if it is determined in accordance with subsection "e" of this Section that the person:
 - (1) conducted himself or herself in good faith;
 - (2) reasonably believed:
 - (a) in the case of conduct in his or her official capacity as a director of the Chamber, that his or her conduct was in the Chamber's best interests; and
 - (b) in all other cases, that his or her conduct was at least not opposed to the Chamber's best interests; and
 - (3) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

- b.** Except to the extent permitted by subsection “d” of this Section, a director may not be indemnified under this Section in respect of a proceeding:

 - (1) in which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person’s official capacity; or
 - (2) in which the person is found liable to the Chamber.
- c.** The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person has been so adjudged by a court of competent jurisdiction after exhaustion of all appeals there from.
- d.** A person shall be indemnified under this Section against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Chamber or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) will be limited to reasonable expenses actually incurred by the person in connection with the proceedings, and (2) shall not be made in respect of any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Chamber.
- e.** A determination of indemnification under this Section must be made:

 - (1) by majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
 - (2) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or
 - (3) by special legal counsel selected by Board of Directors or a Committee of the Board by vote as set forth in paragraphs “(1)” or “(2)” immediately preceding, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
- f.** Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to the reasonableness of expenses must be made in the manner specified by subsection “e (3)” of this Section for the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, a resolution of the directors, or an agreement that makes mandatory the indemnification permitted under this Section shall be deemed to constitute authorization of indemnification in the manner required by this Section even though such provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- g.** The Chamber shall indemnify a director against reasonable expenses incurred by him or her in connection with a proceeding in which he or she incurred by him or her in connection with a proceeding in which he or she is named defendant or respondent because he or she is or was a director if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

- h.** If, in a suit for the indemnification required by subsection "g" above, a court of competent jurisdiction that the director is entitled to indemnification under that paragraph, the court shall order indemnification and shall award to the director the expenses incurred in securing the indemnification.
- i.** If, upon application of a director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not he or she has met the requirements set forth in this Section or has been found liable in the circumstances described by subsection "b" above, the court may order the indemnification that the court determines is proper and equitable; but if the person is found liable to the Chamber, or is found liable on the basis that personal benefit was improperly received by the person, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding.
- j.** Reasonable expenses incurred by a director who was, is, or is threatened to be made, a named defendant or respondent in a proceeding shall be paid or reimbursed by the Chamber in advance of the final disposition of the proceeding and without the determination specified in subsection "e" above or the authorization or determination specified in subsection "f" above, after the Chamber receives a written affirmation by the director of his or her good faith belief that he or she has met the standard of conduct necessary for the indemnification under this Section and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it is ultimately determined that indemnification of the director against expenses incurred by him or her in connection with that proceeding is prohibited by subsection "d" above. A provision contained in the Articles of Incorporation, the Bylaws, a resolution of the directors, or an agreement that makes mandatory the payment or reimbursement permitted under this Section will be deemed to constitute authorization of that payment or reimbursement.
- k.** The written undertaking required by subsection "j" above must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.
- l.** Notwithstanding any other provision of this Section, the Chamber shall pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness, or other participation in a proceeding, at a time when he or she is not a named defendant or respondent in the proceeding.
- m.** An officer of the Chamber shall be indemnified as, and to the same extent, provided by subsections "g", "h", and "i" above for a director, and is entitled to seek indemnification under those subsections to the same extent as a director. A corporation may indemnify and advance expenses to an officer, employee, or agent of the Chamber to the same extent that it may indemnify and advance expenses to directors under this Section.
- n.** The Chamber shall indemnify and advance expenses to a person who is not or was not an officer, employee, or agent of the Chamber but who is or was serving at the request of the Chamber as a director, officer, partner, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise to the same extent that it may indemnify and advance expenses to directors under this Section.

- o.** The Chamber may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Chamber, or who is or was serving at the request of the Chamber as a director, officer, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him or her and incurred by him or her in such a capacity, or arising out of his or her status as such a person, whether or not the Chamber would have the power to indemnify him or her against that liability under this Section.

 - (1) In addition to the powers described in the immediately preceding subsection, the Chamber may purchase, maintain, or enter into other arrangements on behalf of any person who is or was a director, officer or trustee of the Chamber against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such a person whether or not the Chamber would have the power to indemnify him or her against that liability under this Section.

 - (a) If the other arrangement is with a person or entity that is not regularly engaged in the business providing insurance coverage the arrangement may provide for payment of a liability with respect to which the Chamber would not have the power to indemnify a person.
 - (b) Without limiting the power of the Chamber to procure or maintain any kind of other arrangement, the Chamber, for the benefit of persons described immediately above, may:

 - (i) create a trust fund;
 - (ii) establish any form of self-insurance;
 - (iii) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Chamber; or
 - (iv) establish a letter of credit, guaranty, or surety arrangement.
 - (c) For the limited purposes of this subsection "o. (1)" only, any liability indemnification arrangement, other than coverage through an insurance carrier, will not be considered to be the business of insurance under the Texas Insurance Code, including the Texas Property and Casualty Insurance Guaranty Act (Article 21.28-C, Vernon's Texas Civil Statutes), or any other law of the State of Texas.
 - (2) The insurance may be procured or maintained with an insurer, or the other arrangement may be procured, maintained, or established within the Chamber or with any insurer or other person considered appropriate by the Board of Directors, regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Chamber. In the absence of fraud, the judgment of the Board of Directors as to the terms and condition of the insurance or other arrangement, and the identity of the insurer or other person participation in an arrangement, is not voidable and does not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.
- p.** For purposes of this Section, the Chamber will be deemed to have requested a director to serve an employee benefit plan whenever the performance by him or her of his or her duties to the Chamber also imposed duties on, or otherwise involves services by him or her to, the plan or participants or beneficiaries or the

plan. Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law will be deemed fines. Action taken or omitted by him or her with respect to an employee benefit by him or her to be in the interest of the participants and beneficiaries of the plan will be deemed to be for a purpose which is not opposed to the best interest of the Chamber.

Section 8. General Counsel

The Board of Directors shall designate a member attorney at law who will serve as a member of the Board or an ex-officio General Counsel and advise the Chamber in legal matters as needed. The Chairman of the Board and the Executive Director shall recommend this designation, subject to Board ratification.

Article VIII Procedures

Section 1. Letter of Engagement

The Board of Directors shall develop a Letter of Engagement, as needed, when contracting for professional services of The Chamber.

Section 2. Job Offer Letter

The Board of Directors shall develop a Job Offer Letter when employing an individual of The Chamber.

Section 3. Awards

Awards deemed appropriate by the Board shall be presented at the Annual Banquet of the Chamber. All other awards to Chamber members shall be made at the Annual Banquet.

Section 4. Rules

The proceedings of Chamber meetings shall be conducted in conformity with the most recent available edition of Roberts Rules of Order Revised.

The Chairman, at his/her discretion, may appoint a Parliamentarian to rule on questions of procedure. The Parliamentarian's decisions shall be final.

Section 5. Dissolution

It is the intent of The Chamber to use its funds only to accomplish its objectives and purposes as explicitly set forth or necessarily implied in these bylaws, and no Chamber funds shall insure to the benefit of or be distributed to any Chamber member except as reimbursement for authorized expenditures on behalf of The Chamber.

If the activities of The Chamber should cease for a period of two (2) years, or should The Chamber act to dissolve, any funds held by or on behalf of The Chamber shall be distributed to one or more charitable, educational, scientific, or philanthropic, organizations to be selected by the Board of Directors as defined in IRS section 501 (C) 6 with preference being given to qualified charities within the South Tarrant County area.