

**BYLAWS  
COLUMBUS CHAMBER OF COMMERCE, INC.**

**ARTICLE I  
NAME**

The name of this organization shall be “Columbus Chamber of Commerce” with its office located at Columbus in Colorado County, Texas, and is hereafter referred to as the Chamber.

**ARTICLE II  
PURPOSE & MISSION**

The mission of the Columbus Chamber of Commerce is to stimulate the local economy through business promotion and tourism and support of civic projects within the community. A member-elected Board of Directors and a dedicated team of staff work to support this objective. We continuously strive to be the principal advocate for members to create an environment favorable to businesses, jobs, and community growth and development.

**ARTICLE III  
MEMBERSHIP AND DUES**

**Section 1: Eligibility**

Any reputable business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership.

**Section 2: Election (How application is made, received, approved)**

Application for membership shall be in writing on the forms specified. Application will be submitted to the Executive Director for approval. Memberships approved by the Board will begin upon payment of the prescribed membership dues.

**Section 3: Investments**

Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable annually in advance. Dues for new members joining during any fiscal year shall be paid on a pro rata basis.

Membership dues are required for each business entity wishing to participate in the chamber. Individuals owning more than one business may choose to enroll their primary business or enroll each of their businesses according to the recommended payment schedule. Any business with a D.B.A is considered a separate business entity.

**Section 4: Termination (Resignation, expulsion and delinquency.)**

(a) Any member may resign from the association upon written request to the Board of Directors. Refund of membership dues or any portion of membership dues will not be made to the resigning member.

(b) Any member will automatically be dropped from membership roles for non-payment of dues after sixty (60) days from the due date unless otherwise extended for good cause.

(c) Any member may be expelled by a two-thirds ( $\frac{2}{3}$ ) 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.

**Section 5: Exercise of Privileges (Assignment of membership within subscriptions and limitations.)**

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 subject to approval by the Board of Directors.

**Section 6: Voting**

Every member of the Chamber in good standing is entitled to one vote in any election, referendum, or membership meeting. No voting by proxy shall be permitted. Voting may be by mail *or electronic means* if the Board directs.

**Section 7: Orientation**

The President or Executive Director shall be responsible for the orientation of new employees, officers, and directors, committee chairmen, committees, and new members at the first regular meeting after the new board members are seated. The President or Executive Director will cause the Chamber Handbook to be prepared and maintained. Each new Director will be given a copy of the Chamber Handbook for his or her use and reference at their first board meeting. The Chamber Handbook will include but not be limited to:

- i. List of current Board members with contact information
- ii. Mission Statement and By-Laws
- iii. Checklist of Board Member expectations
- iv. Employee guidelines, policies, and benefits
- v. Guidelines for Committees
- vi. Robert's Rules of Order

**Section 8: Honorary Membership**

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 IV MEETINGS**

### **Section 1: Annual Meeting**

The annual meeting of the Columbus Chamber of Commerce shall be held during the month of January. The date, place, and hour to be designated by the Board of Directors. The annual meeting may be conducted electronically if the board so directs.

Other membership meetings may be called at the discretion of the Board of Directors. Notice of meeting shall be mailed or transmitted electronically to each member at least ten (10) days before said meeting.

### **Section 2: Board of Directors Meetings**

The Board of directors shall meet monthly. Absences from any four (4) regular meetings in a fiscal year, or any three (3) consecutive regular meetings in a fiscal year, may make a board member ineligible for re-election. A leave of absence for a Director may be issued by the Board of Directors at their discretion. Meeting time and place shall be posted at the chamber office for the information of the general membership and other interested parties five (5) business days prior to the date of the meeting. The board meetings may be conducted electronically if the board so deems.

### **Section 3: Additional Board of Directors Meetings**

A special meeting of the Board of Directors may be called at any time by the president, any member of the Executive Committee or by three members of the Board of Directors. Notification shall be issued to each director stating the purpose of the meeting not less than 24 hours preceding the meeting with proof of notification to all members retained. Notes of said meeting are to be prepared and presented at the subsequent regular meeting of the board.

### **Section 4: Parliamentary Procedure**

All questions of parliamentary procedure shall be decided according to Robert's Rules of Order.

### **Section 5: General Membership Meetings**

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any 25% of members in good standing. Notice of special

meetings shall be mailed or transmitted electronically to each member at least five (5) days prior to such meetings.

**Section 6: Committee Meetings**

Committee meetings may be called at any time by the president, vice president, or by the committee's chairperson.

**Section 7: Quorums**

At any duly called general meeting of the Chamber, seven (7) members shall constitute a quorum. At a Board meeting, seven board members shall constitute a quorum. A board member shall be considered present if in person or via electronic technology.

## **ARTICLE V DIRECTORS**

**Section 1: Composition of the Board**

The government of the chamber, the direction of its work and the control of its property and finances shall be vested in a Board of Directors, hereafter referred to as the "Board" consisting of twelve (12) elected members, four (4) of which shall be elected from the membership each year to serve a full three (3) year term. No director who has served two (2) consecutive full three (3) year terms shall be eligible to succeed himself or herself nor be appointed to fill the term of unexpired term of any regularly elected Director within a period of twelve (12) months following completion of their term as a director.

**Section 2:**

The Board may adopt such rules and regulations for conducting the business of the Chamber and for carrying on its work as may be consistent with these by-laws. The place and time of all meetings open to the general membership and guests shall be posted in the chamber office at least five days prior to such meeting.

**Section 3:**

The Board shall submit to the membership, at the annual meeting or by mail or electronic means, an annual report of the work of the Chamber.

**Section 4:**

The Board of Directors, through the Nominating Committee, shall have the power to fill vacancies occurring on the Board between the annual elections, and those so appointed shall fill out the unexpired terms of the persons they succeed.

## **ARTICLE VI ELECTION OF DIRECTORS**

Nominations shall be made at least fifteen (15) days prior to the regularly scheduled August meeting, by the Nominating Committee. Election of Directors shall be conducted by a mail-out ballot to the general membership of the slate of nominees as proposed by the Nominating Committee in August of each year.

The new directors shall be announced at the September regular meeting of the Board of Directors.

### **Section 1: Nominating Committee**

At the regular June Board meeting, the President shall appoint a Nominating Committee of three (3) members of the Board. The President shall designate the chairman of the committee.

At least fifteen (15) days prior to the regularly scheduled August meeting, the Nominating Committee shall present to the Executive Director the recommended candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. A board member who has served two consecutive three-year terms is not eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

### **Section 2: Election of Directors**

Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership by mail or electronic means, of the names of persons nominated as candidates for directors and the right of petition.

Election of Directors shall be conducted by a mail-out ballot to the general membership of the slate of nominees as proposed by the Nominating Committee. Alternatively, the board of directors may engage the services of a secure electronic voting platform as long as the voting process remains anonymous.

The names of the candidates shall be arranged in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular September meeting declare the candidates with the greatest number of votes elected.

### **Section 3: Seating of New Directors**

All newly elected and appointed Board members shall be seated at the regular September meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the fiscal year.

**Section 4: Vacancies**

Vacancies on the Board of Directors shall be filled at the next regularly scheduled Board meeting by a majority vote. The appointed Board Member shall serve until the end of the unexpired term. Vacancy of an officer position on the Executive Board shall be filled with a Board Member. The appointed officer shall serve in that capacity until the end of the unexpired term.

**Section 5: Policy (Statements of position on issues.)**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies and procedures shall be maintained in a manual, to be reviewed annually by the Legislative Committee and revised as necessary.

**Section 6: Management**

The Board of Directors may employ an Executive Director (or title appropriate) and shall fix the salary and other considerations of employment.

## ARTICLE VII ELECTION OF OFFICERS

**Section 1:**

The Board of Directors (new and retiring) at its September meeting, shall reorganize for the coming year. The nominating Committee for directors shall also nominate officers each year. At this meeting, the Board shall elect the President, a Vice President, a Secretary, and a Treasurer. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

**Section 2: Duties of Officers**

**President:** The President shall, with advice and council of Vice President and the Executive Director, be responsible for assuring that the activities of the chamber are directed towards achieving business and community needs in the area served by the Chamber. Responsibilities shall include-

Presiding at General, Board, and Executive Board Meetings

Determining all committees

Selecting all committee chairmen

Assisting in the selection of committee personnel

Signing all official communications except as delegated to another officer

Supervise the work of the Chamber officers, executive director and directors

Sign checks as necessary

Serve without a vote except in the case of tie

Perform other duties as required

Serve in an advisory position as a non-voting member of the Board for one year after the term of office has expired.

**Vice President:** The duties of the Vice President shall be such as their titles by general usage would indicate, as well as those that may be assigned by the President. The Vice President will exercise the powers and authority and perform the duties of the President in the absence or disability of the President. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

**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. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall be the head of the Finance Committee and responsible for preparation of the annual budget for board review and approval.

**Secretary:** The Secretary shall be responsible for taking minutes at all meetings. The Secretary shall forward the minutes to the Executive Director for distribution to the Directors for the next scheduled board or committee meeting.

**Executive Director:** The Executive Director shall be the chief administrative officer. The Executive Director shall cause to be prepared notices and agendas and, in the absence of the Secretary, take and distribute minutes of meetings of the Board.

The Executive Director shall serve as advisor to the President on program planning. The Executive Director shall assemble information and data and cause to be prepared special reports as directed by the President of the Chamber.

The Executive Director shall be a non-voting member of the Board of Directors. The Executive Director may also be a non-voting member of certain committees as determined by the President.

With assistance of the committee chairpersons, the Executive Director shall be responsible for administration of the Chamber's goals in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for directing and supervising all employees.

The Executive Director shall assist with the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

The Executive Director shall perform other duties as required by the Board of Directors.

**Section 3:**

The Executive Committee shall be made up of the officers of the Board of Directors: President, Vice President, Treasurer, and Secretary. The Executive Board shall meet in June annually to perform an employee review of the Executive Director and other business as deemed necessary by the Executive Board. Any member of the Executive Board may request a special meeting of the Executive Board less than 24 hours preceding the meeting with proof of notification to all members retained

**Section 4:**

All checks for payment of bills shall be signed by an authorized signatory. Officers authorized to sign checks shall be the President, Vice President, and Treasurer. All expense items presented by the Executive Director to the designated chamber officer for payment, shall be supported by invoices and/or receipts detailing these budgeted expenditures. All unbudgeted expenditures greater than \$100.00 must have prior approval of the Board of Directors.

**ARTICLE VIII  
EMPLOYEES**

The Chamber may hire an employee or employees to fill the position(s) of Executive Director. This position is to be filled by application to the elected Board of Directors and approved by the Board with a majority vote. The employment of the Executive Director is at the discretion of the Board and may be terminated by a two-thirds ( $\frac{2}{3}$ ) vote.

**ARTICLE IX  
COMMITTEES****Section 1: Appointment and Standing Committees**

The President shall appoint all committees. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President except in the event of a special committee appointment. The standing committees will consist of:

Business Promotion/Public Relations Committee – Website, Newsletter (The Link),  
Brochures

Membership Committee

Annual Fundraiser Committee – Annual Membership Event

Legislative Committee – Bylaws, Policy and Procedures Manual and Employee  
Handbook

Nominating Committee – Select nominations for Board of Directors and Officers

Finance Committee – Prepare Budget and Monthly Financial Reports



It shall be the function of each committee to make investigations, conduct studies and hearing, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

### **Section 2: Limitation of Authority**

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the association on a question of policy, without first receiving approval of the Board of Directors. Special 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 committee.

### **Section 3: Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

### **Section 4: Divisions**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

## **ARTICLE X FISCAL YEAR**

The fiscal year shall end the last day of September of each year. This shall be the end of a budget year.

## **ARTICLE XI AMENDMENTS**

The Bylaws may be amended at the annual meeting of the General Membership or at a special or called meeting of the General Membership if a copy of the proposed amendment has been mailed or emailed to each voting member ten (10) days prior to the

meeting. A two-thirds ( $\frac{2}{3}$ ) majority of the General Membership present will be needed to pass any amendment.

*Revisions approved by the Chamber Board of Directors January 13, 2021.*

*Ratified by the Annual Membership Meeting attendees January 28, 2021.*