

FRIONA CHAMBER OF COMMERCE & AGRICULTURE

BY-LAWS

ARTICLE I GENERAL

Section 1. The name of this organization shall be the Friona Chamber of Commerce and Agriculture.

Section 2. Mission- The Friona Chamber of Commerce & Agriculture seeks to promote Friona in the growth and development of free enterprise, community and agriculture.

Purpose-The Friona Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interest of competitive business; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth. 3) Developing a Program of Work to achieve the mission and above mentioned objectives. A Program of Work will be defined as the encompassing bodies of activities and events that are carried out to fulfill the mission of the Friona Chamber of Commerce.

Section 3. This Chamber of Commerce in its activities shall be prohibited from endorsing any political party or candidate for elective office and shall require that any employees of this organization shall refrain from actively supporting the candidacy of any applicant for elective office. This is not to prohibit the Chamber of Commerce from taking a stand on public issues involving those matters which fall within the objectives of this organization.

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. APPROVAL-Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee (or designated individual) shall review all applications and submit them to the Board of Directors for approval. Approval of members shall be by the Board of Directors at any meeting thereof. Any applicant so approved shall become a member upon payment of the regularly scheduled investment as provided in Section 4 of Article II.

Section 3. VOTING-Any such person, firm, association corporation, partnership entity, or estate shall be entitled to cast but one vote at any duly constituted meeting of the Chamber of Commerce.

Section 4. INVESTMENTS-Membership dues shall be established by the Board of Directors and shall be payable annually, semi-annually, quarterly, or monthly in advance.

Section 5. EXERCISE OF PRIVILEGES-Any member 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 upon written notice.

Section 6. MEMBERSHIP-Each member, upon the signing of a membership application and after acceptance by the Board of Directors, shall be considered a permanent member until such member shall submit a written resignation or shall be deceased or shall have moved from this area or shall be terminated for cause by the Board of Directors.

Section 7. 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 ninety (90) 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 of 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 8. 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 9. HONORARY MEMBERSHIP-Distinction in public affairs or commitment to the positive growth and development of the community shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, and shall be exempt from payment of dues. The Board of Directors shall confer to revoke honorary membership by a majority vote.

ARTICLE III

Meetings

Section 1. ANNUAL MEETING-The annual meeting of the Chamber of Commerce, in compliance with State law, shall be held at the discretion of the Board. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting. The annual meeting shall serve as the electoral and business meeting of the Chamber of Commerce.

Section 2. ADDITIONAL MEETINGS-General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any 20% 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 of the Board of Directors upon written application of four (4) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least two (2) days 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.

Section 3. PRIVILEGES-Every member shall be entitled to speak and vote on any subject brought before the Chamber for consideration. At the discretion of the Chairman, debate may be limited.

Section 4. QUORUMS-At any duly called General Meeting of the Chamber, 20% of the members shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; at Committee Meetings, a majority shall constitute a quorum except when a Committee consists of more than nine (9) members, five shall constitute a quorum.

Section 5. Posted notice of all chamber meetings must be given at least three (3) days in advance unless otherwise stated. With this notice shall also be given a synopsis of the business to be considered.

ARTICLE IV

Board of Directors

Section 1. COMPOSITION OF THE BOARD-The Board of Directors shall be composed of 12 members, four of whom shall be elected annually to serve for four (4) years, or until their successors are elected and have qualified. In addition, the board of directors may include the President if the term has expired, the Past President, if their regular term has expired and the President(s) of any created divisions within the Chamber. As the availability of qualified candidates allows, the Board of Directors shall strive to ensure that the composition of the Board is generally representative of the Chamber Membership, including consideration of ethnicity and avoiding over-representation by any single business member. As honorary members, a representative from Friona I.S.D. and the Friona Christian Ministries will be voting members of the Board.

Section 2. SELECTION AND ELECTION OF DIRECTORS-

A. Nominating Committee. At the regular January Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of 5 members of the Chamber. The President shall designate the Head of the Committee.

Prior to February 5, the Nominating Committee shall present to the Executive Vice President a slate of candidates to serve four-year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member or representative of a member in good standing and must have agreed to accept the responsibility of a directorship. The nominating committee will also solicit at large nominations.

B. Publicity of nominations. Upon receipt of the report of the Nominating Committee, the Executive Vice President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors.

C. Voting Procedure. Voting shall be by secret ballot at the annual meeting of the members.

D. Judges. The President shall appoint, subject to the approval of the Board of Directors, at least 1, but no more than 3, judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the President.

Section 3. SEATING OF NEW DIRECTORS—All newly elected Board members shall be seated at the regular April Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Program year.

Section 4. MID-TERM VACANCIES—Mid-term vacancies on the Board of Directors, or among the Officers, shall be referred to a nominating committee of three members of the board, appointed by the President. The nominee(s) shall be presented to the Board of Directors and positions shall be filled by a majority vote of the Board of Directors.

Section 5. POLICY—The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. 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. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 6. INDEMNIFICATION—The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all of its Directors of former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the chamber, except in relation to matters as to which such director 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.

Section 7. The following shall be specific duties of the Board of Directors:

- A. During the regular January meeting, they shall meet, qualify, and elect from their own number, a president, one (1) vice president and a treasurer.
- B. Hire an Executive Vice President as administrative head of the affairs of the Chamber of Commerce. The appointment shall be reviewed each year in light of his/her competence and his/her salary shall be fixed at that time.
- C. Be responsible for all policy of the Chamber of Commerce.
- D. Cause the Executive Vice President to prepare a complete annual report of the activities and finances of the Chamber of Commerce to be submitted to the membership.
- E. Be responsible for an aggressive Program of Work being laid before the membership and shall cause action to be taken to effectuate that Program of Work.
- F. Delegate any authority but may not delegate any of the responsibilities outlined above.

ARTICLE V Officers

Section 1. The officers of the Chamber of Commerce shall be President, one (1) Vice President, one (1) Treasurer, and immediate past-President of the Board. They shall be elected by the Board of Directors from the directorate at the first meeting after the election of directors. The nominating committee shall nominate one or more candidates for each office and shall secure those candidates' permission prior to the Board meeting at which the election is to take place. Nomination may also be made from the floor. If a Board member has completed one year on the board and begins the second year as President Elect, it would be necessary to complete two additional years thus making the term four years.

- A. President. The President shall preside at all meetings of the Chamber of Commerce membership and of the Board of Directors. The President shall perform all duties incident to his office and advise such action as may be deemed by them likely to increase the usefulness of the Chamber. A member of the Board may be elected as President after their term on the Board has expired, if they served the last two years on the Board.
- B. Vice President. One (1) Vice President shall be elected from the directorate, in the same manner as the President and for the same period as the President. They shall perform all the duties usually incident to the Office of the Vice President. The Vice President will automatically be nominated for the President of the Board the next year; however, nominations will also be accepted from the directorate for the Presidential nomination.
- C. Treasurer. The Treasurer shall be elected in the same manner as the President and for the same period of time as the President. The Treasurer at frequent intervals shall check with the Chamber staff on all funds handled by the

Chamber. They shall report on the financial conditions of the Chamber from time to time. The Board may hire an accountant for the purpose of preparing financial statements.

- D. Executive Vice President. The Executive Vice President shall be the chief administrative and executive officer. The Executive Vice President shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board. The Executive Vice President shall serve as advisor to the President, Program of Work Committee on program planning, and Nominating Committee for directors and officers.

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, Vice President, Treasurer and Executive Vice President. The President will serve as head of the Executive Committee.

Section 3. 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 6 of these by-laws.

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 ad hoc 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 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 by the Board.

Section 2. LIMITATION OF AUTHORITY-No action by any member, committee, division, employee, Director, or office 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 3. TESTIMONY-Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom they designated 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, of 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.

Section 5. ANNOUNCEMENTS-No resolution, report, or other communications of a committee which purpose to reflect the attitude of the chamber shall be made available to the membership of the chamber or to the public without the prior approval of the Executive Committee.

Section 6. The President and the Executive Vice President shall be members ex-officio of all committees.

Section 7. Meetings of any committee may be called at any time by the chairman of that committee, or by the President.

ARTICLE VII Finances

Section 1. FUNDS-All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget or monies as determined by the Board will be placed in a reserve account.

Section 2. DISBURSEMENTS-Upon approval of the budget, the Executive Vice President 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.

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

Section 4. BUDGET-No later than November, the Executive Committee shall meet and adopt a proposed budget for the next fiscal year, and submit it to the Board of Directors for approval no later than the regular December Board meeting.

Section 5. BONDING-The Executive Vice President and such other 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.

ARTICLE VIII
Parliamentary Authority

Section 1. 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 Charter or By-laws of the Chamber.

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, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 c (3).

ARTICLE X
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 (10) days in advance of the meeting at which they are to be acted upon.

LAST AMENDED: January 4, 2010